

JINDAL PHOTO LIMITED

(CIN: L33209DN2004PLC000198)

Registered office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.)

Tel: 0260-2668371, 0260-2668372, 0260-2668308 Fax: 0260 - 2668354

E-Mail: cs_jphoto@jindalgroup.com Website: www.jindalphoto.com

NOTICE

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

Day : Thursday

Date : 18th September 2014

Time : 11:30 AM

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon, statement in respect of the subsidiary companies under Section 212 of the Companies Act, 1956.
2. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the retiring auditors, B.K. Shroff & Company, Chartered Accountants (firm registration no. 302166E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

3. Appointment of Mr. Shiv Kumar Mittal as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Mr. Shiv Kumar Mittal (DIN 00006460)**, in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 18th September, 2014 up to 17th September, 2019."

4. Appointment of Mr. Kamal Kumar Jain as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Mr. Kamal Kumar Jain (DIN 00649522)**, in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 18th September, 2014 up to 17th September, 2019."

5. Appointment of Mr. Uttam Garodia as a Director and as an Independent Director of the Company.

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

"RESOLVED THAT Mr. Uttam Garodia (DIN 03129180) who was appointed by the Board of Directors as an Additional Director of the company w.e.f 30th July, 2014, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of director of the Company, be and is hereby appointed a director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Mr. Uttam Garodia (DIN 03129180)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 18th September, 2014 up to 17th September, 2019."

6. Appointment of Ms. Gunjan Gupta as Non-Executive Director of the Company.
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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Ms. Gunjan Gupta (DIN 06931462)** who was appointed by the Board of Directors as an Additional Director of the company w.e.f 30th July, 2014, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing her candidature for the office of director of the Company, be and is hereby appointed a Non-Executive Director of the Company whose office shall be liable to retirement by rotation.”
7. Approval of remuneration paid to Mr. Shammi Gupta, Managing Director of the Company during the Financial Year 2013-14.
To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-
“**RESOLVED THAT** subject to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and limits laid down in Schedule XIII thereof as amended and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded in respect of remuneration of Rs. 3233460/- paid to **Mr. Shammi Gupta (DIN 00006384)**, Managing Director during the period from 1st April, 2013 to 31st March, 2014, as per the details given in the explanatory statement annexed hereto.
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such other acts, deeds, matters and things as in its absolute discretion, it may consider necessary to expedient or desirable in order to give effect to the foregoing resolution or otherwise consider it to be in the best interest of the company.”
8. Approval of remuneration paid to Mr. Krishnasamy Ramaswamy, Whole Time Director of the Company during the Financial Year 2013-14.
To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-
“**RESOLVED THAT** subject to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and limits laid down in Schedule XIII thereof as amended and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded in respect of remuneration of Rs. 1358470/- paid to **Mr. Krishnasamy Ramaswamy (DIN 02276762)**, Whole Time Director during the period from 1st April, 2013 to 31st March, 2014, as per the details given in the explanatory statement annexed hereto.
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such other acts, deeds, matters and things as in its absolute discretion, it may consider necessary to expedient or desirable in order to give effect to the foregoing resolution or otherwise consider it to be in the best interest of the company.”
9. To re-appoint Mr. Shammi Gupta as Managing Director of the Company.
To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-
“**RESOLVED THAT** subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V to the Act as amended from time to time and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors for the re-appointment and terms of remuneration of **Mr. Shammi Gupta (DIN 00006384)** as Managing Director of the company liable to retire by rotation for a period of 3 (three) years commencing from 1st April 2014 to 31st March, 2017 as per the terms and conditions set out in the explanatory statement annexed hereto.
RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the appointment, the Company shall pay to Mr. Shammi Gupta remuneration as decided by the Board or any committee thereof from time to time as minimum remuneration, with the approval of the Shareholders and the Central Government, if necessary.
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to further revise the remuneration payable to him as Managing Director, from time to time subject to the ceiling laid down in Section 196, 197 and Schedule V of the Companies Act, 2013, with or without further approval, sanctions or permissions, if any, required for such revision in the remuneration.
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such other acts, deeds, matters and things as in its absolute discretion, it may consider necessary to expedient or desirable in order to give effect to the foregoing resolution or otherwise consider it to be in the best interest of the company.”
10. To re-appoint Mr. Krishnasamy Ramaswamy as Whole Time Director of the Company.
To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-
“**RESOLVED THAT** subject to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V to the Act as amended from time to time and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors for the re-appointment and terms of remuneration of **Mr. Krishnasamy Ramaswamy (DIN 02276762)**, Whole Time Director of the company liable to retire by rotation for a period of 3 (three) years commencing from 1st April 2014 to 31st March, 2017 as per the terms and conditions set out in the explanatory statement annexed hereto.
RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the

appointment, the Company shall pay to Mr. Krishnasamy Ramaswamy remuneration as decided by the Board or any committee thereof from time to time as minimum remuneration, with the approval of the Shareholders and the Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to further revise the remuneration payable to him as Whole Time Director, from time to time subject to the ceiling laid down in Section 196, 197 and Schedule V of the Companies Act, 2013, with or without further approval, sanctions or permissions, if any, required for such revision in the remuneration.

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

11. To make Investment in Jindal India Powertech Limited.

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

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make investment upto Rs. 500 crores (Rupees Five Hundred crores Only) in Equity Shares, Preference Shares or any other Securities of **Jindal India Powertech Limited**, from time to time, in one or more tranches, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, Loans/Guarantees so far given by the Company alongwith the proposed investment may exceed 60% of the paid-up share capital, free reserves and security premium account of the Company or 100% of the free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

12. To make Investment in Jindal India Thermal Power Limited

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

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make investment upto Rs. 300 crores (Rupees Three Hundred Crores Only) in Equity Shares, Preference Shares or any other Securities of **Jindal India Thermal Power Limited**, from time to time, in one or more tranches, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, Loans/Guarantees so far given by the Company alongwith the proposed investment may exceed 60% of the paid-up share capital, free reserves and security premium account of the Company or 100% of the free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

13. To make Investment in the Units of various schemes of Mutual Funds.

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

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make investment upto Rs. 200 crores (Rupees Two Hundred Crores Only) in the units of various schemes of Mutual Funds such as Birla Sunlife, Tata, HSBC, Templeton, ICICI Prudential, LIC, Principal, HDFC, DWS, Reliance, JP Morgan India etc. from time to time, in one or more tranches, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, Loans/Guarantees so far given by the Company alongwith the proposed investment may exceed 60% of the paid-up share capital, free reserves and security premium account of the Company or 100% of the free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

14. To approve borrowing limits of the Company.

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

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 180(1)(c) of the Companies Act, 2013 and Rules made thereunder as amended from time to time to borrow any sum(s) of money or moneys as they may deem fit from time to time, requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount up to which moneys may be borrowed by the Board of Directors (apart from the temporary loans obtained from the company's bankers) shall not exceed **Rs. 500 crores (Rupees Five Hundred crores Only)** outstanding at anytime."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions, steps and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

15. To approve creation of mortgage/Charge.

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

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 180(1)(a) of the Companies Act, 2013 and Rules made thereunder as amended from time to time to create mortgage/charge and hypothecation of all or any of the immovable and movable properties of the company, wherever situate, both present and future in such manner as the board of Directors may think fit for securing any loans and / or advances already obtained or that may be obtained from financial institutions / banks / insurance companies or others and / or to secure any debentures issued and /or that may be issued and all interest Compound / additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the company to the concerned lenders within the overall borrowing limits of **Rs. 500 crores (Rupees Five Hundred crores Only) ."**

"RESOLVED FURTHER THAT the mortgage / charge/hypothecation created / to be created and / or all agreement / documents executed / to be executed and all acts done in terms of the above resolution by and with all authority of the board of directors of the company are hereby confirmed and ratified."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions, steps and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution."

16. To approve to contribute to bona fide and charitable funds etc.

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

"RESOLVED THAT in accordance with the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time, the Company hereby authorises the Board of Directors of the Company to contribute to bona fide charitable and other funds any amount the aggregate of which will in any financial year exceed 5% of the company's average net profits for the three immediately preceding financial years subject to the maximum of Rs. 10 crore in one financial year."

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

V.K. Gupta
(Company Secretary)

Place: New Delhi

Date : 14th August, 2014

NOTES:

1. **A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself. Such proxy need not be a member of the company. The proxy form in order to be effective must be lodged at the Registered Office of the company not less than 48 hours before the commencement of the meeting.**

A person can act as proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10(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 shareholders.

2. The Register of Members of the Company and the Share Transfer Books shall remain closed from Tuesday 16th September 2014 to Thursday 18th September 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Detail under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Corporate Governance Report forming part of the Annual Report.
5. Members holding shares in physical form are requested to notify / send the following to the Company or Share transfer agent to facilitate better services:-
- i) Any change in their address/mandate/bank details/e-mail address.
 - ii) Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
6. Members holding shares in electronic form are advised to notify the changes, if any, in their address /bank details/ mandate to their respective depository participant.
7. Members are requested to note that dividends not encashed/claimed within seven years from the date of declaration of dividend will, as per Section 205 A read with Section 205 C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claim in this respect shall lie against IEPF or the Company. Members are requested to contact RTA or the Company for encashing the unclaimed dividend standing to the credit of their account for the year 2006-07 and onwards.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

9. Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 may do so by submitting to the Company the prescribed Form SH-13 (Nomination Form) and/or SH-14 (Cancellation or variation of Nomination Form).
10. As required under sub clause IV (E)(v) of clause 49 of Listing Agreement, the detail of shareholding of Non-Executive Director (both owned or held by / for other person on a beneficial basis) seeking appointment/re-appointment in the forthcoming Annual General Meeting is given below :-

Name	Number of Shares held
Shiv Kumar Mittal	NIL
Kamal Kumar Jain	1(one)
Uttam Garodia	NIL
Gunjan Gupta	NIL

11. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2014 may visit the Company's website www.jindalphoto.com or send their Queries on accounts and operations of the Company, if any, at least seven days in advance of the Meeting so that the answer may be made readily available at the meeting.
12. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.jindalphoto.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for Inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs_jphoto@jindalgroup.com
13. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the Annual General Meeting along with the Annual Report for 2013-14 are sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice of the 11th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode along with Annual Report.

14. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Procedure and instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
 - i. Open the e-mail and also open PDF file namely "JPL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder — Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password cast your vote.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. On first login the system will prompt you to change your password and update your contact details like mobile number, email id etc. in the user profile of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note the 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. You need to login again with the new credentials. Home page of e-voting will open.
 - viii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
 - ix. Select "EVEN" (E-Voting Event Number) of Jindal Photo Limited which is **100919**. Now you are ready for e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option "For" or "Against" and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote and click on "Submit". Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. You may similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting.

During the voting period, members can login any number of times till they have voted on all the Resolutions. If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer.jpl@gmail.com with a copy marked to evoting@nsdl.co.in.

B. For members who receive the notice of Annual General Meeting in physical form

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading **C** below more details.
- ii. Members may alternatively opt for e-voting, for which the initial password is provided in the enclosed Ballot Form along with EVEN (E-Voting Event Number), USER ID and PASSWORD/PIN. Please follow all steps from SI. No. A (ii) To SI. No. A (xiii) above, to cast vote.

C. For members who wish to vote using Ballot Form

Pursuant to clause 35B of the Listing Agreement with the Stock Exchanges, shareholders may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Mr. Ravi Grover, Practicing Company Secretary, 8/33, 3rd Floor, WEA, Karol Bagh, New Delhi – 110005 so as to reach by **12th September, 2014 by 5.30 p.m. IST**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. Other Instructions:

- i. The e-voting period commences on Wednesday, 10th September, 2014 (9.00 a.m. IST) and ends on Friday, 12th September, 2014 (5.30 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights 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, which is 14th August, 2014 and as per the Register of Members of the Company.
- iii. Mr. Ravi Grover of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. FCS 6048 CP No. 3448), has been appointed as the Scrutinizer to scrutinize the e-voting process (including voting through Ballot Form received from the shareholders) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/through Ballot Form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using Ballot Form shall be counted for the purpose of passing of resolutions(s).
- vi. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 11th Annual General Meeting of the Company scheduled to be held on Thursday, 18th September, 2014. 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.jindalphoto.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the AGM of the Company and communicated to The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
- vii. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain were appointed as non-executive directors on 30th August, 2012 and were considered as Independent directors for the purpose of Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and they are not liable to retire by rotation. Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain have each given a declaration to the Board that they each meet the criteria of independence as provided under Section 149(6) of the Act.

A notice has been received by the company from member(s) along with requisite deposit signifying their intention to propose Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain as a candidate for office of Independent Director of the Company.

The matter regarding appointment of above Independent Directors was placed before the Nomination & Remuneration Committee, which commends their appointment as Independent Directors for a period of five years from 18th September, 2014 up to 17th September, 2019.

In the opinion of the Board, the aforesaid Independent Directors fulfil the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and they are independent of the management.

The terms and conditions of appointment of the above Independent Directors shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company.

A brief profile of the above Independent Directors is given below:

Mr. Shiv Kumar Mittal

Mr. Shiv Kumar Mittal aged about 70 years is a Commerce Graduate, L.L.B and also Fellow Member of the Institute of the Company Secretaries of India and having about 50 years of rich experience in the area of Taxation, Accounts and Administration.

Mr. Kamal Kumar Jain

Mr. Kamal Kumar Jain aged about 53 years is a Commerce Graduate and also Fellow Member of the ICAI and having about 32 years of rich experience in the area of Accounts, Finance and Treasury Management.

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 above said resolution.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of above Independent Directors are now being placed before the Members as Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for their approval.

Item No. 5

The Board of Directors of the Company has appointed Mr. Uttam Garodia as an Additional Director of the Company w.e.f 30th July, 2014. Mr. Uttam Garodia aged about 33 years is a rank holding Chartered Accountant with about 12 years of rich experience in the area of Private Equity, Finance, Accounts, Portfolio and Management.

In terms of the provisions of Section 161(1) of the Act, Mr. Garodia would hold office up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Garodia for office of Director of the Company.

Mr. Uttam Garodia is being appointed as Independent Director as per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014 and shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Garodia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The matter regarding appointment of above Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a period of five years from 18th September, 2014 up to 17th September, 2019.

In the opinion of the Board, the aforesaid Independent Director fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Sections 161(1) and 149 read with Schedule IV of the Act, the appointment of Mr. Garodia as Director and Independent Director is now being placed before the Members as Ordinary Resolution as set out at Item No. 5 of the Notice for their approval.

The terms and conditions of appointment of the above Independent Director shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company.

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 above said resolution.

Item No. 6

The Board of Directors of the Company has appointed Ms. Gunjan Gupta as an Additional Non-Executive Director of the Company w.e.f 30th July, 2014. Ms. Gunjan Gupta aged about 30 years is a Commerce Graduate and also Member of the ICAI and having about 5 years of rich experience in the area of Taxation, Accounts, Finance, Project Management and Administration.

In terms of the provisions of Section 161(1) of the Act, Ms. Gunjan Gupta would hold office up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Gunjan for office of the Director of the Company.

Keeping in view the experience and expertise of Ms. Gunjan Gupta, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly commends the Resolution No. 6 for approval by the members.

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 above said resolution.

Item No. 7

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Shammi Gupta as Managing Director of the Company under Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 for a period of 5(five) years commencing from 1st September, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. Accordingly Mr. Shammi Gupta was re-appointed as Managing Director and paid total managerial remuneration of Rs. 3233460/- and other perquisites and allowances as per his terms of appointment during the Financial Year 2013-14. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not permitted to pay managerial remuneration in case there is no profit or profits are inadequate without obtaining the approval of the Shareholders. However during the Financial

Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II B of Schedule XIII of the Companies Act, 1956, where in any financial year during the currency of tenure of the managerial person, a company has no profits or its profits are inadequate, then it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance subject to maximum of Rs. 3.50 lacs per month based on the effective capital of the Company as on 31.3.2013 with the approval of the shareholders and without obtaining the approval of the Central Government. The effective capital of the Company is amounting to Rs. 65.86 crore as on 31.3.2013 and accordingly the Company may pay remuneration to aforesaid managerial person subject to maximum of Rs. 42 lacs during the Financial Year 2013-14 subject to the approval of the shareholders in the general meeting and without obtaining the approval of the Central Government.

The matter regarding remuneration of Rs. 3233460/- and other perquisites and allowances as per his terms of appointment paid to Mr. Shammi Gupta, Managing Director was placed before the Nomination & Remuneration Committee, which commends for the payment of the aforesaid remuneration to Mr. Shammi Gupta.

The information required to be disclosed as per provisions of Schedule XIII of the Companies Act, 1956 are given as below:

I GENERAL INFORMATION	(1) Nature of Industry.	Photographic	
	(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)	
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
	(4) Financial performance based on given indicators	Financial Highlights for last 3 years (Rs. In lacs)	
		Sales	Net Profit/(Loss)
		2010-11	39955 1813
		2011-12	40337 1510
2012-13		46998 330	
(5) Export performance and net foreign exchange collaborations.	2013-14 33059 (2241)		
(6) Foreign investments or collaborators, if any.	Rs. 30538237/-		
II INFORMATION ABOUT THE APPOINTEE	(1) Background details	N.A	
	(2) Past remuneration	Mr. Shammi Gupta aged 42 years is commerce graduate, FCA and PGDMS and having 20 years rich experience in the area of Marketing, Finance & Accounts, Administration and general management etc.	
		Remuneration paid during last 3 years: (Rs.)	
		2010-11	2781000
		2011-12	3030115
		2012-13	3071460
	(3) Recognition or awards	2013-14 3233460	
	(4) Job profile and his suitability	Mr. Shammi Gupta has been awarded on various times for his professional excellance and performance.	
	(5) Remuneration Proposed	Overall incharge of Management, conduct and affairs of the Company. The experience and qualification of Mr. Shammi Gupta is bested suited to his job profile.	
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Rs. 3233460/- and other perquisites and allowances as per his terms of appointment		
(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	The remuneration is as per position, size of industry and profile of Mr. Shammi Gupta, Managing Director.		
	Except getting managerial remuneration by virtue of holding position of Managing Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.		

III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy
	(2) Steps taken or proposed to be taken for improvement	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
IV DISCLOSURES	(1) Remuneration package	1. Basic Salary: Upto Rs. 1,51,000/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 15000/- per month or Rs. 1,80,000/- in a year. 2. Perquisites and Allowances: (i) Housing Rent Allowance upto Rs.68600/- per month. (ii) Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year. (iii) Medical Reimbursement for self, wife and dependant children. Reimbursement of expenses actually incurred. The total cost of such expenses to the company shall not exceed one-month salary in a year. (iv) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules. (v) Company to take Health Insurance policy of self and wife, subject to maximum of Rs. 10 lacs per annum. (vi) Re-imbursement of expenses incurred on Holiday trip in India/Abroad for self along with family, once in two years, subject to maximum of Rs. 1.5 lacs. (vii) Encashment of un-availed leave as per the rules of the Company. (viii) The reimbursement of expenses by the company on hiring of car for official duties and mobile phone / telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites.
	(2) For further details of remuneration paid to all the directors.	As shown in Corporate Governance Report which is form part of the Annual Report is to be referred.

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

In compliance with the provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII of the Act, the payment of Managerial remuneration of Rs. 3233460/- and other perquisites and allowances as per his terms of appointment to Mr. Shammi Gupta, Managing Director is now being placed before the Members as Special Resolution as set out at Item No. 7 of the Notice for their approval.

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 above said resolution.

Item No. 8

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Krishnasamy Ramaswamy as Whole Time Director of the Company under Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 for a period of 5(five) years commencing from 1st August, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. Accordingly Mr. Krishnasamy Ramaswamy was re-appointed as Whole Time Director and paid total managerial remuneration of Rs. 1358470/- and other perquisites and allowances as per his terms of appointment during the Financial Year 2013-14. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not

permitted to pay managerial remuneration in case there is no profit or profits are inadequate without obtaining the approval of the Shareholders. However during the Financial Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II B of Schedule XIII of the Companies Act, 1956, where in any financial year during the currency of tenure of the managerial person, a company has no profits or its profits are inadequate, then it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance subject to maximum of Rs. 3.50 lacs per month based on the effective capital of the Company as on 31.3.2013 with the approval of the shareholders and without obtaining the approval of the Central Government. The effective capital of the Company is amounting to Rs. 65.86 crore as on 31.3.2013 and accordingly the Company may pay remuneration to aforesaid managerial person subject to maximum of Rs. 42 lacs during the Financial Year 2013-14 subject to the approval of the shareholders in the general meeting and without obtaining the approval of the Central Government.

The matter regarding remuneration of Rs. 1358470/- and other perquisites and allowances as per his terms of appointment paid to Mr. Krishnasamy Ramaswamy, Whole Time Director was placed before the Nomination & Remuneration Committee, which commends for the payment of the aforesaid remuneration to Mr. Krishnasamy Ramaswamy.

The information required to be disclosed as per provisions of Schedule XIII of the Companies Act, 1956 are given as below:

I GENERAL INFORMATION	(1) Nature of Industry.	Photographic	
	(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)	
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
	(4) Financial performance based on given indicators	Financial Highlights for last 3 years (Rs. In lacs)	
		Sales	Net Profit/(Loss)
		2010-11	39955
2011-12		40337	1510
	2012-13	46998	330
	2013-14	33059	(2241)
(5) Export performance and net foreign exchange collaborations.	Rs. 30538237/-		
(6) Foreign investments or collaborators, if any.	N.A		
II INFORMATION ABOUT THE APPOINTEE	(1) Background details	Mr. Krishnasamy Ramaswamy aged about 57 years is B.E (Mechanical) and having 32 years rich experience in the photographic conversion area. He started his career with public sector company Hindustan Photo Films Limited and has undergone various trainings at abroad.	
	(2) Past remuneration	Remuneration paid during last 3 years: (Rs.)	
		2010-11	863854
		2011-12	930737
		2012-13	1170612
		2013-14	1358470
	(3) Recognition or awards	Mr. Krishnasamy Ramaswamy has been awarded on various times for his professional excellence and performance.	
(4) Job profile and his suitability	To look after the technical aspect of the production process of the Company. The experience and qualification of Mr. Krishnasamy Ramaswamy is bested suited to his job profile.		
(5) Remuneration Proposed	Rs. 1358470/- and other perquisites and allowances as per his terms of appointment.		
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Krishnasamy Ramaswamy, Whole Time Director.		

	(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Whole Time Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.
III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy.
	(2) Steps taken or proposed to be taken for improvement	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
IV DISCLOSURES	(1) Remuneration package	(i) Basic Salary upto Rs. 99,795/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 15000/- per month or Rs. 1,80,000/- in a year. (ii) Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year. (iii) Encashment of un-availed leave as per the rules of the Company. (iv) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules. (v) Use of Company's Car and mobile phone (including internet facility and any other means of communication facility) for official purpose. Use of Company's car for private purposes and personal long distance calls, if any shall be billed by the Company.
	(2) For further details of remuneration paid to all the directors.	As shown in Corporate Governance Report which is form part of the Annual Report is to be referred.

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

In compliance with the provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII of the Act, the payment of Managerial remuneration of Rs. 1358470/- and other perquisites and allowances as per his terms of appointment to Mr. Krishnasamy Ramaswamy, Whole Time Director is now being placed before the Members as Special Resolution as set out at Item No. 8 of the Notice for their approval.

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 above said resolution.

Item No. 9

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Shammi Gupta as Managing Director of the Company pursuant to the provisions of the Companies Act, 1956 for a period of 5(five) years commencing from 1st September, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not permitted to pay managerial remuneration in case there is no profit or profits are in-adequate without obtaining the approval of the Shareholders. However during the Financial Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II (A) of Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, then it may, without Central Government approval, pay yearly remuneration to the managerial person subject to maximum of Rs. 42 lacs based on the effective capital of the Company as on 31.3.2014 with the approval of the shareholders. Provided that the above limits of yearly managerial remuneration shall be doubled if the resolution passed by the Shareholders is a Special Resolution. The effective capital of the Company is amounting to Rs. 37.85 crore as on 31.3.2014 and accordingly the Company may pay managerial remuneration subject to maximum of Rs. 84 lacs subject to the approval of the shareholders in the general meeting by means of Special Resolution and without obtaining the approval of the Central Government.

The Board of Directors of the Company at their meeting held on 14th August, 2014 has re-appointed Mr. Shammi Gupta, as Managing Director, with effect from 1st April 2014, for a period of three years subject to the approval of the members. Mr. Shammi Gupta shall continue to look after overall affairs of the Company and carry out such duties as may be entrusted to him by Board, and exercise

such powers as may be assigned to him subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company. Your Directors, consider that his re-appointment on the Board as Managing Director will be beneficial to the Company.

