



Jindal South West Holdings Limited

Annual Report 2011-2012



JSW Builds



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Shri O.P. Jindal

August 7, 1930 - March 31, 2005
O.P. Jindal Group - Founder and Visionary

Some footprints are ever lasting !

Shri O.P. Jindal was someone for whom destiny wasn't written; he penned it down for himself. His unbound initiatives, selfless social services, unassuming generosity and philanthropic contributions to individuals and organizations have lit up thousands of lives.

Our tribute to the visionary of modern India and our abiding source of inspiration whose great thoughts even today, lead us in all our ventures!

A great man of extra-ordinary integrity and enthusiasm, whose name would never be forgotten; he was a leader who succeeded in every endeavor, a true Indian who not just dreamt of creating a prospering India but also achieve it through his hard work.

BOARD OF DIRECTORS

Mr. Sajjan Jindal

Chairman

Mr. K. N. Patel

Jt. Managing Director & CEO

Mr. N. K. Jain

Director

Dr. S. K. Gupta

Director

Mr. Atul Desai

Director

Mr. I. Qureshi

Director

Ms. Prajakta Powle

Company Secretary

Statutory Auditors

Shah Gupta & Co.

Chartered Accountants

Mumbai

Bankers

Vijaya Bank

ICICI Bank Limited

Registered Office

Village: Vasind

Taluka: Shahapur

District: Thane-421 604

Corporate Office

Jindal Mansion,

5A, Dr. G. Deshmukh Marg

Mumbai - 400 026

Tel.: 022 - 2351 3000

Tax: 022 - 2351 5294

Website

www.jsw.in

Registrar & Share Transfer Agent

13 AB, Samhita Warehousing Complex,

2nd Floor, Near Sakinaka Telephone Exchange,

Andheri - Kurla Road, Sakinaka,

Andheri (E), Mumbai - 400 072.

Tel.: 022 - 6772 0300 / 400

Fax: 022 - 2859 1568

E-mail: sharepro@vsnl.com

NOTICE

NOTICE is hereby given that the **Eleventh** Annual General Meeting of the Members of **JINDAL SOUTH WEST HOLDINGS LIMITED** will be held on Saturday, the 21st day of July, 2012 at 3.00 p.m. at HRD Centre of JSW Steel Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. N. K. Jain, who retires from office by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Atul Desai, who retires from office by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s Shah Gupta & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board
For **Jindal South West Holdings Limited**

Place : Mumbai
Date : 25th April, 2012

Prajakta Powle
Company Secretary

Registered Office:

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

NOTES FOR MEMBERS' ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.

2. As per the requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the details of the

Director proposed to be re-appointed at the Annual General Meeting is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 14th of July, 2012 to Saturday, the 21st of July, 2012 (both days inclusive).
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
7. Members are requested to intimate the Registrar and Share Transfer Agents of the Company – Sharepro Services (India) Pvt. Ltd. immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in electronic form.
8. Members desirous of having any information regarding Accounts are requested to address their queries to Accounts Department at the Corporate Office of the Company at Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai 400026, atleast seven days before the date of the meeting, so that requisite information is made available at the meeting. All the documents referred to in the accompanying Notice are open for inspection at the Corporate Office of the Company on all working days, except Saturdays between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
9. Members holding share certificates under different folio numbers but in same order of name are requested to apply for consolidation of such folios and send the relevant share certificates to the Registrar and Share Transfer Agents of the Company.
10. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
11. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members may please bring their copies of the Annual Report to the meeting.

Details of Directors seeking Re-appointment at the Annual General Meeting to be held on 21st July, 2012

[Pursuant to Clause 49 of the Listing Agreement]

Name of Director	Mr. N. K. Jain	Mr. Atul Desai
Date of Birth	03.05.1946	27.01.1950
Date of Appointment	12.07.2001	31.01.2005
Expertise in specific functional areas	<p>Mr. N. K. Jain, aged 65 years has held several key positions in the O.P. Jindal Group. Having travelled extensively in Asia, Europe, USA and within India, he has gained enormous insight into the workings of many successful companies.</p> <p>He possesses rich and varied experience spanning over three decades in the areas of Strategic Planning, Project Identification & Appraisal, Corporate Financial Management and other allied areas.</p>	<p>Mr. Atul Desai, aged 62 years, partner of Kanga & Company, Advocates & Solicitors since 1st April, 1980.</p> <p>He has handled and dealt with various merger & amalgamation matters in the High Court and also takeover of companies and other corporate matters and commercial arbitrations and litigations.</p>
Qualification	B.Com., F.C.A., F.C.S.	B. Sc., LL.B., Solicitor & Advocate
Directorship in other Public Limited Companies \$	<ul style="list-style-type: none"> · JSW Energy Limited · JSW Power Trading Company Limited · Raj West Power Limited · Jaigad Power Transco Limited · Barmer Lignite Mining Company Limited · JSW Energy (Bengal) Limited · JSW Infrastructure Limited · South West Port Limited · JSW Jaigarh Port Limited · JSW Aluminium Limited 	<ul style="list-style-type: none"> · Welspun Syntex Limited · TCFC Finance Limited · Akar Tools Limited · Remi Metals Gujarat Limited · Welspun Global Brands Limited
Membership of Committees in other Public Limited Companies # (C = Chairman M = Member)	<p>Audit Committee</p> <ul style="list-style-type: none"> · South West Port Limited (C) · JSW Jaigarh Port Limited (C) · JSW Infrastructure Limited (C) · JSW Aluminium Limited (M) 	<p>Audit Committee</p> <ul style="list-style-type: none"> · Welspun Syntex Limited (M) · TCFC Finance Limited (M) · Remi Metals Gujarat Limited (C) · Welspun Global Brands Limited (M) <p>Investors'/Shareholders' Grievance Committee</p> <ul style="list-style-type: none"> · Welspun Syntex Limited (C) · TCFC Finance Limited (M) · Remi Metals Gujarat Limited (M)
No. of Equity Shares held	Nil	Nil

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

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

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Eleventh Annual Report together with the Audited Annual Accounts of your Company for the year ended 31st March, 2012.

1. Financial Results

Your Company has achieved a very good financial performance during the financial year 2011-12, which is summarized below:

Financial Highlights

(Rupees in Lacs)

Particulars	Current Year ended 31.03.2012	Previous Year ended 31.03.2011
Total Income	3,207.98	2,406.63
Profit Before Depreciation & Tax	2,983.73	2,209.10
Less : Depreciation	0.10	0.17
Profit Before Tax	2,983.63	2,208.93
Tax	315.39	138.62
Profit After Tax	2,668.24	2,070.31
Add : Balance brought forward from previous year	9,275.86	7,619.65
Amount available for Appropriation	11,944.10	9,689.96
Less : Appropriations:		
Transfer to Reserve Fund	533.65	414.10
Balance carried to Balance Sheet	11,410.45	9,275.86

2. Dividend

Your Directors have deemed it prudent not to recommend any dividend on equity shares for the year ended 31st March, 2012, in order to conserve the resources for the future years.

3. Review of Operations

Your Company has recorded a very good performance during the year under review. Inclusive of Income by way of Dividend of Rs.2,172.69 Lacs, Interest of Rs.997.92 Lacs, and Pledge Fees of Rs. 37.37 Lacs, the Total Income is Rs. 3,207.98 Lacs as against Total Income of Rs.2,406.63 Lacs in the previous year. The Profit before depreciation and tax is Rs.2,983.73 Lacs. After providing for depreciation of Rs. 0.10 Lacs and Tax of Rs.315.39 Lacs, the Net Profit is Rs.2,668.24 Lacs as against Rs.2,070.31 Lacs in the previous year, an increase of around 29%.