The matter regarding appointment, remuneration and other terms of appointment of Mr. Shammi Gupta as Managing Director was placed before the Nomination & Remuneration Committee, which commends his re-appointment.

The Principal terms of appointment are as under: -

1. BASIC SALARY: Upto Rs. 1,51,000/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 20000/- per month or Rs. 2,40,000/- in a year.

2. PERQUISITES AND ALLOWANCES

(i) Housing Rent Allowance: Upto Rs. 68600/- per month

(ii) Extra-Gratia Payment:-

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

(iii) Medical Reimbursement:-

Medical Benefits for self, wife and dependent children. Reimbursement of expenses actually incurred. The total cost of such expenses to the company shall not exceed one-month salary in a year.

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

(v) Company to take Health Insurance policy of self and wife, subject to maximum of Rs. 10 lacs per annum.

(vi) Re-imburement of expenses incurred on Holiday trip in India/Abroad for self along with family, once in two years, subject to maximum of Rs. 1.5 lacs.

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

In addition to the above, Mr. Shammi Gupta will also be entitled to the following benefits

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

Reimbursement of Car & Telephone Expenses:

The reimbursement of expenses by the company on hiring of car for official duties and mobile phone / telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites.

The information required to be disclosed as per provisions of Schedule V of the Companies Act, 2013 are given as below:

I	GENERAL INFORMATION	(1) Nature of Industry.	Photographic				
		(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)				
		(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
		(4) Financial performance based on given indicators	Financial Highlights for last 3 years				
			(Rs. In lacs)				
				Sales	Net Profit/(Loss)		
2011-12	40337		1510				
II	INFORMATION ABOUT THE APPOINTEE	(5) Foreign investments or collaborators, if any.	N.A				
			(1) Background details	Mr. Shammi Gupta aged 42 years is commerce graduate, FCA and PGDMS and having 20 years rich experience in the area of Marketing, Finance & Accounts, Administration and general management etc.			
				(2) Past remuneration	Remuneration paid to Mr. Shammi Gupta during last 3 years:		
					(Rs.)		
		2011-12			3030115		
		2012-13	3071460				
2013-14	3233460						

	(3) Recognition or awards	Mr. Shammi Gupta has been awarded on various times for his professional excellence and performance.
	(4) Job profile and his suitability	Overall in charge of Management, conduct and affairs of the Company. The experience and qualification of Mr. Shammi Gupta is best suited to his job profile.
	(5) Remuneration Proposed	As per details given herein above within the maximum limit prescribed in the Companies Act, 2013.
	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Shammi Gupta, Managing Director.
	(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Managing Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.
III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy.
	(2) Steps taken or proposed to be taken for improvement.	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
For further details of remuneration paid to all the directors as shown in Corporate Governance Report which is form part of the Annual Report is to be referred.		

If at any time the appointee ceases to be Director of the Company for any cause whatsoever, he shall also cease to be Managing Director of the Company.

In compliance with the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V, the matter regarding re-appointment and payment of Managerial remuneration of Mr. Shammi Gupta, Managing Director is now being placed before the Members as Special Resolution as set out at Item No. 9 of the Notice for their approval.

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 above said resolution.

Item No. 10

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Krishnasamy Ramaswamy as Whole Time Director of the Company pursuant to the provisions of the Companies Act, 1956 for a period of 5(five) years commencing from 1st August, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not permitted to pay managerial remuneration in case there is no profit or profits are in-adequate without obtaining the approval of the Shareholders. However during the Financial Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II (A) of Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, then it may, without Central Government approval, pay yearly remuneration to the managerial person subject to maximum of Rs. 42 lacs based on the effective capital of the Company as on 31.3.2014 with the approval of the shareholders. Provided that the above limits of yearly managerial remuneration shall be doubled if the resolution passed by the Shareholders is a Special Resolution. The effective capital of the Company is amounting to Rs. 37.85 crore as on 31.3.2014 and accordingly the Company may pay managerial remuneration subject to maximum of Rs. 84 lacs subject to the approval of the shareholders in the general meeting by means of Special Resolution and without obtaining the approval of the Central Government.

The Board of Directors of the Company at their meeting held on 14th August, 2014 has re-appointed Mr. Krishnasamy Ramaswamy, as Whole Time Director, with effect from 1st April 2014, for a period of three years subject to the approval of the members. Mr. Krishnasamy Ramaswamy shall continue to look after the technical aspect of the production process of the Company and carry out such duties as may be entrusted to him by Board, and exercise such powers as may be assigned to him subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company. Your Directors, consider that his re-appointment on the Board as Whole Time Director will be beneficial to the Company.

The matter regarding appointment, remuneration and other terms of appointment of Mr. Krishnasamy Ramaswamy as Whole Time Director was placed before the Nomination & Remuneration Committee, which commends re-appointment.

The Principal terms of appointment are as under:

1. BASIC SALARY: Upto Rs. 102,795/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 20000/- per month or Rs. 2,40,000/- in a year.

2. PREREQUISITES & ALLOWANCES:-

(i) Ex-Gratia Payment:-

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

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

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

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

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

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

The information required to be disclosed as per provisions of Schedule V of the Companies Act, 2013 are given as below:

I	GENERAL INFORMATION	(1) Nature of Industry.	Photographic		
		(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)		
		(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
		(4) Financial performance based on given indicators	Financial Highlights for last 3 years		
			(Rs. In lacs)		
			Sales	Net Profit/(Loss)	
2011-12	40337		1510		
	2012-13	46998	330		
	2013-14	33059	(2241)		
	(5) Foreign investments or collaborators, if any.	N.A			
II	INFORMATION ABOUT THE APPOINTEE	(1) Background details	Mr. Krishnasamy Ramaswamy aged about 57 years is B.E(Mechanical) and having 32 years rich experience in the photographic conversion area. He started his career with public sector company Hindustan Photo Films Limited and has undergone various trainings at abroad.		
		(2) Past remuneration	Remuneration paid during last 3 years:		
			(Rs.)		
			2011-12	930737	
			2012-13	1170612	
			2013-14	1358470	
	(3) Recognition or awards	Mr. Krishnasamy Ramaswamy has been awarded on various times for his professional excellence and performance.			
	(4) Job profile and his suitability	To look after the technical aspect of the production process of the Company. The experience and qualification of Mr. Krishnasamy Ramaswamy is bested suited to his job profile.			
	(5) Remuneration Proposed	As per details given herein above within the maximum limit prescribed in the Companies Act, 2013.			

	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Krishnasamy Ramaswamy, Whole Time Director.
	(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Whole Time Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.
III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy.
	(2) Steps taken or proposed to be taken for improvement.	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
For further details of remuneration paid to all the directors as shown in Corporate Governance Report which is form part of the Annual Report is to be referred.		

If at any time the appointee ceases to be Director of the Company for any cause whatsoever, he shall also cease to be Whole Time Director of the Company.

In compliance with the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V, the matter regarding re-appointment and payment of Managerial remuneration of Mr. Krishnasamy Ramaswamy, Whole Time Director is now being placed before the Members as Special Resolution as set out at Item No. 10 of the Notice for their approval.

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 above said resolution.

Item No. 11

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 372A of the Companies Act, 1956 at their annual general meeting held on 27th September 2011 to invest funds of the Company in the equity shares of **Jindal India Powertech Limited (JIPL)** upto Rs. 500 crores in one or more trenches by way of subscription/acquisition of shares. The Board has so far invested Rs. 160.54 crore in the equity share capital of the JIPL and Rs. 35.73 crore in Redeemable Preference Shares.

In view of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder as amended from time to time the Board is required approval of the shareholders by means of Special Resolution to make investment in Equity Shares, Preference Shares or any other Securities issued/to be issued by JIPL subject to overall maximum investment limit of Rs. 500 crores. The Board shall ensure that adequate safeguards are taken while making investments so as to protect the interest of the company and its members.

Source of Funds: Internal accruals as may be generated by the company from time to time and temporary surpluses. However, if necessary, funds may be arranged through borrowings from Banks and other sources.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 11 of the Notice for their approval.

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

Item No. 12

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 372A of the Companies Act, 1956 at their annual general meeting held on 30th September 2006 to invest funds of the Company in the equity shares of **Jindal India Thermal Power Limited (JITPL)** upto Rs. 295.31 crores in one or more trenches by way of subscription/acquisition of shares. The Board has so far invested Rs. 1.87 crore in the equity share capital of JITPL.

In view of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder as amended from time to time the Board is required approval of the shareholders by means of Special Resolution to make investment in Equity Shares, Preference Shares or any other Securities issued/to be issued by JITPL subject to overall maximum investment limit of Rs. 300 crores. The Board shall ensure that adequate safeguards are taken while making investments so as to protect the interest of the company and its members.

Source of Funds: Internal accruals as may be generated by the company from time to time and temporary surpluses. However, if necessary, funds may be arranged through borrowings from Banks and other sources.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 12 of the Notice for their approval.

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

Item No. 13

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 372A of the Companies Act, 1956 at their annual general meeting held on 25th September 2008 to invest funds of the Company in the units of

various schemes of mutual funds upto Rs. 175 crores.

In view of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder as amended from time to time the Board is required approval of the shareholders by means of Special Resolution to make investment in the units of various schemes of mutual funds upto Rs. 200 crores. The Board shall ensure that adequate safeguards are taken while making investments so as to protect the interest of the company and its members.

Nature of Investment: Investments in units of scheme of various Mutual Funds such as Birla Sunlife, Tata, HSBC, Templeton, ICICI Prudential, LIC, Principal, HDFC, DWS, Reliance, JP Morgan India etc.

Objective: Optimum Utilization of surplus funds and safety.

Source of Funds: Internal accruals as may be generated by the company from time to time and temporary surpluses.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 13 of the Notice for their approval.

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

Item No. 14

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 293(1) (d) of the Companies Act, 1956 at their annual general meeting held on 30th September 2005 to borrow for the purpose of the Company, moneys in excess of the paid-up capital of the company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 500 crores.

As per Section 180(1) (c) of the Companies Act, 2013 and rules made thereunder as amended from time to time, consent of the members is required for borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate paid-up share capital and free reserves of the company. Taking into account the future overall requirements, it is purposed to obtain consent of the members to authorize the board of Directors to borrow up to Rs. 500 crores. Thus the sanction of the shareholders is sought to permit the Board to borrow moneys in excess of the Company's share capital and free reserves.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 14 of the Notice for their approval.

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

Item No. 15

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 293(1) (a) of the Companies Act, 1956 at their annual general meeting held on 30th September 2005 to mortgaging / charging by the company of its movable and immovable properties for securing any loans and / or advances upto Rs. 500 crores.

As per Section 180(1) (a) of the Companies Act, 2013 and rules made thereunder as amended from time to time, consent of the members is required to mortgaging/charging by the company of its movable and immovable properties for securing any loans and / or advances upto Rs. 500 crores.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 15 of the Notice for their approval.

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

Item No. 16

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 293(1) (e) of the Companies Act, 1956 at their annual general meeting held on 30th September 2005 to contribute to charitable and other funds not directly relating to the business of the company or the welfare of its employees upto a limits of Rs. 2.50 crore or 5% of the Company's average net profits as determined in accordance with sections 349 & 350 of the companies Act, 1956 during preceding three financial years, whichever is greater.

As per Section 181 of the Companies Act, 2013 and rules made thereunder as amended from time to time, consent of the members is required to contribute to bona fide charitable and other funds any amount the aggregate of which will in any financial year exceed 5% of the company's average net profits for the three immediately preceding financial years subject to the maximum of Rs. 10 crore (in one financial year).

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 16 of the Notice for their approval.

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

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

V.K. Gupta
(Company Secretary)

Place : New Delhi
Date : 14th August, 2014

JINDAL PHOTO LIMITED

(CIN: L33209DN2004PLC000198)

Registered office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.)

Tel: 0260-2668371, 0260-2668372, 0260-2668308 Fax: 0260 - 2668354

E-Mail: cs_jphoto@jindalgroup.com Website: www.jindalphoto.com

FORM NO. MGT-11

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) : _____

Registered Address : _____

E-Mail ID : _____ Folio No./Client ID : _____ DP ID : _____

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

1. Name : _____ Address: _____

E.mail ID: _____ Signature: _____ or failing him

2. Name : _____ Address: _____

E.mail ID: _____ Signature: _____ or failing him

3. Name : _____ Address: _____

E.mail ID: _____ Signature: _____ as my/our

Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on Thursday the **18th day of September, 2014 at 11:30 A.M.** at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Ordinary Business

- Adoption of Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon.
- Appoint Statutory Auditors, B.K. Shroff & Company, Chartered Accountants and fixing their remuneration.

Special Business

- Appoint Mr. Shiv Kumar Mittal as an Independent Director.
- Appoint Mr. Kamal Kumar Jain as an Independent Director.
- Appoint Mr. Uttam Garodia as an Independent Director.
- Appoint Ms. Gunjan Gupta as Non-Executive Director.
- Approve remuneration of Rs. 3233460/- paid to Mr. Shammi Gupta, Managing Director during the Financial Year 2013-14.
- Approve remuneration of Rs. 1358470/- paid to Mr.

Krishnasamy Ramaswamy, Whole Time Director during the Financial Year 2013-14.

- Re-appoint Mr. Shammi Gupta as Managing Director.
- Re-appoint Mr. Krishnasamy Ramaswamy as Whole Time Director.
- Authorise Board to make Investment in Jindal India Powertech Limited.
- Authorise Board to make Investment in Jindal India Thermal Power Limited.
- Authorise Board to make Investment in the Units of various schemes of Mutual Funds.
- Authorise Board to borrow money.
- Authorise Board for creation of mortgage/Charge/Hypothecation.
- Authorise Board to contribute to bona fide and charitable funds.

Signed this _____ day of _____ 2014

Affix
Revenue
Stamp
of ₹ 1

Signature of Proxy holder(s)_____
Signature of the Shareholder

Note: 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.

JINDAL PHOTO LIMITED

(CIN: L33209DN2004PLC000198)

Registered office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.)

Tel: 0260-2668371, 0260-2668372, 0260-2668308 Fax: 0260 - 2668354

E-Mail: cs_jphoto@jindalgroup.com Website: www.jindalphoto.com

11th Annual General Meeting

18th September, 2014 at 11:30 A.M. at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193

BALLOT FORM

(In lieu of E-voting)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (in block letters)	
2.	Registered address	
3.	Registered folio No./DP ID-Client ID No.	
4.	Name(s) of the Joint Shareholder(s) if any	
5.	Number of shares held	

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed for the business stated in the notice of 11th Annual General Meeting of the Company dated 18th September, 2014, by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Item No.	Resolution	No. of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
Ordinary Business					
1	Adoption of Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon.				
2	Appoint Statutory Auditors, B.K. Shroff & Company, Chartered Accountants and fixing their remuneration.				
Special Business					
3	Appoint Mr. Shiv Kumar Mittal as an Independent Director.				
4	Appoint Mr. Kamal Kumar Jain as an Independent Director.				
5	Appoint Mr. Uttam Garodia as an Independent Director.				
6	Appoint Ms. Gunjan Gupta as Non-Executive Director.				
7	Approve remuneration of Rs. 3233460/- paid to Mr. Shammi Gupta, Managing Director during the Financial Year 2013-14.				
8	Approve remuneration of Rs. 1358470/- paid to Mr. Krishnasamy Ramaswamy, Whole Time Director during the Financial Year 2013-14.				
9	Re-appoint Mr. Shammi Gupta as Managing Director.				
10	Re-appoint Mr. Krishnasamy Ramaswamy as Whole Time Director.				
11	Authorise Board to make Investment in Jindal India Powertech Limited.				
12	Authorise Board to make Investment in Jindal India Thermal Power Limited.				
13	Authorise Board to make Investment in the Units of various schemes of Mutual Funds.				
14	Authorise Board to borrow money.				
15	Authorise Board for creation of mortgage/Charge/Hypothecation.				
16	Authorise Board to contribute to bona fide and charitable funds.				

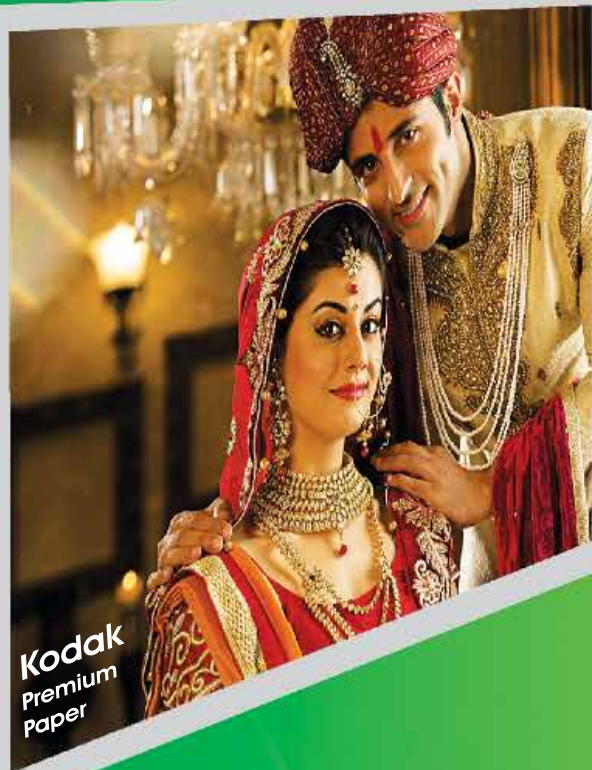
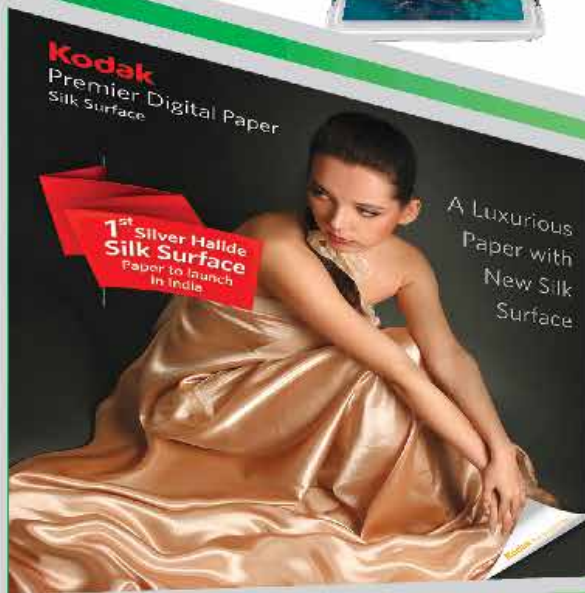
Place:

Date:

(Signature of the shareholder)

Note: Please read the instructions before filling the form as provided in the notice of the 11th Annual General Meeting of the Company. Valid Ballot Form received by the Scrutinizer by 5:30 PM on 12th September, 2014 shall only be considered.

JINDAL PHOTO LTD.



11th
ANNUAL
REPORT
2013 - 2014

ANNUAL GENERAL MEETING ON
THURSDAY, THE 18TH SEPTEMBER 2014
AT THE REGISTERED OFFICE
AT 11.30 A.M

Contents

	Page
Company Information	2
Directors' Report	3
Statement pursuant to Section 212 of Companies, Act 1956	7
Report on Corporate Governance	8
Management Discussion and Analysis	19
Independent Auditors' Report	21
Balance Sheet	25
Statement of Profit & Loss	26
Cash Flow statement	27
Significant Accounting Policies and Notes to the Financial Statements	28
Independent Auditors' Report on Consolidated Financial Statements	46
Consolidated Balance Sheet	47
Consolidated Statement of Profit & Loss	48
Consolidated Cash Flow Statement	49
Significant Accounting Policies and Notes to Consolidated Financial Statements	50
Financial Information of Subsidiary Companies	72

Company Information

BOARD OF DIRECTORS

Shammi Gupta
Krishnasamy Ramaswamy
Kamal Kumar Jain
Shiv Kumar Mittal
Uttam Garodia
Gunjan Gupta

Managing Director
Whole-Time Director

CHIEF FINANCIAL OFFICER

M.K. Rastogi

COMPANY SECRETARY

V. K. Gupta

AUDITORS

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

BANKERS

Bank of Nova Scotia
Kotak Mahindra Bank Ltd
HDFC Bank Limited
ICICI Bank Limited

WORKS

Unit No. I

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

Roll Film Unit No. II

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

PPD Unit

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

Samba Unit

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

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
44, Community Centre, 2nd Flr,
Naraina Industrial Area, Phase – I,
New Delhi – 110 028

INVESTOR EMAIL- ID

cs_jphoto@jindalgroup.com

HEAD OFFICE

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

WEBSITE

www.jindalphoto.com

DIRECTORS' REPORT

To the members,

Your Directors have pleasure in presenting the Eleventh Annual Report together with the audited financial statements of the Company for the year ended 31st March 2014.

FINANCIAL RESULTS

(Rs./Lac)

	Year Ended	
	31/03/2014	31/03/2013
Revenue from operations	39384	52108
Profit/(Loss) before Finance cost, Depreciation & Tax	(2445)	1364
Less :		
i) Finance Cost	543	549
ii) Depreciation	180	179
iii) Provision for Taxation, including previous years	(688)	290
iv) Deferred Tax Liability/(Asset) for the year	(239)	16
Profit/(Loss) After Tax	(2241)	330
Balance Brought Forward	15103	14773
Profit Available for appropriations	12862	15103
Appropriation		
Provision for Dividend	-	-
Tax on Dividend	-	-
Transfer to General Reserves	-	-
Balance Carried to Balance Sheet	12862	15103

OPERATIONS

During the year under review, your company has earned revenue from operations of Rs. 393.84 Crores and however incurred operation loss of Rs. 24.45 Crores. This loss is mainly because of foreign exchange fluctuations and change in accounting policy during the financial year 2013-14. The Company is looking forward positively to do better in coming years in view of adequate measures taken by the company to prevent the operation losses. The Company is continue to have marketing tie up with Kodak (Singapore) Pte. Limited, as their Authorised Seller in India to promote, market, sell and distribute its products such as photographic paper, chemicals and Retail System Solution portfolio of thermal printers and media.

DIVIDEND

The Board of Directors has not recommended any dividend during the financial year to use internal accruals within the Company for meeting its future business requirements.

ISSUE OF SHARE CAPITAL

There is no further issue of equity share capital during the year. However Company has issued and allotted 4,74,00,000/- (Rs. Four Crore Seventy Four Lac Only) zero percent redeemable Non- convertible preference shares face value of Rs. 10/- each fully paid up aggregating to Rs. 47,40,00,000/- by converting unsecured loan and interest thereon to promoter group companies namely Consolidated Finvest and Holdings Limited and Jindal Photo Investments Limited on 28th March, 2014.

DEPOSITS

The Company has not accepted any deposit during the period.

DIRECTORS

The Board of the Company has been re-constituted in compliance of the provisions of the Companies Act, 2013 read with rules made thereunder as amended from time to time and also in compliance of Listing Agreement with the Stock Exchanges. Mr. Shiv Kumar

Mittal, Mr. Kamal Kumar Jain and Mr. Uttam Garodia has been recommended to be appointed as Independent Directors of the Company not liable to retire by rotation for a period of 5 years. Ms. Gunjan Gupta has also been recommended to be appointed as Non-Executive Director of the Company, liable to retire by rotation. For details in respect of appointment of aforesaid directors Explanatory Statement to the Notice of the meeting Item No. 3 to 6 may be referred.

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

The Directors confirm:

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

COMMITTEES OF THE BOARD

Due to change in the composition of the Board of the Company and to comply with the requirements of the Companies Act, 2013, read with rules made thereunder as amended from time to time and Listing agreement with the Stock Exchanges at present, the followings committees of the Board has been constituted/reconstituted comprises of the following directors:-

(a) Audit Committee:

Sh Kamal Kumar Jain, Chairman
Sh Shiv Kumar Mittal
Sh Shammi Gupta

(b) Corporate Social Responsibility Committee

Sh Shiv Kumar Mittal, Chairman
Sh Shammi Gupta
Sh Uttam Garodia

(c) Nomination and Remuneration Committee

Sh Kamal Kumar Jain, Chairman

Sh Shiv Kumar Mittal
Ms Gunjan Gupta

(d) Stakeholders Relationship Committee

Sh Kamal Kumar Jain, Chairman
Sh Shiv Kumar Mittal
Sh Shammi Gupta

LISTING OF SHARES

The equity shares of your company are listed on National Stock Exchange of India Limited and BSE Limited (known as Bombay Stock Exchange). The listing fee upto the year 2014-2015 has already been paid to both the stock exchanges.