An amount of Rs. 533.65 Lacs was transferred to Statutory Reserve Fund pursuant to Section 45-IC of the Reserve Bank of India Act, 1934, during the financial year under review. The provision of Rs. 5.99 Lacs for Standard Assets has been made during the financial year in terms of Notification No. DNBS.222/CGM(US)-2011 dated 17.01.2011 issued by Reserve Bank of India.

4. Future Prospects

Your Company continues to hold significant investments in Equity Shares of JSW Steel Limited besides certain other Investments in other O. P. Jindal Group of Companies. The financial year under review saw improvement in the economy. The Steel Sector in India also is on the growth path and

the performance of the Investee Companies are expected to substantially improve in the current financial year, which would result in higher dividend payouts in the coming year. The anticipated infrastructure development being undertaken in the country is expected to give a further boost to the Steel industry and your Company is looking forward for a sustainable growth in its Investee Companies in the coming year which would restore the shareholders' value.

The Company will continue to focus on making long-term strategic investments in various New Ventures promoted by JSW Group, a part of O. P. Jindal Group, besides consolidating the existing investments through further investments in the existing companies. Considering the further forecasted growth in the economy and the prospects of the economy as a whole and the steel industry in particular, the Company expects to restore its entrenched value with a hope of further enhancement in the long term for the benefit of the shareholders at large.

5. Holding & Subsidiary Company

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

6. Fixed Deposits

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

7. Directors

Mr. N. K. Jain and Mr. Atul Desai, Directors of your Company shall retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

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

8. Auditors

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

9. Reserve Bank of India's Guidelines

Your Company has duly complied with all applicable rules, regulations, directions and guidelines issued by Reserve Bank of India for Non-Banking Financial Companies from time to time.

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

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

There were no foreign exchange transactions during the year.

11. Particulars of Employees

The particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are set out in the annexure to the Directors' Report.

12. Corporate Governance

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

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

13. Management Discussion and Analysis Report

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

14. Human Resources

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

15. Directors Responsibility Statement

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

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed;

- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2012, and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis.

16. Appreciation & Acknowledgements

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

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

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

For and on behalf of the Board of Directors

Place : Mumbai
Date : 25th April, 2012

Sajjan Jindal
Chairman

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March, 2012

Name	Designation & Nature of Duties	Remuneration in Rupees	Qualifications	Experience No. of Years	Age Years	Date of commencement of Employment	Last Employment / Designation
(A)	Employed throughout the year and were in receipt of remuneration of not less than Rs. 60,00,000 per annum						
K. N. Patel	Jt. Managing Director & CEO Management	16,312,894	B. Com. (Hons.), F.C.A.	38	60	28.04.2005	JSW Steel Limited Director (Corporate Affairs)
(B)	Employed for the part of the year and were in receipt of remuneration aggregating to not less than Rs. 5,00,000 per month						
N I L							

Notes:

- 1 Remuneration shown above includes Salary, Variable Pay, House Rent Allowance, Bonus, Leave Travel Allowance, Medical Reimbursement and Company's contribution to Provident Fund but does not include Provision for Gratuity, Leave Encashment & Employees Stock Ownership Plan. The monetary value of perquisites is calculated in accordance with the provisions of the Income-tax Act, 1961 and Rules made thereunder.
- 2 The employee has adequate experience to discharge the responsibility assigned to him.
- 3 The nature of employment is contractual.
- 4 The above employee is not related to any Director or Manager of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 25th April, 2012

Sajjan Jindal
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Overview – Financial Performance

The Company during the Financial Year 2011-12 has posted a very good financial performance. Inclusive of Income by way of Dividend of Rs.2,172.69 Lacs, Interest of Rs.997.92 Lacs, and Pledge Fees of Rs. 37.37 Lacs, the Total Income is Rs. 3,207.98 Lacs as against Total Income of Rs.2,406.63 Lacs in the previous year. The Profit before depreciation and tax is Rs.2,983.73 Lacs. After providing for depreciation of Rs. 0.10 Lacs and Tax of Rs.315.39 Lacs, the Net Profit is Rs.2,668.24 Lacs as against Rs.2,070.31 Lacs in the previous year, an increase of around 29%. The Share Capital of the Company as on 31st March, 2012 stood at Rs.11.10 crores and Reserves and Surplus at Rs.658.36 crores resulting in Net worth of Rs.669.46 crores.