CORPORATE GOVERNANCE

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

CONSOLIDATED FINANCIAL STATEMENTS

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

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

SUBSIDIARY COMPANIES AND THEIR FINANCIAL STATEMENTS

Jindal Imaging Limited, Cornet Ventures Limited, Jindal Photo Imaging Limited (Formally known as Jindal Photo Investments and Finance Limited), Jindal India Powertech Limited, Jindal India Thermal Power Limited, Hindustan Powergen Limited, Edward Supply Private Limited and Jindal Solar Powertech Limited are continuing to be the subsidiaries of the Company during the period under review.

The Ministry of Corporate Affairs, Government of India has allowed general exemption to Companies from complying with Section 212(8) of the Companies Act, 1956, provided such companies publish audited consolidated financial statements in the Annual report. Your Board has decided

to avail the said general exemption from applicability of provisions of Companies Act, 1956 and accordingly, the Annual Accounts of the above Subsidiary Companies for the financial year ended March 31, 2014 are not being attached with the Annual report of the Company and the specified financial highlights of the said Subsidiary Companies are disclosed in the Annual Report, as part of the Consolidated Financial Statements. The audited Annual Accounts and related information of subsidiary companies will be made available, upon request and also be open for inspection at the Registered Office, by any Shareholder.

INVESTMENT IN JINDAL INDIA POWERTECH LIMITED

The company has so far invested Rs. 35.73 crore in Redeemable Preference Shares of Jindal India Powertech Limited. However there is no further investment made in Equity shares of Jindal India Powertech Limited, during the year under review.

INVESTMENT IN MANDAKINI COAL COMPANY LIMITED

The Company has not made investment in the share capital in its Joint Venture Company namely Mandakini Coal Company Limited, during the year under review.

SHARE REGISTRY ACTIVITIES

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

AUDITORS

M/s B K Shroff & Company, Chartered Accountants, New Delhi, the statutory auditors of your Company are retiring at the ensuing Annual General Meeting and being eligible, we recommend their re-appointment. They have furnished a certificate to the effect that their re-appointment, if made, will be in accordance with the provisions of the Companies Act, 1956 and/or the Companies Act, 2013.

AUDITORS' REPORT

The comments / observations of Auditors are explained wherever necessary in the appropriate notes to the

accounts which are self-explanatory and do not call for further explanation.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

PERSONNEL

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

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

ISO 9001:2008 ACCREDITATION

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

ACKNOWLEDGEMENT

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

For and on behalf of the Board

(Shammi Gupta)
Managing Director
DIN:00006384

(Kamal Kumar Jain)
Director
DIN: 00649522

Place : New Delhi

Dated : 14th August, 2014

ANNEXURE TO DIRECTORS' REPORT

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

A. CONSERVATION OF ENERGY

a) Energy conservation measures taken:

Descaling of condenser and cooling coils of centralised air conditioning system is being carried out frequently to increase the efficiency of the system thereby load on compressors is reduced.

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

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

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

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

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

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

B. TECHNOLOGY ABSORPTION:

a) Research & Development (R&D):

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

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

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

All Color Paper Slitters were provided with Ball roll lock clutches to have quality winding with better grip.

Specified Core locking gadgets made exclusively for Thermal products to lock

the core at exact location and for better winding quality.

iii) Future plans of action

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

Enhancing the crushing strength of color paper product core to avoid core damage during transportation.

Modification of all color paper machineries to convert 54" jumbo roll to avoid accumulation of slow moving size products.

iv) Expenditure on R&D

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

b) Technology absorption, adaptation and Innovation:

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

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

By in-house technical expertise, color paper tilting machine has been suitably modified to handle 54" Jumbo Roll in order to remove pallet along with the bunk so that damage to jumbo roll and pallet is fully eliminated while tilting.

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

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

Damage to Jumbo Roll and pallets are avoided.

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

Technology imported : NIL

Year of Import : Not Applicable

Has technology been : Not Applicable
fully absorbed

If not fully absorbed, : Not Applicable
areas where this has not
been taken place
reasons therefore and
future plans of action

Process experts of Kodak photographic color paper and photographic Thermal paper visited our factory for accessing facility / capability of converting Kodak products and technical competency. Technical personnel were trained at factory in relevant areas.

Kodak branded color paper and thermal paper were converted successfully and finally accreditation given by Kodak.

Samples are taken from market by Kodak at regular intervals for assessment and evaluated results are communicated for necessary action.

ISO 9001:2008 ACCREDITATION

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Company has an inflow of Foreign Exchange to the value of Rs. 305 Lacs and had foreign exchange outgo to the value of Rs. 23834 Lacs.

For and on behalf of the Board

(Shammi Gupta)
Managing Director
DIN:00006384

(Kamal Kumar Jain)
Director
DIN: 00649522

Place : New Delhi

Dated : 14th August, 2014

ANNEXURE TO THE DIRECTORS' REPORT

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

(Rs. In Lacs)

S. No.	Name of Subsidiary	Jindal Imaging Ltd.	Cornet Ventures Limited	Jindal Solar Powertech Ltd.	Jindal Photo Imaging Ltd. (Formerly known as Jindal Photo Investments and Finance Ltd.	Jindal India Powertech Ltd (JIPL)	Jindal India Thermal Power Ltd. (JITPL) (Unaudited figures S.No. 3 and 4)	Edward Supply Pvt. Ltd.	Hindustan Powergen Ltd. (HPGL)
1.	Financial Year of the subsidiary ended on	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014
2.	Holding company's interest in the equity share capital	Holding 100000 Equity Shares of Rs. 10/- each along with its six nominees being 100% of issued, subscribed and paid-up Equity Share Capital.	Holding 271500 Equity Shares of Rs. 10/- each along with its six nominees being 100% of issued, subscribed and paid-up Equity Share Capital.	Holding 50,000 Equity Shares of Rs. 10/- each, being 100 % of issued, subscribed and paid-up Equity Share Capital by HPGL, a subsidiary of the Company.	Holding 50000 Equity Shares of Rs. 10/- each along with its six nominees being 100% of issued, subscribed and paid-up Equity Share Capital.	Holding of 16,04,00,000 Equity Shares of Rs. 10/- each, being 51 % of issued, subscribed and Paid up Equity Share Capital of the Company	(i) Holding of 18,66,250 Equity Shares of Rs. 10/- each, being 0.31 % of issued, subscribed and paid-up Equity Share Capital. (ii) Holding of 46,10,00,000 Equity Shares of Rs. 10/- each, being 76.10 % of issued, subscribed and paid-up Equity Share Capital by JIPL, a subsidiary of the Company.	Holding 1215450 Equity Shares of Rs. 10/- each being 99.99% by Cornet Ventures Ltd., a subsidiary of the Company.	(i) Holding of 1,90,000 Equity Shares of Rs. 10/- each, being 8.02 % of issued, subscribed and paid-up Equity Share Capital (ii) Holding of 9,94,975 Equity Shares of Rs. 10/- each, being 41.98% of issued, subscribed and paid-up Equity Share Capital by JIPL, a subsidiary of the Company. (iii) Holding of 2,20,000 Equity Shares of Rs. 10/- each, being 9.28% of issued, subscribed and paid-up Equity Share Capital by JITPL, a subsidiary of the Company.

S. No.	Name of Subsidiary	Jindal Imaging Ltd.	Cornet Ventures Limited	Jindal Solar Powertech Ltd.	Jindal Photo Imaging Ltd. (Formally known as Jindal Photo Investments and Finance Ltd.	Jindal India Powertech Ltd (JIPL)	Jindal India Thermal Power Ltd. (JITPL) (Unaudited figures S.No. 3 and 4)	Edward Supply Pvt. Ltd.	Hindustan Powergen Ltd. (HPGL)
3.	Profit or (loss) for the current financial year so far as concerns the members of the holding company, not dealt with or provided for in the accounts of the holding company.	(1.44)	(0.60)	(0.18)	(0.33)	(4112.75)	584.60	55.25	(30.74)
4.	Net aggregate profits or (losses) for the previous financial years since becoming subsidiary so far as concern the members of the holding company, not dealt with or provided for in the accounts of holding company.	(52.16)	(6.50)	(0.89)	(3.11)	(4849.23)	3012.67	(1.48)	(157.41)
5.	Net aggregate amounts received as dividends for previous financial years since becoming subsidiary dealt with in the accounts of the holding company in relevant years.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

REPORT ON CORPORATE GOVERNANCE

I. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

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

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

summarized as follows:-

VISION:

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

VALUES:

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

II. BOARD OF DIRECTORS

The Board of Directors of the company presently comprises of a Managing Director, a Whole-Time Director, three Independent Directors and one Non-executive Woman Director. The Board of the Company has been reconstituted in compliance of the provisions of the

Companies Act, 2013 read with rules made thereunder and also in compliance of Listing Agreement with the Stock Exchanges as amended from time to time. Mr. Shiv Kumar Mittal, Mr. Kamal Kumar Jain and Mr. Uttam Garodia has been recommended to be appointed as an Independent Directors of the Company not liable to retire by rotation for a period of 5 years. Ms. Gunjan Gupta has also been recommended to be appointed as Non-Executive Woman Director of the Company, liable to retire by rotation. For details in respect of appointment of aforesaid directors Explanatory Statement to the Notice of the meeting Item No. 3 to 6 may be referred. The board possesses experience in diverse fields and the skills, experience and expertise necessary to guide the company. The Board elects its chairman at its meetings.

During the year under review, the Board of Directors of the company met 10 (Ten) times and the period between

any two meetings did not exceed four months.

Board Meetings held during the year ended 31st March 2014 are as under:

15th April 2013, 30th May 2013, 15th July, 2013, 13th August, 2013, 14th November 2013, 27th December 2013, 14th February 2014, 28th February 2014, 24th March 2014 and 28th March 2014.

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

Details of Board of Directors as at 31st March 2014

Name	Category	No of Meetings attended (total meeting held - Ten)	Attendance at Last AGM & EOGM held on 25.9.2013 & 28.3.2014 respectively	No. of Outside directorships held	No. of membership / chairmanship in other board Committees*
Mr. Shammi Gupta	Managing Director	9 (Nine)	No	11 (Eleven)	1 (One)
Mr. Krishnasamy Ramaswamy	Whole-Time Director	2 (Two)	Yes	1(One)	NIL
Mr. Shiv Kumar Mittal	Non Executive & Independent	9 (Nine)	No	2 (Two)	NIL
Mr. Kamal Kumar Jain	Non Executive & Independent	10 (Ten)	Yes	16 (Sixteen)	3 (Three)

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

* Number of membership/chairmanship held by the aforesaid directors in Audit Committee and Share Transfer Committee of the Board are only considered here.

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

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

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

to rectify instances of non-compliances.

III AUDIT COMMITTEE

The audit committee presently comprises of two independent directors and one executive director. All the committee members have sound knowledge of finance and accounting. The members are:-

- Mr. Kamal Kumar Jain, Chairman of the Committee
 - Mr. Shiv Kumar Mittal
 - Mr. Shammi Gupta
- Mr. Kamal Kumar Jain is a Chartered Accountant and has

expertise in the area of Accounts, Finance & Treasury Management.

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

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

During the year under review, the Audit Committee met 4 (Four) times on 30th May 2013, 13th August 2013, 14th November 2013 and 14th February 2014.

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

Name	Designation	Meetings attended
Mr. Shammi Gupta	Member	4 (Four)
Mr. Shiv Kumar Mittal	Member	4 (Four)
Mr. Kamal Kumar Jain	Chairman	4 (Four)

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

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

The role of the committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's

Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956

- b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report, if any
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 8. Discussion with internal auditors any significant findings and follow up there on.
 9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
 12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee as per the Listing Agreement, Companies Act, 1956 and or 2013 and other statutes, as amended from time to time.

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

IV. REMUNERATION OF DIRECTORS FOR THE YEAR 2013-2014

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

Details of Remuneration paid to all the Directors for the period from 1st April 2013 to 31st March 2014:

(Amt in Rs.)

Name	Designation	Sitting Fee	Salary	Perquisites , Allowance & benefit(s)	Performance linked incentives	Total
Mr. Shammi Gupta	Managing Director	NIL	2635200	588900	NIL	3224100
Mr. Krishnasamy Ramaswamy	Whole-Time Director	NIL	1156102	193008	NIL	1349110
Mr. Shiv Kumar Mittal	Non-Executive & Independent Director	9000	NIL	NIL	NIL	9000
Mr. Kamal Kumar Jain	Non-Executive & Independent Director	10000	NIL	NIL	NIL	10000

1. In case of Mr. Shammi Gupta, salary is the Basic salary & House Rent Allowance. The monetary value of perquisites includes leave encashment, ex-gratia payment, reimbursement of medical expenses incurred for self and family subject to maximum of one month salary, company contribution to provident fund, reimbursement of car expenses, reimbursement of expenses incurred on holiday trip in India/Abroad for self along with family members subject to maximum of Rs. 1.5 lacs etc.
2. In case of Mr. Krishnasamy Ramaswamy, salary is the Basic salary. The monetary value of perquisites includes leave encashment, ex-gratia payment and company contribution to provident fund.
3. There is no other benefits such as bonus, stock options, pensions and severance fee etc. has been given to the directors during the period under review.
4. Notice period of service is as per terms of the internal policy of the company as applicable to other employees.

As on 31st March 2014, except Mr. Kamal Kumar Jain, no other Non-executive director are holding any shares in the company.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE

In view of the Provisions of the Companies Act, 2013 read with rules made thereunder Shareholders /

investors grievance / Share Transfer Committee has been designed as Stakeholders Relationship Committee (SRC) of the board to look into various issues relating to shareholders including the redressal of complaints, and also monitors share transfer, transmission, splits, consolidation, issue of duplicate shares and to perform all other functions as per requirement of the Act. The meeting of this committee is held frequently to ensure completion of share transfer work within the stipulated period.

At present the committee comprises of the following directors:

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

The chairman of the committee is an Independent Director.

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

During the year 2013-2014, 21 complaints were received directly from shareholders / investors and through Stock Exchanges, SEBI, and DCA etc. All the complaints have been resolved to the satisfaction of the complainants.

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

VI. GENERAL BODY MEETING

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

Date & Time	Venue
25 th September 2013 11.30 A.M.	Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 UT of DN & H
28 th September 2012 11.30 A.M.	Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 UT of DN & H
27 th September 2011 11.30 A.M.	Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 UT of DN & H

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

Year 2012-2013 (10th AGM)

- Re-appointment of Mr. Krishnasamy Ramaswamy as Whole Time Director.
- Re-appointment of Mr. Shammi Gupta as Managing Director.

Year 2011-2012 (9th AGM)

- No special resolution was passed.

Year 2010-2011 (8th AGM)

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

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

There is one Extra Ordinary General Meeting held during the year on 28th March 2014 at 11.30 A.M. at the Registered Office : 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193 and following special resolutions were passed at the meeting:

- Increased the Authorized Share Capital by creation of 4,80,00,000 Zero Percent Redeemable Non- Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 48,00,00,000/- (Rs. Forty Eight Crore Only).
- Authorized Board to issue and allot redeemable non-convertible preference shares to the tune of Rs. 47.40 crore.

VII. DISCLOSURES

Materially significant related party transactions

No transaction of a material nature has been entered

into by the company with its promoters, Directors or the Management and their relative's etc, which may have potential conflict with the interest of the company. All the relevant information as required under sub clause IV (A) of the clause 49 of the Listing Agreement has been placed before the audit committee. Transactions with the related parties are disclosed in the note no. **38B** of Notes to the Accounts in the annual report.

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

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

Whistle Blower Policy

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

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

The company has complied with all applicable mandatory requirements on the report of corporate governance. The Company has not adopted the non-mandatory requirements as specified in annexure ID of the Listing Agreement.

Code of Conduct for Director and Senior Management

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

Code of conduct for Prevention of Insider Trading

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

Subsidiary Companies

The Company have material non-listed subsidiaries company namely Jindal India Powertech Limited and Jindal India Thermal Power Limited, as defined in clause 49 of the Listing agreement. Mr. S.K. Mittal, Independent Director of the Company is also on the Board of Directors of material non-listed aforesaid Subsidiaries Company. The audit Committee reviews the financial statements of the Company's unlisted subsidiary companies. The minutes of the board meetings of the subsidiary companies are periodically placed before and reviewed by the Board of directors of the Company.

Accounting Treatment

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

Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk and mitigation plans

through means of properly defined framework from time to time.

Public, Rights and other Issues

During the year 2013-2014, Company has issued and allotted 4,74,00,000/- (Rs. Four Crore Seventy Four Lac Only) zero percent redeemable Non- convertible preference shares face value of Rs. 10/- each fully paid up aggregating to Rs. 47,40,00,000/- by converting unsecured loan and interest thereon of promoter group companies namely Consolidated Finvest and Holdings Limited and Jindal Photo Investments Limited on 28th March, 2014.

However the company did not make any public issue, rights issue or issued any other type of securities during the year.

Management

Management Discussion and Analysis forms part of this Annual Report.

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

Shareholders

Disclosure regarding appointment/re-appointment as Director

(i) Mr. Shiv Kumar Mittal

DIN	00006460
Date of Birth	10 th June, 1944
Date of Appointment	30 th August, 2012
Expertise in specific functional area	Accounts, Taxation, Administration
Qualification	B.Com, L.L.B., F.C.S.
Directorship in other Companies	1. Jindal India Powertech Ltd. 2. Jindal India Thermal Powertech Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member 3. Corporate Social Responsibility Committee - Chairman 4. Nomination and Remuneration Committee - Member
Chairman / Member of the Committees of Director of other Companies in which he is a director	
a) Audit Committee	NIL
b) Shareholder/Investor Grievance Committee	NIL
c) Remuneration Committee	NIL
No of shares held in Jindal Photo Ltd	NIL

(ii) Mr. Kamal Kumar Jain

DIN	000649522
Date of Birth	18th January, 1961
Date of Appointment	30 th August, 2012
Expertise in specific functional area	Accounts, Finance & Treasury Management
Qualification	B.Com, F.C.A.
Directorship in other Companies	1. K.R Plywood Works Pvt. Ltd. 2. Penrose Mercantile Ltd. 3. Consolidated Realtors Ltd. 4. Consolidated Photo & Finvest Ltd. 5. Champak Niketan Pvt. Ltd. 6. Opus Propbuild Pvt. Ltd. 7. SBJ Green Investments Pvt. Ltd. 8. BJ Green Finvest Pvt. Ltd. 9. Horizon Propbuild Ltd. 10. Xeta Properties Pvt. Ltd. 11. Opus Conbuild Pvt. Ltd. 12. Jindal Buildmart Ltd. 13. Vigil Farms Limited 14. Lucky Holdings Pvt. Ltd. 15. Edward Supply Private Ltd. 16. Lucky Cityscapes Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	1. Audit Committee - Chairman 2. Stakeholders Relationship Committee - Chairman 3. Nomination and Remuneration Committee - Chairman
Chairman / Member of the Committees of Director of other Companies in which he is a director	
a) Audit Committee	1. Consolidated Photo & Finvest Limited - Member 2. Horizon Propbuild Ltd - Member 3. Lucky Holdings Pvt. Ltd. - Member
b) Shareholder/Investor Grievance Committee	NIL
c) Remuneration Committee	NIL
No of shares held in Jindal Photo Ltd	1 (one)

(iii) Mr. Uttam Garodia

DIN	03129180
Date of Birth	30 th January, 1981
Date of Appointment	30 th July, 2014
Expertise in specific functional area	Private Equity, Finance, Accounts, Portfolio and Management.
Qualification	Chartered Accountant (Rank holder)
Directorship in other Companies	NIL
Chairman/Member of the Committee of the Board of Directors of the Company	Corporate Social Responsibility Committee - Member
Chairman / Member of the Committees of Director of other Companies in which he is a director	
a) Audit Committee	NIL
b) Shareholder/Investor Grievance Committee	NIL
c) Remuneration Committee	NIL
No of shares held in Jindal Photo Ltd	NIL

(iv) **Ms. Gunjan Gupta**

DIN	06931462
Date of Birth	13 th March, 1984
Date of Appointment	30 th July, 2014
Expertise in specific functional area	Taxation, Accounts, Finance and Project Management.
Qualification	B.Com, Chartered Accountant.
Directorship in other Companies	Jindal Poly Investment and Finance Co Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Nomination and Remuneration Committee - Member
Chairman / Member of the Committees of Director of other Companies in which he is a director	
a) Audit Committee	NIL
b) Shareholder/Investor Grievance Committee	NIL
c) Remuneration Committee	NIL
No of shares held in Jindal Photo Ltd	NIL

(v) **Mr. Shammi Gupta**

DIN	00006384						
Date of Birth	20 th September, 1972						
Date of Appointment	31 st July, 2008						
Expertise in specific functional area	Marketing, Accounts, Administration, General Management.						
Qualification	B.Com, FCA, PGDMS.						
Directorship in other Companies	1. Jindal Imaging Ltd. 2. Ecophalt Infratech India Pvt. Ltd. 3. Consolidated Buildwell Ltd. 4. Vigil Farms Ltd. 5. Jindal Buildmart Ltd. 6. Jindal Photo Imaging Ltd. 7. SBJ Green Investments Pvt. Ltd. 8. BJ Green Finvest Private Ltd. 9. Consolidated Photo & Finvest Ltd. 10. Cornet Ventures Ltd. 11. Edward Supply Private Ltd.						
Chairman/Member of the Committee of the Board of Directors of the Company	<table> <tr> <td>Audit Committee</td><td>- Member</td></tr> <tr> <td>Stakeholders Relationship Committee</td><td>- Member</td></tr> <tr> <td>Corporate Social Responsibility Committee</td><td>- Member</td></tr> </table>	Audit Committee	- Member	Stakeholders Relationship Committee	- Member	Corporate Social Responsibility Committee	- Member
Audit Committee	- Member						
Stakeholders Relationship Committee	- Member						
Corporate Social Responsibility Committee	- Member						
Chairman / Member of the Committees of Director of other Companies in which he is a director							
a) Audit Committee	Consolidated Photo & Finvest Limited - Member						
b) Shareholder/Investor Grievance Committee	NIL						
c) Remuneration Committee	NIL						
No of shares held in Jindal Photo Ltd	NIL						

(vi) **Mr. Krishnasamy Ramaswamy Iyar**

DIN	02276762
Date of Birth	15 th February, 1957

Date of Appointment	31 st July, 2008
Expertise in specific functional area	Photographic-Conversion Industries
Qualification	B.E (Mechanical)
Directorship in other Companies	1. Jindal Imaging Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Chairman / Member of the Committees of Director of other Companies in which he is a director	
a) Audit Committee	NIL
b) Shareholder/Investor Grievance Committee	NIL
c) Remuneration Committee	NIL
No of shares held in Jindal Photo Ltd	24(Twenty Four)

Investor grievances & share transfer

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

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

CEO / CFO Certification

The Managing Director and the General Manager (Accounts & Finance) have certified to the Board in accordance with clause 49(V) of the Listing Agreement pertaining to CEO / CFO certification for the financial year ended 31st March 2014.

Auditors' Certificate on Corporate Governance

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

VIII. MEANS OF COMMUNICATION

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

IX. GENERAL SHAREHOLDER INFORMATION

a. Annual General meeting

Date and Time : 18th September, 2014 at 11:30 A.M.

Venue : 260/23, Sheetal Industrial Estate, Demani Road, Dadra (UT of DNH)

b. Financial Calendar (tentative)

Financial Year : 1st April 2014 to 31st March 2015

Unaudited Results for the first quarter ending June 30, 2014 14th August 2014

Unaudited Results for the second quarter ending Sept 30, 2014 by 14th November, 2014

Unaudited Results for the third quarter ending December 31, 2014 by 14th February, 2015

Audited Results for the fourth quarter and year ending March 31 2015 by 30th May, 2015

Annual General Meeting for the year ending March 31, 2015 August/Sept 2015

c. Date of Book Closure

Tuesday 16th September 2014 to Thursday 18th September 2014 (both days inclusive).

d. Dividend payment date

No dividend has been recommended by the Board of Directors for the period ended March 31, 2014.

e. Listing on Stock Exchanges

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

1. The National Stock Exchange of India Ltd (NSE)
Exchange Plaza, 5th Floor, Plot No. C-1, Block – G, Bandra – Kurla Complex, Bandra (East), Mumbai – 400051.

2. The BSE Limited (BSE)
25, P J Towers, Dalal Street,
Mumbai - 400001.

The Listing fee for the year 2014-2015 has been paid to the National Stock Exchange of India Ltd and BSE Limited.

The custodial fees for the year 2014-2015 have been paid to both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited in time.

f. Stock Code

BSE : 532624 NSE : JINDALPHOT

ISIN : INE796G01012

g. Market Price Data

High, Low during each month in the last financial year from 1st April 2013 to 31st March 2014.

*** National Stock Exchange of India Limited**

Month	High (Rs.)	Low (Rs.)	NSE nifty	
			High	Low
Apr-13	120.05	102.05	5962.30	5477.20
May-13	118.80	99.20	6229.45	5910.95
Jun-13	100.65	73.10	6011.00	5566.25
Jul-13	84.00	62.70	6093.35	5675.75
Aug-13	78.45	64.90	5808.50	5118.85
Sep-13	103.45	72.40	6142.50	5318.90
Oct-13	117.65	96.60	6309.05	5700.95
Nov-13	115.00	98.10	6332.60	5972.45
Dec-13	149.00	100.40	6415.25	6129.95
Jan-14	114.40	97.00	6358.30	6027.25
Feb-14	106.95	98.00	6282.70	5933.30
Mar-14	124.00	95.00	6730.05	6212.25

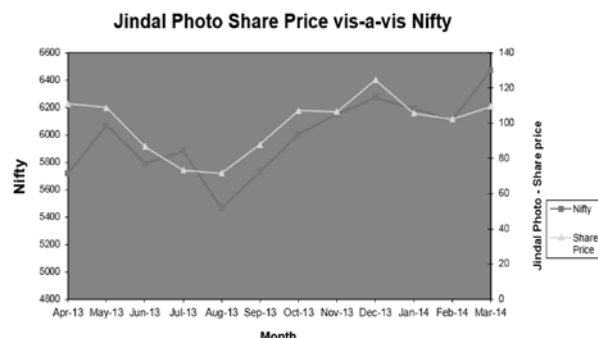
Source : www.nseindia.com

*** Bombay Stock Exchange Limited**

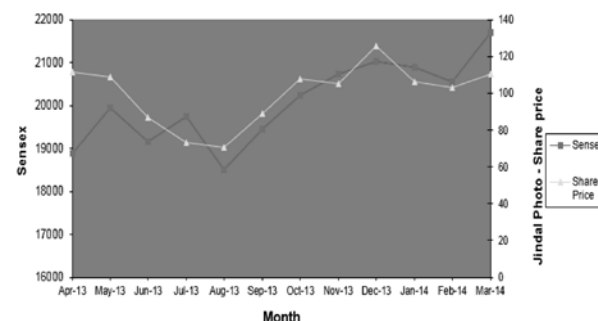
Month	High (Rs.)	Low (Rs.)	BSE Sensex	
			High	Low
Apr-13	119.45	103.35	19622.68	18144.22
May-13	118.70	99.00	20443.62	19451.26
Jun-13	100.00	73.10	19860.19	18467.16
Jul-13	83.65	63.10	20351.06	19126.82
Aug-13	76.90	64.15	19569.20	17448.71
Sep-13	103.45	74.60	20739.69	18166.17
Oct-13	117.00	98.00	21205.44	19264.72
Nov-13	115.00	95.60	21321.53	20137.67
Dec-13	149.45	101.40	21483.74	20568.70
Jan-14	114.90	97.00	21409.66	20343.78
Feb-14	107.95	98.60	21140.51	19963.12
Mar-14	124.00	97.10	22467.21	20920.98

Source : www.bseindia.com

Performance in comparison of NSE Nifty



Jindal Photo Share Price vis-a-vis Sensex



Performance in comparison of BSE Sensex

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

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

i. Share Transfer System

The Registrar & Share Transfer Agent processes transfers in physical form within 15 days of the receipt of completed documents. Invalid share transfers are returned within 7 days of receipt. The Share transfer committee meets on weekly basis.

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

j. Distribution of Shareholding as on 31st March 2014

Shareholding of Nominal Value of Rs. 10/- each Rs.	No. of share-holders	% to total number of shareholders	Share Amount (In Rs.)	% of Total Share amount
Up to 500	25013	97.3535%	13176640	12.8449%
501 to 1000	364	1.4167%	2820070	2.7491%
1001 to 2000	172	0.6694%	2551790	2.4875 %
2001 to 3000	62	0.2413%	1570820	1.5313 %
3001 to 4000	21	0.0817%	725930	0.7076%
4001 to 5000	13	0.0506%	601950	0.5868%
5001 to 10000	23	0.0895%	1692570	1.6499 %
10001 and above	25	0.0973%	79443490	77.4429 %
TOTAL	25693	100.00 %	102583260	100.00 %

k. Shareholding Pattern (Equity) as on 31st March 2014

	Category	No. of shares held	Percentage of shareholding
A	Promoter & Promoter Group		
1	Indian		
	- Individuals	92981	0.91%
	- Bodies Corporate	7366834	71.81%
2	Foreign	NIL	NIL
	Sub-Total	7459815	72.72%
B.	Public Shareholding		
3	Institutions	2040	0.02%
4	Non-Institutions		
	- Bodies Corporate	465632	4.54%
	- Individuals	2287982	22.30%
	- Non-Residents Indian	13616	0.13%
	- Others	29241	0.29%
	Sub-Total	2798511	27.28%
	GRAND TOTAL	10258326	100.00%

l. Dematerialization of shares and liquidity

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

As on 31st March, 2014, 9974154 numbers of shares representing 97.22% of total paid-up equity share capital is held in dematerialized form with NSDL

& CDSIL. All the promoter's shareholding in the company is in dematerialized form as per SEBI circular No. SEBI/Cir/ISD/3/2011 dated 17th June, 2011.

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

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

n. Plant Locations

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

o. Address for Correspondence

Head Office & Share department

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

Registered Office

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

DECLARATION BY THE MANAGING DIRECTOR

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

- The Board of Directors of Jindal Photo Limited has laid down a code of conduct for all board members and senior management personnel of the company. The said code of conduct has also been posted in the investor page in the company's website, viz. www.jindalphoto.com
- All the Board members and senior management personnel have affirmed their compliance with the said code of conduct for the year ended March 31, 2014.

Place : New Delhi

Dated : 14th August, 2014

(Shammi Gupta)
Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

(a) INDUSTRY STRUCTURE AND DEVELOPMENTS

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

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

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

The Company has exclusive Technical, Marketing and Sales tie-up with Kodak (Singapore) Pte. Limited to promote, market, sell and distribute its products such as Photographic paper, chemicals, Retail System Solution portfolio of thermal printers and Media.

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

(b) OPPORTUNITIES, THREATS & RISKS

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

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

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

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

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

(c) PERFORMANCE

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

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

(d) OUTLOOK

The Photographic industry is perched for significant growth due to constructive and favorable new advances in technological products, the tourism

trends and evolving socio-economic conditions in the vast middle class. Now a days photographic media is gaining valuable contribution to enhance business by all reputed business houses in India.

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

(e) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

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

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

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

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

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

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

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

The employee strength of the company as on 31st March 2014 were 173.

(h) CAUTIONARY STATEMENT

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

AUDITOR'S CERTIFICATE

TO THE MEMBERS OF JINDAL PHOTO LIMITED

We have examined the compliance of conditions of corporate governance by **JINDAL PHOTO LIMITED** for the year ended on 31st March 2014, as stipulated in clause 49 of the listing agreement of the said company with stock exchange(s).

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

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

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

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

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

O.P. Shroff
PARTNER

Membership No.6329

Place : New Delhi – 110002
Dated : 14th August, 2014

INDEPENDENT AUDITORS' REPORT

To
The Members
Jindal Photo Limited

Report on the Financial Statements

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

Management's responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

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

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

We believe that the audit evidence we have obtained is

sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- b) In the case of the Statement of Profit and Loss, of the **Loss** 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.

Emphasis of Matter

We draw attention to:

- a) Note 5 to the financial statements relating to the non-recognition of Deferred Tax Asset of Rs.1592.14 lacs (Rs. Nil upto 31.03.2013) in accounts up to 31.03.2014, based on future profitability projection made by the management. However, we are unable to express any opinion on the above projections and their consequential impact, if any, on such DTA.
- b) Note 37(i) to the financial statements relating to change in method of accounting of 'Revenue from Operation' forming part of sales from recognizing sales at gross of exempted VAT to net of exempted VAT being in nature of capital receipt. Had it not been done sales would have been higher by Rs.2340.74 lacs and capital reserve would have been lower by Rs. 2340.74 lacs resulting in profit after tax would have been higher by Rs.2340.74 lacs
- c) (i) The company has claimed additional benefit in respect of exempted sales tax of Rs. 6375.32 lacs while filing income tax return / revised return for assessment year 2012-13 and 2013-14. Necessary entries has been passed during the year. Had the entries not been done, MAT credit entitlement and profit after taxes for the year would have been lower by Rs. 688.52 lacs. (Refer note no. 37 (ii) and 37 (iii) of the accompanying notes to the financial statements).
- (ii) The company has filed revised income tax computations in respect of exempted sales tax for assessment years from 2006-07 to 2011-12

claiming additional benefit of Rs.11288.57 lacs in proceedings u/s 153A of the Income Tax Act, 1961. Necessary entries will be accounted for as and when assessment will be finalized. Had the additional benefit accounted for, MAT credit entitlement and profit after taxes for the year would have been higher by Rs. 2278.70. (Refer note no. 37 (iv) of the accompanying notes to the financial statements).

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:
 - (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (ii) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
- (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act; and
- (v) On the basis of written representation received from the directors as at 31 March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

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

Place : New Delhi
 Date : 30th May, 2014

O.P. Shroff
Partner
 Membership No : 6329

ANNEXURE REFERRED TO IN PARAGRAPH (1) UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management according to a regular programme which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (c) During the year the company has not disposed off any substantial part of fixed assets. Therefore, it has not affected the going concern concept of the company.
- (ii) (a) Physical verification of inventory (except material in transit) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company is maintaining proper records of inventory. No material discrepancies with respect to book records were noticed on such verification.
- (iii) In respect of the loans, secured or unsecured granted or taken by the company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - a) The Company has given interest free loans to two subsidiaries, in respect of the said loans, the maximum amount outstanding at any time during the year was Rs 3,79,14,705 and the year end balance is Rs 3,79,14,705.
 - b) In our opinion and according to the information and explanations given to us the terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.
 - c) Except for loans of Rs.18,94,705 (previous year Rs. 18,94,705) which have been considered doubtful of recovery and have been fully provided, the other principal amounts are repayable on demand and there is no repayment schedule.

- d) In respect of the said loans, there is not any overdue amount.
- e) The Company has not taken any loan during year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956, Consequently, the requirements of the Clauses, (iii) (f) and (iii) g or paragraph 4 of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in internal control system.
- (v) (a) According to the information and explanations given to us during the year the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, no transactions were made during the year in pursuance of such contracts or arrangements which exceeded the value of five lakh rupees in respect of any party at prices which were unreasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information given to us, the company has not accepted any deposits from the public within the meaning of sections 58A and 58AA or any other relevant provisions of the Act.
- (vii) In our opinion, the company has an adequate Internal audit system commensurate with the size and the nature of its business.
- (viii) The maintenance of cost records has not been prescribed by the Central Government u/s 209 (1)(d) of the Companies Act, 1956 in respect of the company's products.
- (ix) (a) The company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance investor education and protection fund, income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess were outstanding as at 31.3.2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, dues of income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess which have not been deposited on account of any dispute are as under:

DETAILS OF DISPUTED CASES -31.03.2014

Name of Statute	Nature of dues	Disputed Amount (Rs.)	Period to which amount relates	Forum where pending
Assam Vat Act	Defective of Form C	626,218	2003-04	Assam Revenue Board
Delhi Sales Tax Act	Ex-Party Assessment (Rejected export sales)	3,699,918	1992-93	Additional Commissioner Trade Tax, Delhi
Delhi Sales Tax Act	Tax difference on medical product	156,330	1993-94 and 2002-03	Deputy Commissioner Trade Tax, Delhi
Jammu Vat Act	Rate of Entry Tax	455,343	2007-08 and 2008-09	Appellate Authority
Jammu Vat Act	Rate of Entry Tax	22,042	2006-07	Collector, Sales Tax
Kerala Value Added Tax Act	Tax rate difference and price difference on minilab, roll film & camera	2,609,399	2005-06	Appellate Tribunal, Cochin
Kerala Value Added Tax	Penalty	15,862,442	2005-06	Intelligency Inspector, Cochin
Kerala Value Added Tax	Tax rate difference	40,551	2007-08	Appellate Authority, Cochin
Kerala Value Added Tax	Tax rate difference	4,850	2010-11	Assistant Commissioner(Appeal), Cochin

Name of Statue	Nature of dues	Disputed Amount (Rs.)	Period to which amount relates	Forum where pending
Rajasthan Sales Tax Act	Tax difference on medical product	856,622	2000-01 to 2003-04	Jaipur High Court
U.P. Value Added Tax	Tax on disputed export sales	210,000	2010-11	Deputy Commissioner, Hapur
U.P. Value Added Tax	Tax invoice not signed by branch	226,827	2013-14	Mobil Squad, Kannauj
Income Tax Act	80-IB claim reduced due to shifting of expenses	7,854,507	2004-05	ITAT
Income Tax Act	Wrong working of Tax Liability and disallowance u/s 14A	114,666,972	2005-06 to 2010-11	CIT (A)
Income Tax Act	Sales tax subsidy disallowed and disallowance u/s 14A	34,328,369	2011-12	CIT (A)

- (x) The company does not have any accumulated losses at the end of the financial year, however, has incurred cash loss during the financial year covered by our audit but not in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us the company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the company is neither a chit fund nor nidhi / mutual benefit fund/society and hence clause (xiii) of the Order is not applicable to the company.
- (xiv) Based on our examination of records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts and timely entries have been made in those records in respect of dealing or trading in shares, securities, debentures and other investments. We also report that the company has held the shares, securities, debentures and other investments in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
- (xv) In our opinion except for a corporate guarantee of Rs 86.93 crores given to the Bank/NBFC on behalf of its Joint Venture Company, No other guarantee has been given by the company.
- (xvi) The company has not availed any term loans during the year and hence clause (xvi) of the Order is not applicable to the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company we report that funds raised on short-term basis amounting to Rs. 830.18 lacs have been used for long term investment.
- (xviii) During the year the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us during the year the company had not issued any debentures.
- (xx) According to the information and explanations given to us, during the year the company has not raised any money by public issue.
- (xxi) According to the information and explanations given to us no fraud on or by the company has been noticed or reported during the course of our audit.

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

Place : New Delhi
 Date : 30th May, 2014

O.P. Shroff
Partner
 Membership No: 6329

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	57,65,83,260	10,25,83,260
(b) Reserves & surplus	3	<u>2,43,20,30,081</u>	<u>2,42,20,26,552</u>
		3,00,86,13,341	2,52,46,09,812
2 Non-current liabilities			
(a) Long-term borrowings	4	-	41,59,21,672
(b) Deferred tax liabilities (net)	5	-	2,38,91,016
(c) Other long term liabilities	6	12,62,975	14,67,667
(d) Long term Provisions	7	<u>1,52,814</u>	<u>-</u>
		14,15,789	44,12,80,355
3 Current liabilities			
(a) Short-term borrowings	8	44,80,64,187	36,38,91,185
(b) Trade payables	9	43,12,41,696	6,14,93,426
(c) Other current liabilities	10	32,47,90,352	39,44,00,097
(d) Short-term provisions	11	<u>14,08,60,507</u>	<u>13,71,89,637</u>
		1,34,49,56,742	95,69,74,345
TOTAL		<u>4,35,49,85,872</u>	<u>3,92,28,64,512</u>
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	12	25,38,53,884	23,83,60,895
(ii) Capital work-in-progress	13	<u>1,53,643</u>	<u>69,643</u>
		25,40,07,527	23,84,30,538
(b) Non-current investments	14	2,44,95,85,499	2,13,18,93,751
(c) Long-term loans & advances	15	<u>4,26,58,351</u>	<u>3,64,13,551</u>
		2,49,22,43,850	2,16,83,07,302
2 Current assets			
(a) Current investments	16	18,05,15,250	15,00,00,000
(b) Inventories	17	43,99,35,963	57,88,35,352
(c) Trade receivables	18	12,67,04,666	8,05,24,672
(d) Cash & cash equivalents	19	11,17,62,258	9,37,57,845
(e) Short-term loans & advances	20	66,84,07,329	59,88,61,714
(f) Other current assets	21	<u>8,14,09,029</u>	<u>1,41,47,089</u>
		1,60,87,34,495	1,51,61,26,672
TOTAL		<u>4,35,49,85,872</u>	<u>3,92,28,64,512</u>
See accompanying notes to the financial statements	1		

In terms of our report attached

For and on behalf of the Board

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

O.P. Shroff
Partner
Membership No. 006329

Place : New Delhi
Date : 30th May 2014

V.K. GUPTA
Company Secretary

M. K. RASTOGI
GM (Accounts & Finance)

SHAMMI GUPTA
Managing Director
DIN No. 00006384

KAMAL KUMAR JAIN
Director
DIN No. 00649522

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

Particulars	Note No.	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
1 Revenue from operations	24	3,93,84,24,721	5,21,08,30,500
Less: Sales Tax (refer note no. 37(i))		23,40,73,591	-
Less: Excise duty		39,84,90,356	51,10,44,978
Revenue from operations (net)		3,30,58,60,774	4,69,97,85,522
2 Other income	25	2,04,27,325	1,70,28,580
3 Total revenue (1+2)		3,32,62,88,099	4,71,68,14,102
4 Expenses			
(a) Cost of materials consumed	26	2,70,67,84,218	3,69,40,27,391
(b) Purchases of stock-in-trade		18,11,29,521	51,18,95,531
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	6,06,38,117	(10,46,40,342)
(d) Employee benefits expense	28	7,52,96,278	6,82,11,397
(e) Finance costs	29	5,43,22,704	5,49,31,181
(f) Depreciation and amortization expense	30	1,80,84,024	1,79,26,470
(g) Other expenses	31	54,67,92,626	41,09,04,150
Total expenses		3,64,30,47,488	4,65,32,55,778
5 Profit/(Loss) before tax (3 - 4)		(31,67,59,389)	6,35,58,324
6 Tax expense:			
(a) Current tax		-	2,89,60,000
(b) Income tax relating to prior years		-	-
(c) Wealth tax		54,000	39,700
(d) Wealth Tax relating to prior years		(70)	1,900
(e) Deferred tax	5	(2,38,91,016)	15,62,728
(f) MAT Credit Entitlement relating to prior years (refer note no. 37(ii & iii))		(6,88,52,240)	
		(9,26,89,326)	3,05,64,328
7 Profit/(Loss) for the year (5 - 6)		(22,40,70,063)	3,29,93,996
8 Earnings per share	32		
(a) Basic		(21.84)	3.22
(b) Diluted		(21.84)	3.22
(Face value of Rs.10 each)			
See accompanying notes to the financial statements	1		

In terms of our report attached

For and on behalf of the Board

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

O.P. Shroff
Partner
Membership No. 006329

Place : New Delhi
Date : 30th May 2014

V.K. GUPTA
Company Secretary

M. K. RASTOGI
GM (Accounts & Finance)

SHAMMI GUPTA
Managing Director
DIN No. 00006384

KAMAL KUMAR JAIN
Director
DIN No. 00649522

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

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
A. Cash Flow from Operating Activities:		
Net Profit/(Loss) Before tax	(31,67,59,389)	6,35,58,324
Adjustments for:		
Depreciation	1,80,84,024	1,79,26,470
Profit on Sale of Investments	(1,24,27,135)	(9,95,347)
Capital Work-in progress written off	-	-
Excess Provision/Liabilities no longer required written back	-	-
Loss / (Profit) on sale of Fixed assets	-	-
Diminution in the value of Investments	4,79,762	2,40,000
Interest income	(7,80,697)	(43,03,337)
Interest charges	5,43,22,704	5,49,31,181
Dividend income	(61,929)	(3,57,846)
Operating Profit Before Working Capital Changes	(25,71,42,660)	13,09,99,445
Adjustments for:		
Inventories	13,88,99,389	(15,70,89,118)
Trade & Other Receivables	(11,35,65,835)	11,35,50,303
Trade Payables	30,35,50,773	2,45,10,423
Cash generated from Operations	7,17,41,667	11,19,71,053
Direct Taxes paid	(5,69,473)	(2,10,18,596)
Net Cash from/(Used in) Operating Activities	7,11,72,194	9,09,52,457
B. Cash flow from Investing Activities:		
Purchase of Fixed Assets	(3,40,38,000)	(36,53,439)
Proceeds from sale of Fixed Assets	3,76,987	3,14,785
Purchase of long term Investments		
- Subsidiaries	(32,17,00,000)	-
- Joint ventures	-	(5,00,00,000)
- Associates	-	-
- Others	(69,56,62,359)	(62,02,10,946)
Proceeds from Sale of Current Investments	66,51,47,109	47,12,06,294
Proceeds from sale of long-term investments		
- Associates	-	-
- Others	35,28,490	-
Capital Reserve created through exempted sales	23,40,73,591	-
Proceeds from "Profit on Sale of Investments"	1,24,27,135	-
Security Deposit given	(44,800)	-
Long Term loan given to Subsidiaries	(62,00,000)	(89,20,000)
Interest income	7,80,697	43,03,337
Dividend income	61,929	3,57,846
Net Cash flow from/(Used in) Investing Activities	(14,12,49,221)	(20,66,02,123)
C. Cash Flow from Financing Activities:		
Proceeds from short term borrowings	8,41,73,002	33,30,24,711
Proceeds from long term borrowings	(41,57,68,858)	(14,92,20,306)
Proceeds from Bank Borrowings	-	-
Proceeds from Pref Share Capital	47,40,00,000	-
Dividend paid (including taxes thereon)	-	(1,19,22,483)
Interest charges	(5,43,22,704)	(5,49,31,181)
Net Cash flow from/(Used in) Financing Activities	8,80,81,440	11,69,50,741
Net Increase in Cash and Cash Equivalents(A+B+C)	1,80,04,413	13,01,075
Cash and Cash Equivalents as at beginning of the year	9,37,57,845	9,24,56,770
Cash and Cash Equivalents as at end of the year	11,17,62,258	9,37,57,845

In terms of our report attached

For and on behalf of the Board

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

V.K. GUPTA
Company Secretary

SHAMMI GUPTA
Managing Director
DIN No. 00006384

O.P. Shroff
Partner
Membership No. 006329

M. K. RASTOGI
GM (Accounts & Finance)

KAMAL KUMAR JAIN
Director
DIN No. 00649522

Place : New Delhi
Date : 30th May 2014

NOTES TO THE FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

a) Method of Accounting

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

b) Fixed Assets

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

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

c) Investments

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

d) Inventories

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

e) Foreign currency transactions

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

f) Depreciation

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

g) Research & Development

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

h) Retirement benefits

i) Short term Employee Benefits

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

ii) Post employment Benefits

a) Defined Contribution Plans

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

b) Defined Benefit Plans

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

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

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

i) Accounting for interest in Joint ventures :-

Interest in Joint ventures are accounted as follows

Type of Joint Venture	Accounting Treatment
Jointly Controlled Entities	i) Integrated Joint Ventures :
	a) Company's share in profits or losses of integrated ventures is accounted on determination of profit and losses by Joint Ventures.
	b) Investments in integrated Joint Ventures are carried at net of company's share in recognized profit or loss.
	ii) Incorporated jointly controlled entities
	a) Income on investments in incorporated jointly controlled entities recognized when the right to receive the same is established.
	b) Investment in such joint ventures is carried at original cost providing for any permanent diminution in value.

j) Borrowing costs

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

k) Excise & Other Duties

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

l) Claims and benefits

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

m) Revenue recognition

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

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

n) Income from Investments/Deposits

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

o) Revenue from Maintenance contracts

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

p) Product warranties

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

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

q) Leases

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

r) Grant & Subsidies

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

s) Taxation

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

t) Earnings per share

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

u) Contingent Liabilities

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

2 SHARE CAPITAL

Particulars	No. of Share		Amount in Rs.	
	AS AT 31.03.2014	AS AT 31.03.2013	AS AT 31.03.2014	AS AT 31.03.2013
AUTHORISED SHARE CAPITAL				
Equity Shares of Rs. 10 each				
At the beginning of the period	1,05,50,000	1,05,50,000	10,55,00,000	10,55,00,000
At the end of the period	1,05,50,000	1,05,50,000	10,55,00,000	10,55,00,000
Preference Shares of Rs. 10 each				
At the beginning of the period	-	-	-	-
Add: Additions during the period	4,80,00,000	-	48,00,00,000	-
At the end of the period	4,80,00,000	-	48,00,00,000	-
ISSUED,SUBSCRIBED AND PAID UP				
Equity Shares of Rs. 10 each				
At the beginning of the period	1,02,58,326	1,02,58,326	10,25,83,260	10,25,83,260
At the end of the period	1,02,58,326	1,02,58,326	10,25,83,260	10,25,83,260
0% Redeemable non Convertible Preference Shares of Rs. 10 each				
At the beginning of the period	-	-	-	-
Add: Additions during the period	4,74,00,000	-	47,40,00,000	-
At the end of the period	4,74,00,000	-	47,40,00,000	-

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

Name of Shareholders	AS AT 31.03.2014		AS AT 31.03.2013	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares				
Consolidated Photo & Finvest Ltd	34,04,661	33.19%	34,04,661	33.19%
Soyuz Trading Company Ltd.	21,06,763	20.54%	21,06,763	20.54%
Rishi Trading Company Ltd.	13,27,269	12.94%	13,27,269	12.94%
Preference Share- RPS Series I				
Jindal Photo Investments Limited	3,50,00,000	73.84%	-	-
Consolidated Finvest & Holdings Ltd	1,24,00,000	26.16%	-	-

2.2 Rights, Preferences and restrictions attached to Share

Equity Share

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

Preference Share

The Company has one class of zero % redeemable non- convertible preference share (RPS Series -I) having value of Rs. 10 each. RPS Series -I shall not carry out any dividend. RPS Series -I shall not carry out any voting right. RPS Series -I shall be redeemed at a premium of 10% with in a period of 10 years.

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

Out of equity issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are NIL.

Out of preference share issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are NIL.

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
3. RESERVES AND SURPLUS		
Capital Reserve		
At the beginning of the period	30,00,000	30,00,000
Add: Additions during the period	23,40,73,591	-
At the end of the period	23,70,73,591	30,00,000
General Reserve		
At the beginning of the period	90,87,22,668	90,87,22,668
At the end of the period	90,87,22,668	90,87,22,668
Surplus / (Deficit) in Statement of Profit and Loss		
At the beginning of the period	1,51,03,03,884	1,47,73,09,888
Add: Profit for the period	(22,40,70,063)	3,29,93,996
At the end of the period	1,28,62,33,822	1,51,03,03,884
	2,43,20,30,081	2,42,20,26,552
4. LONG TERM BORROWINGS		
From Other Parties		
Unsecured	-	41,59,21,672
	-	41,59,21,672
Long term repayment schedule		
Maturity Profile		
1-2 Year	-	41,59,21,672
Total	-	41,59,21,672
5. DEFERRED TAX LIABILITY (NET)		

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

	AS AT 31.03.2012 Rs.	Tax effect for the period Rs.	AS AT 31.03.2013 Rs.	Tax effect for the period Rs.	AS AT 31.03.2014 Rs.
Deferred Tax Liabilities					
Fixed assets	2,91,51,943	(16,60,429)	3,08,12,372	2,58,652	3,10,71,024
Deferred Tax Assets					
43B items	6,34,406	(97,701)	7,32,107	85,124	8,17,231
Carry forward loss *	61,89,249	-	61,89,249	18,32,78,796	18,94,68,045
Net Deferred Tax Liabilities/ (Asset)	2,23,28,288	(15,62,728)	2,38,91,016	18,31,05,268	(15,92,14,252)

* Includes addition in accumulated losses for the assessment years 2012-13 and 2013-14 by Rs. 2868.83 lacs due to additional claim filed in original/revised income tax return filed during the year for certain income claimed as exempted by the company. Effectively, deferred tax assets has been increased by Rs. 930.79 lacs.

Deferred Tax Asset has been recognized only to the extent to which deferred tax liability is appearing in books and in view of uncertainty of the realization in future years, deferred tax asset of balance amount has not been created in books of account.

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
6. OTHER LONG TERM LIABILITIES		
Unclaimed Dividend	12,62,975	14,67,667
	<u>12,62,975</u>	<u>14,67,667</u>
7. LONG TERM PROVISIONS		
Provision for employees benefits	1,52,814	-
	<u>1,52,814</u>	<u>-</u>
8. SHORT TERM BORROWINGS		
Loan repayable on demand		
From Banks		
Secured *	44,80,64,187	36,38,91,185
	<u>44,80,64,187</u>	<u>36,38,91,185</u>
* Working Capital limits from banks are secured by first charge by way of hypothecation of stocks of raw material, semi finished and finished goods and consumable stores, spares and book debts and receivables both present and future, ranking paripassu with working capital loans sanctioned by other participating banks.		
9. TRADE PAYABLE		
Micro and small enterprises*	-	-
Others	43,12,41,696	6,14,93,426
	<u>43,12,41,696</u>	<u>6,14,93,426</u>
*The company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and therefore, disclosure under this act has not been given. The management does not envisage any material impact on the financials in this regard.		
10. OTHER CURRENT LIABILITIES		
Current Maturities of long term Debts	-	4,42,00,000
Unclaimed Dividend	1,98,878	2,07,939
Advances from Customers	4,56,13,982	6,57,17,848
Dealers' Security Deposits	83,05,511	1,24,97,140
Other Payables	27,06,71,981	27,17,77,170
	<u>32,47,90,352</u>	<u>39,44,00,097</u>
Amounts credited to Investor Education and Protection Fund - Rs 2,07,771 (Previous Year - Rs 2,534,688)		
11. SHORT TERMS PROVISIONS		
Provision for employees benefits	10,17,848	12,27,513
Provision for Taxation	11,46,78,500	11,46,78,500
Wealth tax Provisions	54,000	39,700
Provision for warranties	16,41,331	4,86,852
Provision for Excise Duty on Finished Goods	2,34,68,828	2,07,57,072
	<u>14,08,60,507</u>	<u>13,71,89,637</u>

12. FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2013	ADDITIONS	SALE/ ADJUSTMENT	AS AT 31.03.2014	UP TO 01.04.2013	DEDUCTION/ ADJUST- MENTS	FOR THE YEAR	UP TO 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
TANGIBLE ASSETS										
LAND -Free hold	81,97,833	-	-	81,97,833	-	-	-	-	81,97,833	81,97,833
-Leasehold	78,15,200	-	-	78,15,200	7,51,240	-	86,833	8,38,073	69,77,127	70,63,960
BUILDINGS *	16,18,78,940	-	-	16,18,78,940	6,69,06,995	-	53,52,952	7,22,59,947	8,96,18,993	9,49,71,945
RESIDENTIAL BUILDING	4,34,89,180	2,95,37,750	-	7,30,26,930	95,26,779	-	10,74,260	1,06,01,039	6,24,25,891	3,39,62,401
PLANT & MACHINERY	32,04,72,325	11,06,047	22,43,747	31,93,34,625	23,89,88,732	18,68,412	97,28,318	24,68,48,638	7,24,85,987	8,14,83,593
OFFICE EQUIPMENT	74,04,843	4,46,647	-	78,51,490	38,19,622	-	3,49,383	41,69,005	36,82,485	35,85,221
FURNITURE & FIXTURES	95,26,074	14,199	-	95,40,273	74,47,501	-	2,19,958	76,67,459	18,72,814	20,78,573
VEHICLES	1,29,88,903	28,49,357	33,032	1,58,05,228	59,71,534	31,380	12,72,320	72,12,474	85,92,754	70,17,369
TOTAL	57,17,73,298	3,39,54,000	22,76,779	60,34,50,519	33,34,12,403	18,99,792	1,80,84,024	34,95,96,635	25,38,53,884	23,83,60,895
PREVIOUS YEAR	57,02,24,332	36,53,439	21,04,473	57,17,73,298	31,72,75,622	17,89,689	1,79,26,470	33,34,12,403	23,83,60,895	

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

13. CAPITAL WORK IN PROGRESS

CAPITAL WORK IN PROGRESS	69,643	84,000	-	1,53,643	-	-	-	-	1,53,643	69,643
TOTAL	69,643	84,000	-	1,53,643	-	-	-	-	1,53,643	69,643

Capital work in progress does not include capital advance Rs. Nil (Previous year Rs.Nil)

14. NON CURRENT INVESTMENTS

	FACE VALUE Rs.	AS AT 31.03.2014 SHARES/UNITS Nos.	AS AT 31.03.2013 SHARES/UNITS Nos.	AS AT 31.03.2014 Amount Rs.	AS AT 31.03.2013 Amount Rs.
NON-TRADE (AT COST)					
EQUITY SHARES-(QUOTED)-FULLY PAID UP					
Coal India Limited	10	-	14,402	-	35,28,490
EQUITY SHARES-(UNQUOTED)-FULLY PAID UP					
In Subsidiary Companies-					
Jindal Imaging Limited	10	1,00,000	1,00,000	10,00,000	10,00,000
Cornet Ventures Limited	10	2,71,500	2,71,500	11,12,50,000	11,12,50,000
Jindal Photo Imaging Limited	10	50,000	50,000	5,00,000	5,00,000
Hindustan Powergen Limited	10	1,90,000	1,90,000	9,28,571	9,28,571
Jindal India Powertech Limited***	10	1,00,000	1,00,000	10,00,000	10,00,000
Jindal India Thermal Power Limited	10	18,66,250	18,66,250	1,87,09,190	1,87,09,190
Jindal India Powertech Limited*	10	16,04,00,000	-	1,60,43,87,500	-
In Joint Venture Company					
Mandakini Coal Company Limited**, ***	10	3,93,00,000	3,93,00,000	39,30,00,000	39,30,00,000
EQUITY SHARES-(UNQUOTED)-PARTLY PAID UP					
In Subsidiary Companies-					
Jindal India Powertech Limited (current year Rs NIL previous year Rs.6/ paid up)*	10	-	7,85,00,000	-	47,10,00,000
Jindal India Powertech Limited (current year Rs. NIL previous year Rupee 4 paid up)*	10	-	18,55,00,000	-	74,26,37,500
Jindal India Powertech Limited (current year Rs.NIL previous year Rupee 2 paid up)*	10	-	19,50,00,000	-	39,07,50,000

	FACE VALUE Rs.	AS AT 31.03.2014 SHARES/UNITS Nos.	AS AT 31.03.2013 SHARES/UNITS Nos.	AS AT 31.03.2014 Amount Rs.	AS AT 31.03.2013 Amount Rs.
0% REDEEMABLE PREFERENCE SHARES (UNQUOTED)-FULLY PAID UP					
In Subsidiary Companies-					
Jindal India Powertech Limited	10	3,21,70,000	-	32,17,00,000	-
Sub Total (A)				2,45,24,75,261	2,13,43,03,751
Less:- Provision for Diminution in value of Investments				28,89,762	24,10,000
Sub Total (B)				28,89,762	24,10,000
Grand Total (A-B)				2,44,95,85,499	2,13,18,93,751
Aggregate value of Quoted Investments				-	35,28,490
Aggregate value of Unquoted Investments				2,45,24,75,261	2,13,07,75,261
Total				2,45,24,75,261	2,13,43,03,751
Aggregate Market value of Quoted Investments				-	44,52,378

* During the year, Partly Paid Up Equity Shares converted into 16,04,00,000 fully paid up equity shares of Rs. 10 each on the order of Hon'ble High Court Allahabad order dated 18.02.2014.

** Out of above 20043000 shares pledged with lender of Mandakni Coal company Ltd. against loan taken by that Company.

*** Diminution in value of investment has not been provided as the operations of the Joint Venture / Subsidiary has not commenced.

15. LONG TERM LOANS & ADVANCES

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
Loan & Advances to Subsidiaries	3,60,20,000	2,98,20,000
Security Deposit	66,38,351	65,93,551
	4,26,58,351	3,64,13,551

16. CURRENT INVESTMENT

Particulars	No of units			Amount (in Rs)	
	NAV	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
Units-Unquoted					
In Mutual Funds					
Reliance Money Manager Fund-Growth plan	1,757.70	38,531.83	62,917.37	6,18,21,254	10,00,00,000
UTI Treasury Advantage Fund-Institutional Plan	1,736.30	69,312.05	31,774.11	11,86,93,996	5,00,00,000
				18,05,15,250	15,00,00,000
Net Assets Value of Investments in Mutual Funds				18,80,73,933	15,00,90,896

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
17. INVENTORIES		
Raw Material *	11,73,15,261	19,64,47,411
Stock in Progress	20,02,447	52,05,339
Finished Good		
Manufacturing Product **	24,30,89,011	23,33,27,268
Trading Products	5,74,03,678	12,18,88,890
Store & Packing Materials ***	2,01,25,566	2,19,66,444
	<u>43,99,35,963</u>	<u>57,88,35,352</u>
*Includes in transit Rs.NIL Previous year Rs. 20,967,400		
**Includes in transit Rs.3,552,496 Previous year Rs.3,676,099		
***Includes in transit Rs. NIL Previous year Rs.774,108		
18. TRADE RECEIVABLES		
(Unsecured Considered Good unless otherwise stated)		
Debts outstanding for a period exceeding six months*	90,07,169	90,50,030
Others	11,76,97,497	7,14,74,642
	<u>12,67,04,666</u>	<u>8,05,24,672</u>
*Sundry Debtors include Rs. 46,06,143 (previous year Rs.22,75,137) under litigation, against which legal cases are pending in various Courts for recovery. The same are considered good and realisable in the opinion of the management.		
19. CASH AND CASH EQUIVALENTS		
Cash in hand	8,95,643	5,61,235
Bank balances with scheduled banks:		
In Current Accounts	4,24,64,008	2,86,89,889
In Cash Credit Accounts	5,44,06,878	5,68,84,711
In Fixed Deposit Accounts	1,39,95,729	76,22,010
	<u>11,17,62,258</u>	<u>9,37,57,845</u>
20. SHORT TERM LOAN AND ADVANCES		
(Unsecured Considered Good unless otherwise stated)		
Loan & Advances to Related Party		
Loan & Advances - Subsidiaries		
Considered doubtful	18,94,705	18,94,705
Less: Provision for doubtful advances	18,94,705	18,94,705
	-	-
Loan & Advances - Joint Venture Companies	1,20,14,203	-
Loan & Advances to others	1,66,817	-
Advance tax	11,10,01,434	11,03,78,031
Security deposit	67,25,767	43,49,867
Balance with Government Authorities	47,21,71,700	42,36,32,635
Advance to Vendors	3,00,49,479	5,97,87,668
Share Application Money paid	3,56,00,000	-
Employees Loans & Advances	6,77,929	7,13,513
	<u>66,84,07,329</u>	<u>59,88,61,714</u>

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
21. OTHER CURRENT ASSETS		
MAT Credit Entitlement	6,88,52,240	-
Interest Accrued	7,53,616	3,79,279
Others	1,18,03,173	1,37,67,810
	8,14,09,029	1,41,47,089

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

22. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent Liabilities

a) Outstanding Bank Guarantee	1,20,68,543	1,55,16,297
b) Foreign letters of credit outstanding	36,30,38,011	46,02,71,413
c) Sales Tax demands disputed in appeals	3,03,75,922	3,20,29,049
d) Corporate Guarantee given on behalf of joint venture company Mandakini Coal Company Ltd.	86,92,66,667	86,92,66,667
e) Uncalled/unpaid Liability of Partly paid shares	-	2,98,70,00,000
f) Income Tax demands disputed in appeals	15,68,49,848	-

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

	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
24. REVENUE FROM OPERATION		
SALE OF PRODUCT		
A. MANUFACTURED GOODS		
Photosensitised Goods	3,61,16,43,339	4,59,15,73,727
Others	59,77,131	2,77,19,822
B. TRADED GOODS		
Photo Equipment & Others	31,18,32,928	58,68,67,863
Income from services	89,71,323	46,69,088
	3,93,84,24,721	5,21,08,30,500
Less: Excise Duty	39,84,90,356	51,10,44,978
Total	3,53,99,34,365	4,69,97,85,522

25. OTHER INCOME

Interest received		
- from banks *	7,34,107	4,09,407
- from others **	46,590	38,93,930
Dividend received ***	61,929	3,57,846
Income from sale of Investments(Net) ****	1,24,27,135	9,95,347
Claim received	10,14,931	10,70,970
Rent Received	7,28,000	7,26,000
Profit on sale of fixed assets (Net)	-	-
Miscellaneous Receipts	4,67,129	1,05,896
Excess Provision/Liabilities no longer required written back (Net)	49,47,504	94,69,184
	2,04,27,325	1,70,28,580

	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
25.1 The company has given certain premises on cancelable/non cancelable operating lease arrangements:		
a) Major term of agreement are as under		
Particulars		
Lease receipts recognized in the statement of profit & loss	7,28,000	7,26,000
Tenure of Lease	1 year & 2 year	1 year & 2 year
Lease deposit	-	-
b) The Total of Future Minimum lease payment to be received under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1 Year	2,28,000	7,26,000
ii) Later Than 1 Year and not later than 5 Years	1,88,000	-
iii) Later Than 5 years	-	-
*Includes Tax Deducted at Source of Rs. 67,922 (Previous year Rs.48,308)		
**Includes Tax Deducted at Source of Rs. 1,578 (Previous year Rs.6,461)		
***Includes Dividend from Current Investments Rs. NIL (Previous year Rs 210,946)		
****Includes Income from Current Investments Rs.11,569,834 (Previous year Rs.995,347)		
26. COST OF MATERIALS CONSUMED		
At the beginning of the period	19,64,47,411	15,47,69,095
Add : Purchases during the year	2,62,76,52,068	3,73,57,05,707
	2,82,40,99,479	3,89,04,74,802
At the end of the period	11,73,15,261	19,64,47,411
Raw Material consumed	2,70,67,84,218	3,69,40,27,391
27. CHANGES IN INVENTORIES		
OPENING STOCK :		
Finished Goods - Manufactured	23,33,27,268	16,34,72,377
- Traded	12,18,88,890	7,66,56,736
Work in progress	52,05,339	54,42,637
	36,04,21,497	24,55,71,750
CLOSING STOCK :		
Finished Goods - Manufactured	24,30,89,011	23,33,27,268
- Traded	5,74,03,678	12,18,88,890
Work in progress	20,02,447	52,05,339
	30,24,95,136	36,04,21,497
(Increase) /Decrease in stocks	5,79,26,361	(11,48,49,747)
Excise duty on stock finished goods (net)	27,11,756	1,02,09,405
(Increase)/Decrease in stocks (Net)	6,06,38,117	(10,46,40,342)
28. EMPLOYEE BENEFITS EXPENSE		
Salary, Wages, Allowances and Bonus	6,18,04,248	5,55,58,641
Directors' Remuneration	45,73,210	42,80,200
Gratuity	25,43,587	21,78,979
Contribution towards Provident and other Funds	18,48,264	17,25,279
Staff Welfare	45,26,969	44,68,298
	7,52,96,278	6,82,11,397

	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
28.1 During the year, the following contributions have been made under defined contribution plans.		
Employer's Contribution to provident Fund	5,46,067	4,98,749
Employer's Contribution to Employees Pension Scheme	10,76,003	10,15,490
28.2 Liability for leave encashment (Non-funded)	9,88,919	12,27,513
28.3 Reconciliation of opening and Closing balances of defined benefit obligation for Gratuity (funded)		
Defined benefit obligation at the beginning of the year	1,80,63,570	1,46,78,654
Current service cost	15,28,076	14,59,626
Interest cost	14,45,086	11,74,292
Actuarial (gain)/Loss on obligation	11,10,295	9,05,714
Benefits Paid	(17,57,514)	(1,54,716)
Defined benefit obligation at the end of the year	2,03,89,513	1,80,63,570
Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at the beginning of the year	1,81,70,050	1,50,91,663
Expected return on plan assets	16,80,730	13,95,979
Employers' Contributions	21,49,578	17,75,683
Benefits paid	(17,57,514)	(1,54,716)
Actuarial gain/(loss) on plan assets	(35,074)	61,441
Fair value of plan assets at the end of the year	2,02,07,770	1,81,70,050
Actual return on plan asset	16,45,656	14,57,420
Reconciliation of Fair value of assets and obligations		
Fair value of plan assets	2,02,07,770	1,81,70,050
Present value of obligation	2,03,89,513	1,80,63,570
Amount recognised in Balance Sheet	(1,81,743)	1,06,480
Expense recognised during the year		
Current service cost	15,28,076	14,59,626
Interest cost	14,45,086	11,74,292
Expected Return on Plan Assets	(16,80,730)	(13,95,979)
Actuarial (gain)/loss recognised in the period	11,45,369	8,44,273
Net Cost	24,37,801	20,82,212
Actuarial assumptions		
Mortality Table (LIC)	1994-96 (duly modified)	1994-96 (duly modified)
Discount rate (per annum)	8.50%	8.00%
Rate of Increase in Salaries	6.00%	5.50%
Expected rate of return on plan assets	9.25%	9.25%
29. FINANCE COSTS		
Interest		
- On Working Capital Loans	1,08,76,982	76,26,954
- On Others	3,32,46,195	3,70,40,183
Bank Charges	1,01,99,527	1,02,64,044
	5,43,22,704	5,49,31,181

	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
30. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation	1,80,84,024	1,79,26,470
	<u>1,80,84,024</u>	<u>1,79,26,470</u>
31. OTHER EXPENSES		
Stores, Spare Parts consumed	19,63,049	33,86,245
Packing Material consumed	11,13,69,504	14,26,92,344
Power & Fuel	78,21,031	77,05,384
Rent*	99,71,268	95,27,394
Rates, Taxes & Fees	15,55,439	7,69,872
Insurance	36,11,536	43,17,042
Legal & Professional charges	1,36,55,482	76,51,331
Repairs & maintenance-Building	-	2,84,148
Loss on sale/discard of fixed assets	1,31,691	93,829
Commission	1,45,99,067	1,48,36,271
Rebate & Discounts	16,40,63,759	11,83,98,321
Installation & Service Charges	77,77,729	39,61,852
Exchange Fluctuation	11,55,19,000	49,85,647
Provision for Diminution in Value of Investment	4,79,762	2,40,000
Prior Period Adjustment	17,47,190	-
Provision for doubtful Advances	-	1,00,000
Miscellaneous expenses**	9,25,27,119	9,19,54,470
	<u>54,67,92,626</u>	<u>41,09,04,150</u>
*Includes lease rent.		
The company has taken certain premises on cancelable/non cancelable operating lease arrangements:		
(a) Major term of agreement are as under		
Particulars		
Lease payments recognized in the statement of profit & loss	99,71,268	95,27,394
Tenure of Lease	11 month, 2 year, 3 year & 5 year	11 month, 2 year, 3 year & 5 year
Lease deposit	29,40,038	29,40,038
b) The Total of Future Minimum lease payment under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1 Year	48,85,398	18,63,106
ii) Later Than 1 Year and not later than 5 Years	15,29,295	82,23,765
iii) Later Than 5 years	-	-
** Miscellaneous expenses includes:		
Auditor's Remuneration		
As Audit Fees	2,80,000	2,80,000
As Limited Review Fees	45,000	45,000
As Tax Audit Fees	60,000	60,000
For other Services	40,000	2,07,500
As Certification Fees	25,000	70,500
	<u>4,50,000</u>	<u>6,63,000</u>

32 Earnings per share (EPS)

	For the year ended 31.03.2014	For the year ended 31.03.2013
Net Profit/(Loss) for the year (Rs.)	(22,40,70,063)	3,29,93,996
No. of equity shares at the beginning of year	1,02,58,326	1,02,58,326
Basic/Dilluted Earning Per Share (Rs.)	(21.84)	3.22

33. Impairment of assets

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

34. a) Disclosure in Respect of Joint Venture

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

b) Financial interest in Jointly controlled entity

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Assets	82,91,56,501	62,02,45,709
Liabilities	44,37,03,221	23,32,22,814
Income	-	45,046
Expenses	9,07,612	7,55,893
Share of Loss	15,69,614	12,82,784

c) There is no contingent liability except corporate guarantee given (Refer note 22)

d) Capital Commitments

8,72,69,434 22,86,91,060

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

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

36 Warranty Provisions

Opening balance	4,86,852	4,86,852
Amount provided during the year	16,20,044	-
Amount used during the year	4,65,565	-
Amount written off	-	-
Closing Balance	16,41,331	4,86,852

37 The Company had set up three independent manufacturing units at Union Territory of Dadra & Nagar Haveli, which is a notified backward area. The Union territory of Dadra & Nagar Haveli, in order to accelerate the Industrial

development and increasing employment opportunities, issued in public interest, Notifications dated 4.01.1984 and dated 31.12.1999, whereby units manufacturing and selling goods in that state were granted exemption from sales tax. Accordingly, the Asstt. Commissioner of Sales tax, Dadra & Nagar Haveli issued certificate of exemption from sales tax dated 8.03.2002 for PPD Unit in favour of the company, which is valid for a period of 15 years commencing from 14.04.2001 to 13.04.2016.

Till 31st March, 2013, as per accounting policy followed by the company, the amount of sales was shown under the head "Revenue from operation" forming part of sales. During the year, in view of legal opinion taken from experts and as per AS-12 such benefit are in nature of capital receipt and is credited to capital reserve instead of operational income.

- (i) Accordingly, during the year, amount of benefit under the above said scheme amounting to Rs. 23,40.74 lacs has been credited to capital reserve and not forming part of "Revenue from operations". Due to change in above accounting policy (as per AS-5), the sales and profit figures for the year are lower by the same and not comparable with corresponding figures to that extent.
- (ii) Accounts of 31st March, 2013, were prepared considering such benefit as revenue receipt and income tax provision was provided at normal rate. After taking legal opinion, company filed income tax return claiming such benefit of Rs. 3687.97 lacs as exempted income and tax liability was offered as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 190.08 lacs and claimed business loss of Rs. 2720.63 lacs. Due to claiming such benefit at the time of filing the income tax return for assessment year 2013-14, now on finalization of accounts of 31st March, 2014 necessary effect has been given by creating MAT credit entitlement by Rs. 190.08 lacs. Further, business loss of Rs. 2720.63 lacs has been considered for computation of deferred tax for the year.
- (iii) Accounts of 31st March, 2012, were prepared considering such benefit as revenue receipt and income tax was provided and paid at normal rate. After taking legal opinion, company filed revised income tax return claiming such benefit of Rs. 2687.35 lacs as exempted income and tax liability was revised as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 498.44 lacs and claimed business loss of Rs. 148.21 lacs. Due to claiming such benefit at the time of filing the revised income tax return for assessment year 2012-13, now on finalizations of accounts of 31st March, 2014 necessary effect has been given by creating MAT credit entitlement by Rs. 498.44 lacs. Further, business loss of Rs. 148.21 lacs has been considered for computation of deferred tax for the year.
- (iv) Accounts of financial years 2005-06 to 2010-11 were prepared considering such benefit as revenue receipt and income tax was provided and paid at normal rate for respective year. The assessment of financial year 2005-06 to 2010-11 for which assessment proceedings u/s 153A is in progress, company filed revised income tax computations for such financial years claiming benefit of Rs. 11288.57 lacs as exempted income and tax liability was revised as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 2278.70 lacs. As the claim is for the years for which normal revised return could not be filed, the effect of such claim of benefit is not considered and necessary effective entries will be passed on finality of the assessment. Yearwise detail is as under:

Asstt. Year	Sales Tax benefit	(Rs.in lacs)
		MAT as per revised computation
2006-07	1,791.14	-
2007-08	1,959.81	384.40
2008-09	2,041.00	636.32
2009-10	1,823.49	421.91
2010-11	1,765.66	322.28
2011-12	1,907.46	513.78
Total	11,288.57	2,278.70

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

A) Relationship

a) Joint Venture Company

Mandakini Coal Company Limited

b) Controlling Companies/Individuals

Consolidated Photo & Finvest Limited

Souyuz Trading Company Limited

c) Subsidiaries

Jindal Imaging Limited

Jindal India Powertech Limited

Jindal Photo Imaging Limited (Erstwhile Jindal Photo Investments & Finance Limited)

Jindal India Thermal Power Limited

Jindal Solar Powertech Limited

Hindustan Powergen Limited

Cornet Ventures Limited

Edward Supply Private Limited

d) Key Management Personnel

Shri Shammi Gupta, Managing Director

Shri Krishnasamy Ramaswamy, Whole Time Director

(Amount in Rs.)

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

Sr. No.	Nature of transaction	Referred to in A (a) &(b)		Referred to in A (c) above		Referred to in A (d) above		Total	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
1	Sale of Investments	-	-	-	-	-	-	-	-
2	Remuneration	-	-	-	-	45,91,930	42,42,072	45,91,930	42,42,072
3	Interest earned	15,781	23,76,987	-	-	-	-	15,781	23,76,987
4	Rent received	24,000	24,000	-	-	-	-	24,000	24,000
5	Purchase of Investments	-	-	32,17,00,000	-	-	-	32,17,00,000	-
6	Investments made	-	5,00,00,000	-	-	-	-	-	5,00,00,000
7	Rent paid	4,20,000	4,20,000	-	-	-	-	4,20,000	4,20,000
8	Expenses reimbursed	7,08,192	6,95,253	12,26,267	12,02,500	-	-	19,34,459	18,97,753
9	Advance granted	-	-	-	-	-	-	-	-
10	Advance received	-	-	-	12,952	-	-	-	12,952
11	Expenses Incurred	7,08,192	6,95,253	13,90,935	12,02,500	-	-	20,99,127	18,97,753
12	Loan granted	1,20,00,000	8,00,00,000	62,00,000	90,20,000	-	-	1,82,00,000	8,90,20,000
13	Loan received back	-	8,00,00,000	-	-	-	-	-	8,00,00,000
14	Share application money paid	-	-	3,56,00,000	-	-	-	-	-
15	Balance outstanding:-								
	- Investments	39,30,00,000	39,30,00,000	2,05,94,75,261	1,73,77,75,261	-	-	2,45,24,75,261	2,13,07,75,261
	- Loan/Advances recoverable	1,20,14,202	1,12,833	3,80,79,371	3,17,14,704	-	-	5,00,93,573	3,18,27,537
	- Share application money paid	-	-	3,56,00,000	-	-	-	-	-
	- Other Liabilities	-	-	-	-	-	-	-	-
	- Sundry Creditors	-	-	-	-	-	-	-	-

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

39. Disclosure of loans / advances and investment in its own shares by the company, its subsidiaries, associates etc. as per requirement of clause 32 of the listing agreement:

		Amount in Rs.			
Name of Company		Balance as at		Maximum outstanding amount during	
		31.03.2014	31.03.2013	2013-14	2012-13
A	Loans and advances in the nature of loans given to subsidiaries				
	Jindal Imaging Limited*	18,94,704	18,94,704	18,94,704	18,94,704
	Cornet Venture Limited	3,60,20,000	2,98,20,000	3,60,20,000	2,98,20,000
B	Loans and advances in the nature of loans where repayment schedule is not specified /is beyond 7 years				
	Jindal Imaging Limited*	18,94,704	18,94,704	18,94,704	18,94,704
	Cornet Venture Limited	3,60,20,000	2,98,20,000	3,60,20,000	2,98,20,000
C	Loans and advances in the nature of loans where interest is not charged or charged below bank rate				
	Jindal Imaging Limited *	18,94,704	18,94,704	18,94,704	18,94,704
	Cornet Venture Limited	3,60,20,000	2,98,20,000	3,60,20,000	2,98,20,000
Note: Loans and advances shown above to subsidiaries are in the nature of advances.					
* The amount has been considered as doubtful and necessary provision was also been made in earlier years.					
D	Investments made in equity share of the company by a loanee are Nil (Previous Year Nil)				

		Year ended 31.3.2014 Amount (Rs.)		Year ended 31.3.2013 Amount (Rs.)	
40. a)	Raw Material Consumed				
	Photographic Papers	1,85,98,27,973		2,90,80,70,660	
	Films	74,43,56,010		77,74,81,964	
	Others	10,26,00,235		84,74,767	
		<u>2,70,67,84,218</u>		<u>3,69,40,27,391</u>	
b)	Purchase of Traded Goods				
	Photo Equipment & Others	18,11,29,521		51,18,95,531	
		<u>18,11,29,521</u>		<u>51,18,95,531</u>	
c)	Value of Imported and Indigenous Material consumed and Percentage thereof				
i)	RAW MATERIAL				
	Indigenous	0.09	24,46,090	0.19	69,89,241
	Imported	99.91	2,70,43,38,128	99.81	3,68,70,38,150
		<u>100.00</u>	<u>2,70,67,84,218</u>	<u>100.00</u>	<u>3,69,40,27,391</u>
ii)	STORES & SPARE PARTS				
	Indigenous	100%	19,63,049	100.00	33,86,245
	Imported	-	-	-	-
		<u>100%</u>	<u>19,63,049</u>	<u>100.00</u>	<u>33,86,245</u>

	Year ended 31.3.2014 Amount (Rs.)	Year ended 31.3.2013 Amount (Rs.)
d) Expenditure in foreign Currency		
Travelling	6,84,598	6,13,317
e) CIF Value of Imports		
Raw Material	2,33,06,53,411	3,34,13,14,087
Packing Material & Spare Parts	-	10,14,202
Finished Goods	5,20,36,438	10,70,69,679
f) Earning in Foreign Currency		
Foreign Trip Subsidy	1,47,64,396	-
Export Sales (FOB basis)	1,10,41,848	1,24,97,984
Discount received	47,31,993	63,02,157
g) Income from services rendered		
Annual Maintenance Contract	89,34,519	45,72,853
Service Charges	36,804	96,235
h) Remittance in Foreign Currency on account of dividend to non resident shareholders		

Current year			Previous year		
No. of Shareholders	Shares held	Net Amount of Dividend (Rs.)	No. of Shareholders	Shares held	Net Amount of Dividend (Rs.)
65	13616	Nil	68	17864	Nil

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

42 Figures have been rounded off to the nearest rupee.

In terms of our report attached

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

O.P. Shroff
Partner
Membership No. 006329

Place : New Delhi
Date : 30th May 2014

V.K. GUPTA
Company Secretary

M. K. RASTOGI
GM (Accounts & Finance)

For and on behalf of the Board

SHAMMI GUPTA
Managing Director
DIN No. 00006384

KAMAL KUMAR JAIN
Director
DIN No. 00649522

INDEPENDENT AUDITORS' REPORT

To
The Board of Directors of
Jindal Photo Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Jindal Photo Limited** ("the Company") and its subsidiaries (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31 March 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

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 Group in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the 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 consideration of the reports of the other auditors on the financial statements of the subsidiaries as noted below, the consolidated 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 Consolidated Balance Sheet, of the state of affairs of the Group as at 31 March 2014;
- b) In the case of the Consolidated Statement of Profit and Loss, of the Profit of the Group for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

- a) Financial statements of a Subsidiary which reflects total assets of Rs. 1.68 lacs as at March 31, 2014, total revenue of Rs. Nil and net cash flows amounting to Rs. (0.35) lacs for the year ended, have been audited by us.
- b) We did not audit the financial statements / consolidated financial statements of Subsidiaries, whose financial statements reflect total assets of Rs. 587662.01 lacs as at March 31, 2014, total revenues of Rs. 649.31 lacs and net cash flows amounting to Rs. (3560.23) lacs for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of other auditors. One of the said auditors has stated that "The financial statements of Subsidiary Jindal India Thermal Power Limited for the year ended 31st March 2014 is reflected in Consolidated Financial Statements on the basis of unaudited financial information certified by the Management of the subsidiary Company".
- c) We did not audit the financial statements of a joint venture wherein the Group's share of loss aggregate Rs. 15.70 lacs. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of other auditors.

Our opinion is not qualified in respect of other matters.

For B.K. Shroff & Co.
Chartered Accountants
Reg. No. : 302166E

O.P. Shroff

Partner

Place : New Delhi
Date : 30th May, 2014

Membership Number: 6329

Consolidated Financial Statements



CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2014

Particulars	Note No.	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	57,65,83,260	10,25,83,260
(b) Reserves & surplus	4	<u>2,20,49,28,317</u>	<u>2,37,56,57,335</u>
2 Preference Share Application Money		1,00,00,00,000	60,00,00,000
3 Minority Interest		7,51,98,41,566	4,43,02,38,565
4 Non-current liabilities			
(a) Long-term borrowings	5	42,59,53,38,678	33,60,82,49,502
(b) Deferred tax liabilities (net)	6	-	2,37,34,053
(c) Other long term Liabilities	7	1,72,91,956	2,37,10,148
(d) Long-term provisions	8	<u>1,24,70,217</u>	<u>97,89,785</u>
5 Current liabilities			
(a) Short-term borrowings	9	44,80,64,187	36,38,91,185
(b) Trade payables	10	5,34,16,82,204	3,80,57,49,882
(c) Other current liabilities	11	1,12,02,72,060	61,39,75,939
(d) Short-term provisions	12	<u>14,52,72,848</u>	<u>14,03,84,001</u>
		<u>60,98,17,45,293</u>	<u>46,09,79,63,655</u>
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	13(a)	37,24,29,10,658	1,39,67,94,175
(ii) Intangible assets	13(b)	2,03,78,724	1,76,32,326
(iii) Capital work-in-progress	14	19,01,84,86,868	39,95,21,39,753
(iv) Goodwill on Consolidation		<u>1,23,19,153</u>	<u>-</u>
(b) Non-current investments	15	51,57,34,401	52,08,32,505
(c) Deferred Tax Assets (net)	6	2,06,41,313	-
(d) Long-term loans & advances	16	53,76,69,398	51,39,93,863
(e) Other non-current assets	17	<u>32,35,913</u>	<u>40,44,891</u>
2 Current assets			
(a) Current investments	18	1,49,32,69,721	1,42,21,31,675
(b) Inventories	19	51,59,11,155	57,88,35,352
(c) Trade receivables	20	12,68,85,902	8,05,24,672
(d) Cash & cash equivalents	21	39,39,92,736	73,20,12,130
(e) Short-term loans & advances	22	99,27,05,634	85,44,08,306
(f) Other current assets	23	<u>8,76,03,717</u>	<u>2,46,14,007</u>
Total		<u>60,98,17,45,293</u>	<u>46,09,79,63,655</u>

See accompanying notes to the financial statements 1 to 40

In terms of our report attached

For and on behalf of the Board

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

V.K. GUPTA
Company Secretary

SHAMMI GUPTA
Managing Director
DIN No. 00006384

O.P. Shroff
Partner
Membership No. 006329

M.K. RASTOGI
GM (Accounts & Finance)

KAMAL KUMAR JAIN
Director
DIN No. 00649522

Place : New Delhi
Date : 30th May 2014

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

Particulars	Note No.	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
1 Revenue from operations	26	3,93,86,05,957	5,21,08,30,500
Less: Sales Tax (refer note no. 38)		23,40,73,591	-
Less: Excise duty		39,84,90,356	51,10,44,978
Revenue from operations (net)		3,30,60,42,010	4,69,97,85,522
2 Other income	27	8,51,76,955	8,34,79,693
3 Total revenue (1+2)		3,39,12,18,965	4,78,32,65,215
4 Expenses			
(a) Cost of materials consumed	28	2,71,02,71,959	3,69,40,27,391
(b) Purchases of stock-in-trade		18,11,29,521	51,18,95,531
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	6,06,38,117	(10,46,40,342)
(d) Employee benefits expense	30	8,11,36,485	7,37,08,528
(e) Finance costs	31	47,74,44,706	48,79,57,142
(f) Depreciation and amortization expense	32	2,61,02,778	2,08,87,473
(g) Other expenses	33	55,19,16,485	41,26,70,824
Total expenses		4,08,86,40,051	5,09,65,06,547
5 Profit/(Loss) before tax (3 - 4)		(69,74,21,086)	(31,32,41,332)
6 Tax expense:			
(a) Current tax		4,08,476	3,07,90,000
(b) MAT credit		3,96,410	(30,44,898)
(c) MAT credit relating to prior years		(6,88,52,240)	-
(d) Income tax relating to prior years		(4,01,171)	(22,55,483)
(e) Wealth tax		54,000	39,700
(f) Wealth tax related to earlier years		(70)	1,900
(g) Deferred tax		(4,43,75,366)	15,36,451
		(11,27,69,961)	2,70,67,670
7 Profit/(Loss) after tax (5 - 6)		(58,46,51,125)	(34,03,09,002)
8 Add/(Less): Share of Profit/(Loss) in Joint Venture		(15,69,614)	(26,67,528)
9 Share of Profit/Loss transferred to Capital Reserve on consolidation		-	6,826
10 Share of Minority		17,81,81,447	23,68,58,669
11 Profit/(Loss) for the year (7+8+9+10)		(40,80,39,293)	(10,61,11,035)
12 Earnings per share	34		
(a) Basic		(39.78)	(10.34)
(b) Diluted		(39.78)	(10.34)
(Face value of Rs.10 each)			

See accompanying notes to the financial statements 1 to 40

In terms of our report attached

For and on behalf of the Board

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

V.K. GUPTA
Company Secretary

SHAMMI GUPTA
Managing Director
DIN No. 00006384

O.P. Shroff
Partner
Membership No. 006329

M.K. RASTOGI
GM (Accounts & Finance)

KAMAL KUMAR JAIN
Director
DIN No. 00649522

Place : New Delhi
Date : 30th May 2014

Consolidated Financial Statements



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

Particulars	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
A. Cash Flow from Operating Activities:		
Net Profit Before Tax	(69,74,21,086)	(31,32,41,332)
Adjustments for:		
Depreciation	1,81,12,210	1,79,56,994
Goodwill Written Off	29,30,479	29,30,479
Loss/(Profit) on sale of Investments	(1,24,27,135)	(2,00,58,493)
Preliminary Expenses written off	-	-
Preoperative Expenses written off	-	-
Loss on sale of Fixed assets	-	-
Dimunition in the value of Investments	-	-
Interest income	(41,14,051)	(1,45,69,549)
Borrowing costs	41,49,82,031	43,30,20,724
Interest charges	5,43,23,254	5,54,67,525
Dividend income	(6,30,75,276)	(3,79,70,605)
Operating Profit Before Working Capital Changes	(28,66,89,574)	12,35,35,743
Adjustments for:		
Trade & Other Receivables	(27,57,70,260)	41,75,72,569
Inventories	13,88,99,389	(15,70,89,118)
Trade Payables	2,05,24,94,254	(1,79,85,05,356)
Cash generated from Operations	1,62,89,33,809	(1,41,44,86,162)
Direct Taxes paid	(31,97,654)	(1,83,48,640)
Net Cash from/(Used in) Operating Activities	1,62,57,36,155	(1,43,28,34,802)
B. Cash flow from Investing Activities:		
Purchase of Fixed Assets	(14,94,38,29,668)	(15,69,56,74,928)
Purchase of long term Investments		
- Joint ventures	-	(5,00,00,000)
- Associates	(60,98,007)	(89,77,436)
- Others	(69,56,62,359)	(62,03,10,446)
Capital Reserve received	23,40,73,591	
Proceeds from sale of Fixed Assets	3,76,987	3,14,785
Proceeds from sale of long-term investments		
- Associates	66,51,47,109	-
- Others	35,28,490	-
Proceeds from sale of current investments	3,02,05,861	1,54,66,47,861
Loan given to Subsidiaries	-	-
Interest income	41,14,051	1,45,69,549
Dividend income	46,73,751	40,23,190
Net Cash flow from/(Used in) Investing Activities	(14,70,34,70,194)	(14,80,94,07,425)
C. Cash Flow from Financing Activities:		
Proceeds from long term borrowings	8,97,88,46,928	15,33,17,29,547
Issue proceeds of Share Capital	3,74,60,00,000	12,15,000
Share Application Money received	40,00,00,000	60,00,00,000
Proceeds from short term borrowings	8,41,73,002	(12,42,85,836)
Dividend paid (including taxes thereon)	-	(1,19,22,483)
Other borrowing costs	(41,49,82,031)	(43,30,20,724)
Interest charges	(5,43,23,254)	(5,54,67,525)
Net Cash flow from/(Used in) Financing Activities	12,73,97,14,645	15,30,82,47,979
Net Increase in Cash and Cash Equivalents(A+B+C)	(33,80,19,394)	(93,39,94,248)
Cash and Cash Equivalents as at beginning of the year	73,20,12,130	1,66,59,86,588
Cash and Cash Equivalents related to Subsidiary Companies	-	19,790
Cash and Cash Equivalents as at close of the year	39,39,92,736	73,20,12,130

In terms of our report attached

For and on behalf of the Board

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

V.K. GUPTA
Company Secretary

SHAMMI GUPTA
Managing Director
DIN No. 00006384

O.P. Shroff
Partner
Membership No. 006329

M.K. RASTOGI
GM (Accounts & Finance)

KAMAL KUMAR JAIN
Director
DIN No. 00649522

Place : New Delhi
Date : 30th May 2014

1 BASIS OF CONSOLIDATION

A. Subsidiaries

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

Name of the company	Main Activity	Country of Incorporation	% Equity Capital held by Jindal Photo Limited along with its subsidiaries	
			As at 31.03.2014	As at 31.03.2013
Subsidiary companies				
Jindal Imaging Limited	Photographic Business	India	100	100
Cornet Ventures Limited	Investment	India	100	100
Jindal Photo Imaging Limited	Investment	India	100	100
Jindal India Powertech Limited	Holding shares in power/mining companies	India	51.29	51.29
Step down subsidiary companies				
Jindal India Thermal Power Limited*	Power Generation	India		
Jindal Solar Powertech Limited	Power Generation	India		
Hindustan Powergen Limited	Power Generation	India		
Edward Supply Private Limited	Investment	India		

* On the basis of unaudited financial statements, certified by the management.

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

B. Associates

- i) Investment in Associate has been accounted for under the equity method from the date on which the investee fall within the definition of an associate. On acquisition, as the case may be, the difference between the cost of acquisition and the share of Jindal Photo Limited in the equity of the associate has been described as goodwill or capital reserve and included in the carrying amount of the investment in the associates. The carrying amount in investment is adjusted thereafter for the post acquisition change in the investor share of net assets of the investee. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- ii) There is no investment in associate by Jindal Photo Limited during the year.

C. Joint Venture

Name of Company	Country of Residence	Status	Proportion of ownership interest	
			As at 31.03.2014	As at 31.03.2013
Mandakini Coal Company Limited	India	Audited	33.33%	33.33%

2. SIGNIFICANT ACCOUNTING POLICIES:

a) Method of Accounting

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

b) Tangible Assets

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

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

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

c) Intangible assets :

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

d) Investments

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

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

e) Inventories

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

f) Foreign currency transactions

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

g) Depreciation

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

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

h) Research & Development

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

i) Retirement benefits

i) Short term Employee Benefits

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

ii) Post employment Benefits

a) Defined Contribution Plans

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

b) Defined Benefit Plans

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

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

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

j) Accounting for interest in Joint ventures :-

Interest in Joint ventures are accounted as follows

Type of Joint Venture

Accounting Treatment

Jointly Controlled Entities

i) Integrated Joint Ventures :

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

ii) Incorporated jointly controlled entities

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

k) Miscellaneous expenditure

Preliminary expenses are being proportionately written off in five equal installments starting with the year of commencement of business.

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

l) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense, in

the period in which they are incurred. Capitalisation of borrowing costs ceases when substantially all activities necessary to prepare the qualifying asset for its intended use or sale are complete.

m) Excise & Other Duties

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

n) Claims and benefits

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

o) Revenue recognition

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

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

Interest and dividend income received on fixed deposits and mutual funds respectively during pre-construction period out of borrowed funds have been considered under pre-operative expenses and income received on fixed deposit and mutual funds out of equity funds during pre-construction period have been credited to profit & loss account.

p) Income from Investments/Deposits

Income from Investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax there on being accounted for under

Income tax deducted at source.

q) Revenue from Maintenance contracts

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

r) Product warranties

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

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

s) Leases

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

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

t) Grant & Subsidies

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

u) Taxation

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

v) Earnings per share

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

w) Contingent Liabilities

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

3 SHARE CAPITAL

Particulars	No. of Share		Amount in Rs.	
	AS AT 31.03.2014	AS AT 31.03.2013	AS AT 31.03.2014	AS AT 31.03.2013
AUTHORISED SHARE CAPITAL				
Equity Shares of Rs. 10 each				
At the beginning of the period	1,05,50,000	1,05,50,000	10,55,00,000	10,55,00,000
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	1,05,50,000	1,05,50,000	10,55,00,000	10,55,00,000
Preference Shares of Rs. 10 each				
At the beginning of the period	-	-	-	-
Add: Additions during the period	4,80,00,000	-	48,00,00,000	-
Less: Reduction during the period	-	-	-	-
At the end of the period	4,80,00,000	-	48,00,00,000	-
ISSUED, SUBSCRIBED AND PAID UP				
Equity Shares of Rs. 10 each				
At the beginning of the period	1,02,58,326	1,02,58,326	10,25,83,260	10,25,83,260
Add: Additions during the period	-	-	-	-
Less: Reduction during the period	-	-	-	-
At the end of the period	1,02,58,326	1,02,58,326	10,25,83,260	10,25,83,260
0% Redeemable non convertible Preference Shares of Rs. 10 each				
At the beginning of the period	-	-	-	-
Add: Additions during the period	4,74,00,000	-	47,40,00,000	-
Less: Reduction during the period	-	-	-	-
At the end of the period	4,74,00,000	-	47,40,00,000	-

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

Name of Shareholders	AS AT 31.03.2014		AS AT 31.03.2013	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares				
Consolidated Photo & Finvest Ltd	34,04,661	33.19%	34,04,661	33.19%
Soyuz Trading Company Ltd.	21,06,763	20.54%	21,06,763	20.54%
Rishi Trading Company Ltd.	13,27,269	12.94%	13,27,269	12.94%
Preference Share- RPS Series I				
Jindal Photo Investments Limited	3,50,00,000	73.84%	-	-
Consolidated Finvest & Holdings Ltd	1,24,00,000	26.16%	-	-

3.2 Rights, Preferences and restrictions attached to Share

Equity Share

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

Preference Share

The Company has one class of zero % redeemable non- convertible preference share (RPS Series -I) having value of Rs. 10 each. RPS Series -I shall not carry out any dividend. RPS Series -I shall not carry out any voting right. RPS Series -I shall be redeemed at a premium of 10% with in a period of 10 years.

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

Out of equity issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are Nil.

Out of preference share issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are NIL.

4. RESERVES AND SURPLUS

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
Capital Reserve		
At the beginning of the period	30,00,000	30,00,000
Add: Additions during the period	23,40,73,591	-
Less: Reduction during the period	-	-
At the end of the period	23,70,73,591	30,00,000
Capital Reserve on Consolidation		
At the beginning of the period	9,70,59,176	3,94,79,100
Add: Additions during the period on consolidation	4,12,13,463	5,76,54,360
Less: Reduction during the period	(3,79,76,779)	(74,284)
At the end of the period	10,02,95,860	9,70,59,176
General Reserve		
At the beginning of the period	90,87,22,668	90,87,22,668
Add: Additions during the period	-	-
Less: Reduction during the period	-	-
At the end of the period	90,87,22,668	90,87,22,668

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
Statutory Reserve		
At the beginning of the period	76,565	76,565
Add: Additions during the period	11,05,054	-
Less: Reduction during the period	-	-
At the end of the period	11,81,619	76,565
Surplus / (Deficit) in Statement of Profit and Loss		
At the beginning of the period	1,36,67,98,926	1,47,26,92,649
Add: Profit for the period	(40,80,39,293)	(10,61,11,035)
Less: Amounts transferred to:		
Statutory reserve	11,05,054	76,565
Dividends proposed to be distributed to equity shareholders	-	-
Corporate Tax on Dividends proposed to be distributed to equity shareholders	-	-
Add/(Less): Balance of Loss/(Profit) brought forward from previous year relating to companies ceasing to be associate/subsidiary during the year	-	2,93,877
At the end of the period	95,76,54,579	1,36,67,98,926
	2,20,49,28,317	2,37,56,57,335

5. LONG TERM BORROWINGS

Secured Loans

(a) Optionally Convertible Debentures*	3,00,00,00,000	3,00,00,00,000
(300 Debenture of Face Value of Rs 10,000,000 at an interest rate of 14% p.a payable monthly)		

Term Loan (Secured)

- From banks

a) Rupee Loan *	32,88,76,00,000	25,46,18,00,000
b) Foreign Currency Loan *	6,70,77,38,678	4,32,99,32,173

Others (Unsecured)

- From Body corporates**	-	81,65,17,329
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Total	42,59,53,38,678	33,60,82,49,502
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*i) Secured by pledge of shares of the company by Jindal Poly Investment & Finance Company Ltd.

ii. 300 Optionally convertible Debentures(OCDs) of Rs.100,00,000/- each, subscribed by IFCI Limited carry original coupon rate of interest @14% p.a. payable monthly and redeemable/convertible within 5 years from the date of issue as per term and condition to the issue of debenture agreement.

** a) Secured on a first pari passu charge basis in favour of senior lenders, ECB lenders and on second pari passu charge basis in favour of subordinate lenders on the following assets of 2X600 MW TPP at villiage Derang, Angul, Odisha :-

- mortgage and charge on all immovable properties, both present and future.
- hypothecation of all movable properties and assets, tangible and intangible, both present and future.
- operation cash flow, current assets, receivables and revenues, present and future.

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

Long Term Loans Repayment Schedule

Maturity Profile	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
0-1 Year	1,02,22,00,000	-
1-2 Years	4,42,65,00,000	90,64,00,000
2-3 Years	5,17,51,00,000	4,09,18,50,000
3-4 Years	5,44,47,00,000	4,80,61,00,000
4-5 Years	5,74,80,00,000	5,07,57,00,000
5-6 Years	6,01,76,00,000	5,37,90,00,000
6-7 Years	6,08,50,00,000	5,64,86,00,000
7-8 Years	4,46,74,00,000	5,71,60,00,000
8-9 Years	4,46,74,00,000	4,09,84,00,000
9-10 Years	5,62,56,00,000	4,09,84,00,000
10-11 Years	2,28,00,00,000	5,13,98,00,000
11-12 Years	62,17,00,000	2,14,26,00,000
12-13 Years	-	58,71,50,000
Total	51,38,12,00,000	47,69,00,00,000

- a) There is no default on payment of interest and installments during the year.
- b) Total sanctioned loans Rs.513,812.00 lacs (previous year Rs. 476,900.00 Lacs) is inclusive of ECB Loan of USD 150 million equal to Rs 67,400.00 Lacs and additional loan of Rs.36912.00 lacs (sanctioned during the year, carrying different rate of interest as per terms of agreement. The above repayment schedule is based on sanctioned loans. The Company has taken disbursement till 31.03.2014 of Rs.396,975.38 lacs (previous year Rs. 297,917.32 Lacs) against the above sanctioned loans.
- c) The company has entered into an agreement during the year with its holding company for an unsecured loan of Rs 2,430.00 lacs (previous year Rs NIL), out of which Rs 1,700.00 lacs has been availed. The loans carries an interest rate per annum equal to SBAR plus 3%.The above repayment schedule is based on agreement so entered by the company.
- d) All unsecured loans are payable on demand
- Repayment schedule have been provided as per the Audited/Un-audited balance sheet of the subsidiary companies.

6. DEFERRED TAX LIABILITY/(ASSETS) (NET)

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

	AS AT 31.03.2012 Rs.	Addition on consolidation Rs	Tax effect for the period Rs.	AS AT 31.03.2013 Rs.	Tax effect for the period Rs.	AS AT 31.03.2014 Rs.
Deferred Tax Liabilities						
Fixed assets	2,91,60,286	-	(16,25,809)	3,07,86,095	(2,76,80,55,740)	2,79,88,41,835
Deferred Tax Assets						
43B items	6,34,405	-	(97,702)	7,32,107	7,32,107	-
Disallowances U/s 40(ia)	1,39,030	-	8,344	1,30,686	(26,277)	1,56,963
Carry forward loss	61,89,249	-	-	61,89,249	(2,81,31,36,937)	2,81,93,26,186
Net Deferred Tax Liabilities	2,21,97,602	-	(15,36,451)	2,37,34,053	4,43,75,366	(2,06,41,313)

Deferred Tax Asset in parent company has been recognised only to the extent to which deferred tax liability is appearing in books and in view of uncertainty of the realisation in future years, deferred tax asset of balance amount has not been created in books of account and further in one subsidiary company, deferred tax asset amounting to Rs.5,74,23,739/- on Long Term Capital Loss of Rs 27,87,56,014/- has not been provided for because management is of the view that there is no reasonable certainty that sufficient future taxable income will be available.

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
7. OTHER LONG TERM LIABILITIES		
Unclaimed Dividend	12,62,975	14,67,667
Other Payables	1,60,28,981	2,22,42,481
	<u>1,72,91,956</u>	<u>2,37,10,148</u>
8. LONG TERM PROVISIONS		
Employee Benefits	1,24,70,217	97,89,785
	<u>1,24,70,217</u>	<u>97,89,785</u>
9. SHORT TERM BORROWINGS		
Loan repayable on demand		
From Banks	-	-
Secured *		
From Others Parties		
Unsecured**	44,80,64,187	36,38,91,185
	<u>44,80,64,187</u>	<u>36,38,91,185</u>
* Secured against lien on specified plant & machinery imported /to be imported under foreign letter of credit.		
** Working Capital limits from banks are secured by first charge by way of hypothecation of stocks of raw material semi finished and finished goods and consumable stores, spares and book debts and receivables both present and future ,ranking paripassu with working capital loans sanctioned by other participating banks.		
10. TRADE PAYABLE		
Micro and small enterprises*	-	-
Others	5,34,16,82,204	3,80,57,49,882
	<u>5,34,16,82,204</u>	<u>3,80,57,49,882</u>
* The company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act,2006 and therefore ,disclosure under this act has not been given. The management does not envisage any material impact on the financials in this regard.		
11. OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debts*	10,22,00,000	4,42,00,000
Unclaimed Dividend	1,98,878	2,07,939
Advances from Customers	4,56,13,982	6,57,17,848
Dealers' Security Deposits	83,05,511	1,24,97,140
Other Payables	96,39,53,689	49,13,53,012
	<u>1,12,02,72,060</u>	<u>61,39,75,939</u>
* There is no default on payment of interest and installments during the year.		
Amounts credited to Investor Education and Protection Fund-Rs. 207,771/- (Previous Year Rs.25,34,688)		
12. SHORT TERMS PROVISIONS		
Provision for employees benefits	49,41,713	24,00,255
Proposed Dividend	-	-
Tax on Dividend	-	-
Provision for Taxation	11,50,86,976	11,65,47,022
Wealth tax Provisions	1,34,000	1,92,800
Warranty Provisions	16,41,331	4,86,852
Provision for Excise Duty on Finished Goods	2,34,68,828	2,07,57,072
	<u>14,52,72,848</u>	<u>14,03,84,001</u>

13 FIXED ASSETS

(Amount in Rs.)

	Particular	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		UP TO 01.04.2013	ADDITIONS	SALE/ ADJUST- MENT	AS AT 31.03.2014	UP TO 01.04.2013	DEDUC- TION/ ADJUST- MENTS	FOR THE YEAR	UP TO 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
13(a)	TANGIBLE ASSETS										
	LAND -Free hold	32,57,61,774	20,66,65,674	-	53,24,27,448	-	-	-	-	53,24,27,448	32,57,61,774
	-Leasehold	81,88,08,859	16,39,84,105	-	98,27,92,964	3,42,38,515	-	1,03,59,044	4,45,97,559	93,81,95,405	78,45,70,344
	BUILDINGS *	18,50,36,951	1,81,22,76,525	-	1,99,73,13,476	6,87,45,589	-	62,91,356	7,50,36,945	1,92,22,76,531	11,62,91,362
	RESIDENTIAL BUILDING	4,34,89,180	2,95,37,750	-	30,26,930	95,26,779	-	10,74,260	1,06,01,039	6,24,25,891	3,39,62,401
	ROADS/DRAINS, ETC.	-	97,69,84,937	-	97,69,84,937	-	-	43,630	43,630	97,69,41,307	-
	TEMPORARY STRUCTURES	-	2,80,92,105	-	2,80,92,105	-	-	76,965	76,965	2,80,15,140	-
	PLANT & MACHINERY	34,56,01,800	32,65,42,79,125	22,43,751	32,99,76,37,174	24,57,68,899	18,68,415	1,76,73,460	26,15,73,944	32,73,60,63,230	9,98,32,901
	OFFICE EQUIPMENT	1,91,14,716	81,81,995	-	2,72,96,711	56,62,907	-	12,30,663	68,93,570	2,04,03,141	1,34,51,809
	FURNITURE & FIXTURES	1,44,62,841	16,00,730	-	1,60,63,571	91,10,483	-	10,82,581	1,01,93,064	58,70,507	53,52,358
	VEHICLES	2,62,78,434	62,49,314	13,26,845	3,12,00,903	87,07,208	3,49,268	25,50,905	1,09,08,845	2,02,92,058	1,75,71,226
	TOTAL (a)	1,77,85,54,555	35,88,78,52,260	35,70,596	37,66,28,36,219	38,17,60,380	22,17,683	4,03,82,864	41,99,25,561	37,24,29,10,658	1,39,67,94,175
	PREVIOUS YEAR	1,70,60,81,047	7,72,75,970	48,02,462	1,77,85,54,555	35,21,63,102	28,87,623	3,24,84,901	38,17,60,380	1,39,67,94,175	1,35,39,17,945
* Includes Rs.2500 being cost of shares in a co-operative society. During the year Rs. 2,38,78,190/- (Previous Year Rs. 1,60,96,575/-) had been considered in Preoperative exepnses.											
13(b)	INTANGIBLE ASSETS										
	GOODWILL ON CONSOLIDATION	1,45,22,394	-	-	1,45,22,394	31,90,479	-	29,30,479	61,20,958	84,01,436	1,13,31,915
	COMPUTER SOFTWARE	98,45,078	73,50,000	-	1,71,95,078	35,93,847	-	16,61,053	52,54,900	1,19,40,178	62,51,231
	BRAND/ TRADEMARK	1,20,700	-	-	1,20,700	71,520	-	12,070	83,590	37,110	49,180
	TOTAL (b)	2,44,88,172	73,50,000	-	3,18,38,172	68,55,846	-	46,03,602	1,14,59,448	2,03,78,724	1,76,32,326
	PREVIOUS YEAR	2,43,97,805	90,367	-	2,44,88,172	23,56,699	-	44,99,147	68,55,846	1,76,32,326	2,20,41,106

14. CAPITAL WORK IN PROGRESS

Particulars	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
Project under Implementation		
- Assets under Construction	15,61,72,29,439	32,75,24,31,056
- Preoperative Expenses *	3,40,11,03,786	7,19,96,39,054
Others	1,53,643	69,643
Total	19,01,84,86,868	39,95,21,39,753

*The Company commissioned Unit-1 (600 MW) of its project on 31st March,2014 and is expecting to stabilize the operations during the F.Y. 2014-2015 along with the commencement of Commercial Operations. Development expenses (Expenditure during the Construction Period) as per details given below has been capitalized along with Building and Plant & Machinery of Unit-1.

* Statement of Pre-Operative expenses (expenditure during the construction period) - pending allocation

Consolidated Financial Statements

(Amount in Rs.)			
PARTICULARS	Opening Balance	Incurred during the year	Pending allocation as at 31.03.2014
Personnel expenses (a)			
Salaries, Wages, Allowances and Bonus	63,47,37,719	43,90,89,725	1,07,38,27,444
Gratuity	1,04,31,059	31,41,111	1,35,72,170
Contribution towards Provident Fund	60,54,291	28,44,575	88,98,866
Staff Welfare	2,75,71,637	1,65,54,188	4,41,25,825
Staff Recruitment expenses	7,04,96,694	3,63,65,735	10,68,62,429
Sub Total	74,92,91,400	49,79,95,334	1,24,72,86,734
Administrative and Other expenses (b)			
Rent	4,16,33,696	1,06,16,802	5,22,50,498
Rates Taxes and Fees	3,41,89,022	56,33,747	3,98,22,769
Electricity & Water Charges	66,68,747	13,65,23,365	14,31,92,112
Travelling & Conveyance	7,90,48,199	4,26,28,467	12,16,76,666
Communication expenses	1,50,32,869	53,75,864	2,04,08,734
Printing & Stationery	73,62,116	23,28,974	96,91,091
Consultancy & Professional Charges	43,28,52,299	8,47,77,092	51,76,29,391
Repairs & Maintenance -Others	9,67,68,940	8,68,09,705	18,35,78,645
Advertisement & Publicity	36,51,349	3,63,102	40,14,451
Business Promotion expenses	63,42,680	11,76,030	75,18,710
Meeting and Training expenses	20,98,628	3,78,064	24,76,692
Charity & Donation	22,98,348	11,48,156	34,46,504
Corporate Social Welfare	1,18,39,666	75,33,707	1,93,73,373
Miscellaneous expenses	7,62,98,830	6,45,19,974	14,08,18,804
Loss on sale of Mutual Fund	8,57,817	(4,06,325)	4,51,492
Testing & Commissioning Expenses	-	17,19,28,062	17,19,28,062
Foreign Exchange Fluctuation	-	5,99,40,054	5,99,40,054
Audit Fees	19,00,284	5,99,178	24,99,462
Sub Total	81,88,43,491	68,18,74,019	1,50,07,17,510
Interest & Financial Charges (c)			
Finance Procurement Charges	66,34,78,091	5,46,93,011	71,81,71,102
Bank Charges	14,18,02,701	3,26,22,368	17,44,25,069
Interest - Term Loan	4,19,70,71,545	4,17,94,51,559	8,37,65,23,104
- Buyers Credit	3,46,86,679	-	3,46,86,679
- Bills Discounting	44,05,30,346	6,56,09,710	50,61,40,056
- ECB	29,92,27,678	41,11,36,450	71,03,64,128
- others	88,496	-	88,496
Sub Total	5,77,68,85,535	4,74,35,13,098	10,52,03,98,634
Depreciation	5,29,88,596	1,88,83,688	7,18,72,284
Sub Total	5,29,88,596	1,88,83,688	7,18,72,284
Taxation			
- Previous year Tax	63,114	-	63,114
- Fringe Benefit Tax	12,12,000	-	12,12,000
- Wealth Tax	2,56,147	-	2,56,147
Total A	7,39,95,40,283	5,94,22,66,140	13,34,18,06,422

(Amount in Rs.)			
PARTICULARS	Opening Balance	Incurred during the year	Pending allocation as at 31.03.2014
Less :			
Profit on Sale of Assets	3,178	-	3,178
Interest from Banks	6,20,16,171	1,93,15,374	8,13,31,545
Dividend Income	13,13,90,000	4,06,77,252	17,20,67,252
Interest from Others	64,91,880	19,71,315	84,63,195
Total B	19,99,01,229	6,19,63,941	26,18,65,170
Total A-B	7,19,96,39,054	5,88,03,02,199	13,07,99,41,252
Less : Amount Capitalised during the year			9,67,88,37,466
Net Pending for allocation			3,40,11,03,786

PARTICULARS	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
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14.1 As per Accounting Standard 15 " Employee Benefits", the disclosures of Employee benefits as defined in the accounting standard are given below:

Particulars

- i) During the year, the following contributions have been made under defined contribution plans

Employer's Contribution to Provident fund	17,12,437	14,76,504
Employer's Contribution to Employee Pension Scheme	8,25,581	6,50,513

- ii) Leave encashment expense 34,08,925 16,64,883
The liability of leave encashment (non-funded) - -

iii) Defined Benefit Plan

The Present value of obligation for gratuity is determined based on actuarial valuation using the Projected Unit Credit Method, Which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Reconciliation of opening and closing balances of defined benefit obligation for Gratuity (non funded)

Current service cost	50,93,109	45,73,717
Interest cost	8,34,485	6,00,812
Actuarial (gain)/Loss	(27,82,174)	(22,53,614)
Benefits Paid	10,60,615	-
Settlement Cost	-	-
Defined benefit obligation at the beginning of the year	1,04,31,059	75,10,144
Reconciliation of fair value of assets and obligations		
Amount recognized in Balance Sheet	1,25,15,864	1,04,31,059
Expense recognized during the year		
Interest cost	8,34,485	6,00,812
Actuarial (gain)/loss	(27,82,174)	(22,53,614)
Net Cost	31,45,420	29,20,915

Actuarial Assumptions		
Future salary increase (Per annum)	6.00%	5.50%

The estimates of rate of future salary increase takes account of inflation, seniority, promotion and other relevant factors on long-term basis. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of liability. The above information is certified by the actuary.

PARTICULARS	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
14.2 Operating Leases		
The Company has taken certain premises on cancellable/non cancellable Operating lease arrangements :		
i) Major terms of the agreement are as under		
Annual Lease rent	49,23,656	44,99,704
Tenure of Lease	11 months to 3 years	11 months to 3 years
Lease Deposit	3,07,200	2,53,200
ii) Total of Future Minimum lease payments under non-cancellable operating lease for each of the period are as under:		
A) Not later than 1 year	-	5,18,520
B) Later than 1 year and not later than 5 years	-	1,50,000
C) Later than 5 years	-	-
14.3. Details of Auditor Remuneration:		
Audit Fees	5,50,000	5,00,000
Payment for other services	50,000	43,000
Total	6,00,000	5,43,000

15. NON CURRENT INVESTMENT

	FACE VALUE Rs.	AS AT 31.03.2014 SHARES/UNITS Nos.	AS AT 31.03.2013 SHARES/UNITS Nos.	AS AT 31.03.2014 Amount Rs.	AS AT 31.03.2013 Amount Rs.
NON-TRADE (AT COST)					
EQUITY SHARES-(QUOTED)-FULLY PAID					
Coal India Limited	10	-	14,402	-	35,28,490
EQUITY SHARES-(UNQUOTED)-FULLY PAID					
In Joint Venture Company					
Mandakini Coal Company Limited *	10	3,93,00,000	3,93,00,000		
Original Cost(Including capital reserve/Goodwill of Rs.Nil)				39,30,00,000	39,30,00,000
Less: Loss from Associate at the beginning of the year				73,61,850	46,94,322
Less: Loss from Joint Venture for the year				15,69,614	26,67,528
				38,40,68,536	38,56,38,150
In Others					
Consolidated Green Finvest Private Limited	10	231490	2,31,490	11,08,49,900	11,08,49,900
Rexor Holding	Euro 1	1372320	1372320	2,08,15,965	2,08,15,965
Sub Total (A)				51,57,34,401	52,08,32,505

	FACE VALUE Rs.	AS AT 31.03.2014 SHARES/UNITS Nos.	AS AT 31.03.2013 SHARES/UNITS Nos.	AS AT 31.03.2014 Amount Rs.	AS AT 31.03.2013 Amount Rs.
Less:- Provision for Diminution in value of Investments				-	-
Sub Total (B)				-	-
Grand Total (A-B)				51,57,34,401	52,08,32,505
*Out of above 20043000 shares pledged with lender of Mandakni Coal company Ltd. against loan taken by that Company.					
Aggregate value of Quoted Investments				-	35,28,490
Aggregate value of Unquoted Investments				51,57,34,401	51,73,04,015
Total				51,57,34,401	52,08,32,505
Aggregate Market value of Quoted Investments				-	44,52,378

		AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
16. LONG TERM LOANS & ADVANCES			
(Unsecured-considered good)			
Capital Advances		11,21,15,059	24,25,34,867
Security Deposits		19,09,11,715	3,24,88,264
Other Recoverables		23,46,42,624	23,89,70,732
Unsecured-considered doubtful			
Other Recoverables		-	-
Less: Provision for doubtful advances		-	-
		53,76,69,398	51,39,93,863
17. OTHER NON CURRENT ASSETS			
Miscellaneous Expenditure *		32,35,913	40,44,891
		32,35,913	40,44,891
* Miscellaneous Expenditure (to the extent not written off or adjusted)			
A. Preliminary Expenses			
- As per last Balance Sheet		2,91,320	2,91,320
Less: Amortised during the year		58,264	-
		2,33,056	2,91,320
B. Pre IPO Expenses			
- As per last Balance Sheet		37,53,571	37,53,571
Less: Amortised during the year		7,50,714	-
		30,02,857	37,53,571
Total (A+B)		32,35,913	40,44,891

18. CURRENT INVESTMENTS

Particulars	As at 31.03.2014 No. of Units	As at 31.03.2013 No. of Units	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Units-Unquoted				
In Mutual Funds				
Reliance Money Manager Fund-Growth plan	38,532	62,917	6,18,21,254	10,00,00,000
UTI Treasury Advantage Fund-Institutional Plan	69,312	31,774	11,86,93,996	5,00,00,000
Templeton India Ultra Short Bond Fund Institutional Plan Daily Dividend	1,18,23,335	-	11,86,11,822	-
SBI -SHF -Ultra Short Term Fund Institutional Plan-Weekly dividend	-	2,974	-	29,90,505
Templeton India Ultra Short Bond Fund Super Institutional Plan Weekly Dividend	45,87,214	42,60,647	4,63,66,043	4,30,71,957
SBI -SHF -Ultra Short Term Fund Institutional Plan-Weekly dividend	-	3,69,803	-	37,38,85,939
DWS Ultra Short Term Fund -Institutional Plan Daily Dividend	-	52,12,840	-	5,22,21,696
ICICI Prudential Flexible Income Plan Premium-Daily Dividend	59,540	20,71,050	62,95,404	21,89,82,414
Templeton India Ultra Short Bond Fund Super Institutional Plan-Daily Divid	-	1,40,16,033	-	14,04,07,306
Birla sun life Cash Manager-IP-Daily Dividend	11,876	16,57,925	11,91,047	16,59,49,385
UTI Treasury Advantage Fund-Institutional Plan	3,174	1,30,440	31,81,291	13,04,68,078
JPMORGAN INDIA TREASURY FUND	22,03,127	1,44,02,621	2,20,50,855	14,41,54,395
LF-47SBI ULTRA Short Term Debt Fund	10,49,062	-	1,05,06,51,623	-
Reliance Money Manager Fund	33,783	-	3,38,38,894	-
HDFC Floating Rate Income Fund	33,791	-	36,87,784	-
IDFC Ultra Short Term Fund Daily Divd.	26,84,620	-	2,68,79,708	-
	<u>2,25,97,366</u>	<u>4,22,19,024</u>	<u>1,49,32,69,721</u>	<u>1,42,21,31,675</u>
Net Assets Value of Investments in Mutual Funds			1,50,25,18,059	1,42,24,46,181

AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
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19. INVENTORIES

Raw Material *	19,32,90,453	19,64,47,411
Stock in Progress	20,02,447	52,05,339
Finished Good		
Manufacturing Product **	24,30,89,011	23,33,27,268
Trading Products	5,74,03,678	12,18,88,890
Store & Packing Materials ***	2,01,25,566	2,19,66,444
	<u>51,59,11,155</u>	<u>57,88,35,352</u>

*Includes in transit Rs. NIL Previous year Rs. 20,967,400

**Includes in transit Rs. 3,552,496 Previous year Rs. 3,676,099

***Includes in transit Rs. NIL Previous year Rs. 774,108

Consolidated Financial Statements



	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
20. TRADE RECEIVABLES		
(Unsecured Considered Good unless otherwise stated)		
Debts outstanding for a period exceeding six months*	90,07,169	90,50,030
Others	11,78,78,733	7,14,74,642
	<u>12,68,85,902</u>	<u>8,05,24,672</u>
*Sundry Debtors include Rs.4,606,143 (previous year Rs.2,275,137) under litigation, against which legal cases are pending in various Courts for recovery. The same are considered good and realisable in the opinion of the management.		
21. CASH AND CASH EQUIVALENTS		
Cash in hand	44,89,408	30,56,598
Bank balances with scheduled banks:		
In Current Accounts	9,99,43,939	42,19,49,995
In Cash Credit Accounts	5,44,06,878	5,68,84,711
In Fixed Deposit Accounts exceeding 12 months	5,31,762	5,00,654
Held as Margin/In Fixed Deposit Accounts *	23,46,20,749	24,96,20,172
	<u>39,39,92,736</u>	<u>73,20,12,130</u>
* Maturity within one year Rs. 11,84,01,091.60 (previous year Rs.Nil)		
22. SHORT TERM LOAN AND ADVANCES		
(Unsecured Considered Good unless otherwise stated)		
Loan & Advances to employees		
Loan & Advances to Subsidiaries		
Considered good	-	-
Considered doubtful	18,94,705	18,94,705
	<u>18,94,705</u>	<u>18,94,705</u>
Less: Provision for doubtful advances	18,94,705	-
	<u>18,94,705</u>	<u>18,94,705</u>
Loan & Advances - Joint Ventures	1,20,14,203	-
Loan & Advances to others	28,05,25,614	6,73,65,357
Advance tax	12,74,50,575	23,12,05,886
Security deposit	67,25,767	86,12,880
Balance with Government Authorities	47,21,76,021	42,36,36,956
Advance to Vendors	3,00,49,479	5,97,87,668
Share Application Money paid	6,17,50,000	6,17,50,000
Employees Loan & Advances	20,13,975	20,49,559
	<u>99,27,05,634</u>	<u>85,44,08,306</u>
23. OTHER CURRENT ASSETS		
Interest Accrued	7,53,616	3,79,279
MAT Credit Entitlement	7,15,00,728	-
Other current assets	1,53,49,373	2,42,34,728
	<u>8,76,03,717</u>	<u>2,46,14,007</u>

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

	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
24. CONTINGENT LIABILITIES AND COMMITMENTS		
a) Contingent Liabilities		
i) Outstanding Bank Guarantee	80,24,13,852	62,96,17,077
ii) Foreign letters of credit outstanding	36,30,38,011	46,02,71,413
iii) Sales Tax demands disputed in appeals	3,03,75,922	3,20,29,049
iv) Corporate Guarantee given on behalf of joint venture company Mandakini Coal Company Ltd.	86,92,66,667	86,92,66,667
v) Outstanding Letters of Credit For Capital Goods	1,68,82,71,135	84,59,38,238
vi) Claims against company not acknowledged as debts	-	-
vii) Disputed demand of entry tax for which the company has preferred appeal	36,39,08,572	31,02,78,758
viii) Disputed demand of royalty for which the company has preferred appeal	3,82,43,026	4,76,53,426
ix) Income Tax demands disputed in appeals	15,68,49,848	-
b) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	8,27,12,12,979	13,02,87,44,953

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

	YEAR ENDED 31.03.2014 Rs.	YEAR ENDED 31.03.2013 Rs.
26. REVENUE FROM OPERATION		
SALE OF PRODUCT		
A. MANUFACTURED GOODS		
Photosensitised Goods	3,61,16,43,339	4,59,15,73,727
Others	61,58,367	2,77,19,822
B. TRADED GOODS		
Photo Equipment & Others	31,18,32,928	59,14,40,716
Income from services	89,71,323	96,235
	<u>3,93,86,05,957</u>	<u>5,21,08,30,500</u>
Less: Excise Duty	39,84,90,356	51,10,44,978
Total	<u>3,54,01,15,601</u>	<u>4,69,97,85,522</u>
27. OTHER INCOME		
Interest received		
- from banks *	7,95,168	1,01,40,119
- from others **	16,96,255	38,93,930
Dividend received ***	6,30,75,276	3,79,70,605
Income from sale of Investments (Net) ****	1,24,27,692	2,00,82,989
Claim received	10,14,931	10,70,970
Rent Received	7,28,000	7,26,000
Profit on sale of fixed assets (Net)	-	-
Miscellaneous Receipts	4,92,129	1,25,896
Excess Provision/Liabilities no longer required written back (Net)	49,47,504	94,69,184
	<u>8,51,76,955</u>	<u>8,34,79,693</u>

	YEAR ENDED 31.03.2014 Rs.	YEAR ENDED 31.03.2013 Rs.
27.1 The company has given certain premises on cancelable/non-cancelable operating lease arrangements:		
In respect of parent company		
a) Major term of agreement are as under		
Lease receipts recognized in the statement of profit & loss	7,28,000	7,26,000
Tenure of Lease	1 year & 2 year	1 year & 2 year
Lease deposit	-	-
b) The Total of Future Minimum lease payment to be received under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1 Year	2,28,000	7,26,000
ii) Later Than 1 Year and not later than 5 Years	1,88,000	-
iii) Later Than 5 years	-	-
*Includes Tax Deducted at Source of Rs. 67,922 (Previous year Rs.48,308)		
**Includes Tax Deducted at Source of Rs. 1,578 (Previous year Rs.6,461)		
***Includes Dividend from Current Investments Rs. NIL (Previous year Rs 210,946)		
****Includes Income from Current Investments Rs.11,569,834 (Previous year Rs.995,347)		
28. COST OF MATERIALS CONSUMED		
At the beginning of the period	19,64,47,411	15,47,69,095
Add : Purchases during the year	2,87,90,43,063	3,73,57,05,707
	3,07,54,90,474	3,89,04,74,802
Less: Consumed for Trial Run	17,19,28,062	-
At the end of the period	19,32,90,453	19,64,47,411
Raw Material consumed	2,71,02,71,959	3,69,40,27,391
Consumption of raw materials consumed includes material used for generating power utilized for captive consumption.		
29. CHANGES IN INVENTORIES		
OPENING STOCK :		
Finished Goods -Manufactured	23,33,27,268	16,34,72,377
- Traded	12,18,88,890	7,66,56,736
Work in progress	52,05,339	54,42,637
	36,04,21,497	24,55,71,750
CLOSING STOCK :		
Finished Goods -Manufactured	24,30,89,011	23,33,27,268
- Traded	5,74,03,678	12,18,88,890
Work in progress	20,02,447	52,05,339
	30,24,95,136	36,04,21,497
(Increase)/Decrease in stocks	5,79,26,361	(11,48,49,747)
Excise duty on stock finished goods (net)	27,11,756	1,02,09,405
(Increase)/Decrease in stocks (Net)	6,06,38,117	(10,46,40,342)

	YEAR ENDED 31.03.2014 Rs.	YEAR ENDED 31.03.2013 Rs.
30. EMPLOYEE BENEFITS EXPENSE		
Salary, Wages, Allowances and Bonus	6,75,32,676	6,09,42,374
Directors' Remuneration	45,73,210	42,80,200
Gratuity	25,47,896	22,60,511
Contribution towards Provident and other Funds	18,83,141	17,57,145
Staff Welfare	45,49,677	44,68,298
Staff training and recruitment expenses	49,885	-
	8,11,36,485	7,37,08,528
30.1 During the year, the following contributions have been made under defined contribution plans.		
Employer's Contribution to provident Fund	5,77,933	5,27,954
Employer's Contribution to Employees Pension Scheme	10,76,003	10,15,490
30.2 Liability for leave encashment (Non-funded)	10,37,818	13,01,290
30.3 Reconciliation of opening and Closing balances of defined benefit obligation for Gratuity (funded)		
Defined benefit obligation at the beginning of the year	1,85,95,038	1,51,28,590
Current service cost	15,88,669	15,19,149
Interest cost	14,87,603	12,10,287
Actuarial (gain)/Loss on obligation	7,92,197	8,91,728
Benefits Paid	(17,57,514)	(1,54,716)
Defined benefit obligation at the end of the year	2,07,05,993	1,85,95,038
Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at the beginning of the year	1,81,70,050	1,50,91,663
Expected return on plan assets	16,80,730	13,95,979
Employers' Contributions	21,49,578	17,75,683
Benefits paid	(17,57,514)	(1,54,716)
Actuarial gain/(loss) on plan assets	(35,074)	61,441
Fair value of plan assets at the end of the year	2,02,07,770	1,81,70,050
Actual return on plan asset	16,45,656	14,57,420
Reconciliation of Fair value of assets and obligations		
Fair value of plan assets	2,02,07,770	1,81,70,050
Present value of obligation	2,07,05,993	1,85,95,038
Amount recognised in Balance Sheet	(4,98,223)	(4,24,988)
Expense recognised during the year		
Current service cost	15,88,669	15,19,149
Interest cost	14,87,603	12,10,287
Expected Return on Plan Assets	(16,80,730)	(13,95,979)
Actuarial (gain)/loss recognised in the period	8,27,271	8,30,287
Net Cost	22,22,813	21,63,744
Actuarial assumptions		
Mortality Table (LIC)	1994-96 (duly modified)	1994-96 (duly modified)
Discount rate (per annum)	8.50%	8.00%
Rate of Increase in Salaries	6.00%	5.50%
Expected rate of return on plan assets	9.25%	9.25%

Consolidated Financial Statements



	YEAR ENDED 31.03.2014 Rs.	YEAR ENDED 31.03.2013 Rs.
31. FINANCE COSTS		
Interest Paid		
-On Term Loans	73,95,758	-
-On ECB	5,38,328	-
-On Working Capital Loans	1,09,66,982	76,26,954
-On Others	44,82,19,270	47,00,60,907
Other Borrowing costs	75,575	844
Bank Charges & Commission	1,02,48,793	1,02,68,437
	<u>47,74,44,706</u>	<u>48,79,57,142</u>
32. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation	2,31,60,241	1,79,44,924
Amortization of intangible assets	29,42,549	29,42,549
	<u>2,61,02,790</u>	<u>2,08,87,473</u>
33. OTHER EXPENSES		
Stores, Spare Parts consumed	19,63,049	33,86,245
Packing Material consumed	11,13,69,504	14,26,92,344
Power & Fuel	78,21,031	77,05,384
Rent*	1,00,98,192	96,39,754
Rates, Taxes & Fees	16,67,209	7,97,692
Insurance	36,11,536	43,17,042
Legal & Professional charges	1,58,39,610	82,31,122
Repairs & maintenance		
- Building	-	2,84,148
- Others	1,19,081	-
Loss on sale/discard of fixed assets	1,31,691	93,829
Commission	1,45,99,067	1,48,36,271
Rebate & Discounts	16,40,63,759	11,83,98,321
Installation & Service Charges	77,77,729	39,61,852
Exchange Fluctuation	11,55,19,000	49,85,646
Prior Period adjustments	17,47,190	-
Provision for diminution in value of Investments	-	-
Preliminary expenses written off	8,08,979	-
Miscellaneous expenses**	9,47,79,858	9,33,41,174
	<u>55,19,16,485</u>	<u>41,26,70,824</u>

* Includes lease rent

(a) The company has taken certain premises on cancelable/non cancelable operating lease arrangements:

In respect of parent company

a) Major term of agreement are as under

Particulars

Lease payments recognized in the statement of profit & loss	99,71,268	95,27,394
Tenure of Lease	11 month, 2 year, 3 year & 5 year	11 month, 2 year, 3 year & 5 Year
Lease deposit	29,40,038	29,40,038

	YEAR ENDED 31.03.2014 Rs.	YEAR ENDED 31.03.2013 Rs.
(b) The Total of Future Minimum lease payment under non-cancelable operating lease for each of the following period are as under		
i) Not later than 1 Year	48,85,398	18,63,106
ii) Later Than 1 Year and not later than 5 Years	15,29,295	82,23,765
iii) Later Than 5 years	-	-
** Miscellaneous expenses includes:		
Auditors' Remuneration		
As Audit Fees	3,89,280	3,69,280
As Limited Review Fees	45,000	60,000
As Tax Audit Fees	60,000	60,000
For other Services	52,136	2,19,636
As Certification Fees	25,000	70,500
	<u>5,71,416</u>	<u>7,79,416</u>

34. Earnings per share (EPS)

Basic/Dilluted Earning Per Share

Net Profit/(Loss) for the year (Rs.)	(40,80,39,293)	(10,61,11,035)
No. of equity shares at the beginning of year	1,02,58,326	1,02,58,326
Basic/Dilluted Earning Per Share (Rs.)	(39.78)	(10.34)

35. Impairment of assets

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

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

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

	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
37 Warranty Provisions		
Opening balance	4,86,852	4,86,852
Amount provided during the year	16,20,044	-
Amount used during the year	4,65,565	-
Amount written off	-	-
Closing Balance	16,41,331	4,86,852

- 38** The Company had set up three independent manufacturing units at Union Territory of Dadra & Nagar Haveli, which is a notified backward area. The Union territory of Dadra & Nagar Haveli, in order to accelerate the Industrial development and increasing employment opportunities, issued in public interest, Notifications dated 4.01.1984 and dated 31.12.1999, whereby units manufacturing and selling goods in that state were granted exemption from sales tax. Accordingly, the Asstt. Commissioner of Sales tax, Dadra & Nagar Haveli issued certificate of exemption from sales tax dated 8.03.2002 for PPD Unit in favour of the compny, which is valid for a period of 15 years commencing from 14.04.2001 to 13.04.2016.

Till 31st March, 2013, as per accounting policy followed by the company, the amount of sales was shown under the head "Revenue from operation" forming part of sales. During the year, in view of legal opinion taken from experts and as per AS-12 such benefit are in nature of capital receipt and is credited to capital reserve instead of operational income.

- (i) Accordingly, during the year, amount of benefit under the above said scheme amounting to Rs. 23,40.74 lacs has been credited to capital reserve and not forming part of "Revenue from operations". Due to change in above accounting policy (as per AS-5), the sales and profit figures for the year are lower by the same and not comparable with corresponding figures to that extent.
- (ii) Accounts of 31st March, 2013, were prepared considering such benefit as revenue receipt and income tax provision was provided at normal rate. After taking legal opinion, company filed income tax return claiming such benefit of Rs. 3687.97 lacs as exempted income and tax liability was offered as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 190.08 lacs and claimed business loss of Rs. 2720.63 lacs. Due to claiming such benefit at the time of filing the income tax return for assessment year 2013-14, now on finalization of accounts of 31 st March, 2014 necessary effect has been given by creating MAT credit entitlement by Rs. 190.08 lacs. Further, business loss of Rs. 2720.63 lacs has been considered for computation of deferred tax for the year.
- (iii) Accounts of 31st March, 2012, were prepared considering such benefit as revenue receipt and income tax was provided and paid at normal rate. After taking legal opinion, company filed revised income tax return claiming such benefit of Rs. 2687.35 lacs as exempted income and tax liability was revised as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 498.44 lacs and claimed business loss of Rs. 148.21 lacs. Due to claiming such benefit at the time of filing the revised income tax return for assessment year 2012-13, now on finalization of accounts of 31 st March, 2014 necessary effect has been given by creating MAT credit entitlement by Rs. 498.44 lacs. Further, business loss of Rs. 148.21 lacs has been considered for computation of deferred tax for the year.
- (iv) Accounts of financial years 2005-06 to 2010-11 were prepared considering such benefit as revenue receipt and income tax was provided and paid at normal rate for respective year. The assessment of financial year 2005-06 to 2010-11 for which assessment proceedings u/s 153A is in progress, company filed revised income tax computations for such financial years claiming benefit of Rs. 11288.57 lacs as exempted income and tax liability was revised as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 2278.70 lacs. As the claim is for the years for which normal revised return could not be filed, the effect of such claim of benefit is not considered and necessary effective entries will be passed on finality of the assessment. Yearwise detail is as under:

(Rs. in lacs)		
Asstt. Year	Sales Tax benefit	MAT as per revised computation
2006-07	1,791.14	-
2007-08	1,959.81	384.40
2008-09	2,041.00	636.32
2009-10	1,823.49	421.91
2010-11	1,765.66	322.28
2011-12	1,907.46	513.78
Total	11,288.57	2,278.70

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

40 Figures have been rounded off to the nearest rupee.

In terms of our report attached

For B.K. Shroff & Co.
Chartered Accountants
Firm Registration No. 302166E

O.P. Shroff
Partner
Membership No. 006329
Place : New Delhi
Date : 30th May 2014

V.K. GUPTA
Company Secretary

M.K. RASTOGI
GM (Accounts & Finance)

For and on behalf of the Board

SHAMMI GUPTA
Managing Director
DIN No. 00006384

KAMAL KUMAR JAIN
Director
DIN No. 00649522

FINANCIAL INFORMATION OF THE SUBSIDIARY COMPANIES AS AT 31ST MARCH, 2014 AS REQUIRED BY GOVERNMENT OF INDIA MINISTRY OF CORPORATE AFFAIRS, VIDE CIRCULAR NO. 2/2011 DATED 8TH FEBRUARY 2011.

(Rs in Lacs)

S. No.	Name of Subsidiary	Jindal Imaging Ltd.	Cornet Ventures Ltd.	Jindal Solar Powertech Ltd.	Jindal Photo Imaging Ltd. (Formally known as Jindal Photo Investments and Finance Ltd.)	Jindal India Powertech Ltd.	Jindal India Thermal Power Ltd. (Unaudited figures S.No. (a)- (j))	Edward Supply Pvt. Ltd.	Hindustan Powergen Ltd.
(a)	Share Capital	10.00	27.15	5.00	5.00	82467	125977	121.55	237.02
(b)	Reserves	NIL	1078.25	NIL	NIL	NIL	3620	1068.27	NIL
(c)	Total Assets	0.76	1465.84	4.06	1.68	114104	584415	1194.23	127.86
(d)	Total Liabilities	0.76	1465.84	4.06	1.68	114104	584415	1194.23	127.86
(e)	Details of Investment (Except investment in the subsidiaries)	NIL	1316.66	NIL	NIL	NIL	11957	1186.12	NIL
(f)	Turnover	NIL	0.25	NIL	NIL	105	586	62.59	NIL
(g)	Profit/ (Loss) Before Taxation	(1.44)	(0.59)	(0.18)	(0.33)	(4112.11)	379	59.34	(30.74)
(h)	Provision for taxation	NIL	NIL	NIL	NIL	0.65	(206)	4.09	NIL
(i)	Profit / (Loss) After taxation	(1.44)	(0.59)	(0.18)	(0.33)	(4112.76)	585	55.25	(30.74)
(j)	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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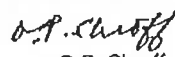
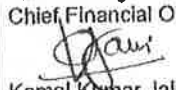
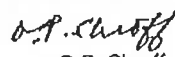
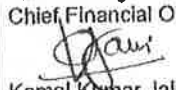
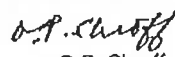
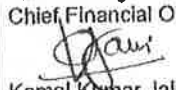


JINDAL PHOTO LTD.

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

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Jindal Photo Limited														
2.	Annual Financial Statements for the year ended	31 st March, 2014														
3.	Type of Audit observation	Unqualified Matter of Emphasis: As below a) Note 5 to the financial statements relating to the non-recognition of Deferred Tax Asset of Rs.1692.14 lacs (Rs. Nil upto 31.03.2013) in accounts up to 31.03.2014, based on future profitability projection made by the management. However, we are unable to express any opinion on the above projections and their consequential impact, if any, on such DTA. b) Note 37(i) to the financial statements relating to change in method of accounting of 'Revenue from Operation' forming part of sales from recognizing sales at gross of exempted VAT to net of exempted VAT being in nature of capital receipt. Had it not been done sales would have been higher by Rs.2340.74 lacs and capital reserve would have been lower by Rs. 2340.74 lacs resulting in profit after tax would have been higher by Rs. 2340.74 lacs. c) (i) The company has claimed additional benefit in respect of exempted sales tax of Rs. 6375.32 lacs while filing Income tax return / revised return for assessment year 2012-13 and 2013-14. Necessary entries has been passed during the year. Had the entries not been done, MAT credit entitlement and profit after taxes for the year would have been lower by Rs. 688.52 lacs. (Refer note no. 37 (ii) and 37 (iii) of the accompanying notes to the financial statements). (ii) The company has filed revised income tax computations in respect of exempted sales tax for assessment years from 2008-07 to 2011-12 claiming additional benefit of Rs.11288.57 lacs in proceedings u/s 153A of the Income Tax Act, 1961. Necessary entries will be accounted for as and when assessment will be finalized. Had the additional benefit accounted for, MAT credit entitlement and profit after taxes for the year would have been higher by Rs. 2278.70. (Refer note no. 37 (iv) of the accompanying notes to the financial statements).														
4.	Frequency of observation	Matter of Emphasis as specified above in SL.3, first time appearing in the Audit Report for the financial year ended 31.3.2014.														
5.	To be signed by	<table border="0"> <tr> <td>For Jindal Photo Limited</td> <td>For B.K. Shroff & Co.</td> </tr> <tr> <td></td> <td>Chartered Accountants</td> </tr> <tr> <td>M K. Rastogi</td> <td>Firm Registration No. 302166E</td> </tr> <tr> <td>Chief Financial Officer</td> <td></td> </tr> <tr> <td></td> <td>O.P. Shroff</td> </tr> <tr> <td>Kamal Kumar Jain</td> <td>Partner</td> </tr> <tr> <td>Chairman Audit Committee</td> <td>Membership No. 6329</td> </tr> </table>	For Jindal Photo Limited	For B.K. Shroff & Co.		Chartered Accountants	M K. Rastogi	Firm Registration No. 302166E	Chief Financial Officer			O.P. Shroff	Kamal Kumar Jain	Partner	Chairman Audit Committee	Membership No. 6329
For Jindal Photo Limited	For B.K. Shroff & Co.															
	Chartered Accountants															
M K. Rastogi	Firm Registration No. 302166E															
Chief Financial Officer																
	O.P. Shroff															
Kamal Kumar Jain	Partner															
Chairman Audit Committee	Membership No. 6329															

Place: New Delhi
Date : 14th August, 2014