Outlook

Major activities and Future Prospects

The Company is registered as a Non Banking Financial Company (NBFC) with Reserve Bank of India under the provisions of Section 45 IA of the Reserve Bank of India Act, 1934. In terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, the Company is a 'Systemically Important Non-Deposit Taking Non-Banking Financial Company' (i.e a Non-Banking Financial Company not accepting / holding public deposits and having an asset size of more than Rs.100 crores) having total assets of Rs.670.55 crores.

Your Company continues to hold significant investments in Equity Shares of JSW Steel Limited besides certain other Investments in other O. P. Jindal Group of Companies. The financial year under review saw improvement in the economy. The Steel Sector in India is also on the growth path and the performance of the Investee Companies are expected to substantially improve in the current financial year, which would result in higher dividend payouts in the coming year. The anticipated infrastructure development being undertaken in the country is expected to give a further boost to the Steel industry and your Company is looking forward for a sustainable growth in its Investee Companies in the coming year which would enhance the shareholders' value.

The Company will continue to focus on making long-term strategic investments in various New Ventures promoted by JSW Group, a part of O. P. Jindal Group, besides consolidating the existing investments through further investments in the existing companies. Considering the further forecasted growth in the economy and the prospects of the economy as a whole and the steel industry in particular, the Company expects to restore its

value with a hope of further enhancement in the long term for the benefit of the shareholders at large.

Opportunities & Threats

Considering that the economy on the whole is again on the path of growth, the Company foresees a lot of opportunities coming up for equity participation in new projects/expansion of existing projects of the Investee Companies in the future. The Company can also explore other opportunities in the Capital market, which may come up.

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

Risk and Concerns

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

Internal Control Systems

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

Human Resources Management

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

Cautionary Statement

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

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance

Sound Corporate Governance principles are the foundation upon which the trust of investors is built. These principles are critical for growing the reputation that JSW has established over the years as a group dedicated to excellence in both performance and integrity. This trust and respect are fostered by our management in line with the prescribed guiding principles of Corporate Governance.

In our view, modern Corporate Governance is about promoting fairness, transparency, accountability and integrity in role playing. It involves a number of elements, including a clear understanding by Directors of their Company's strategic objectives, structures to ensure that the objectives are being met, systems to ensure the effective management of risks and the mechanisms to ensure that the Company's obligations are identified and discharged. Although Corporate Governance involves many systems and structures, the heart of it lies with the top management of a Company.

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

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

2. Board of Directors

i) Composition:

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

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

Notes:

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

ii) Meetings and attendance record of each Director:

The Board met four (4) times during the year ended 31st March, 2012.

No.	Date of Board Meeting	City	No. of Directors present
1	26.05.2011	Mumbai	5 out of 6
2	22.07.2011	Village: Vasind	4 out of 6
3	22.10.2011	Mumbai	5 out of 6
4	25.01.2012	Mumbai	5 out of 6

The attendance record of the Directors at the Board Meetings held during the year ended 31st March, 2012, and the last Annual General Meeting (AGM) and the details of other Directorships and Committee Chairmanships and Memberships held by the Directors of the Company as at 31st March, 2012 are given below: -

Name of the Director	No. of Equity Shares held	Attendance Particulars		No. of Directorships and Committee (*) Memberships/ Chairmanships		
		Board Meetings	Last AGM (Y/N)	Other Directorships (\$)	Other Committee Memberships	Other Committee Chairmanships
Mr. Sajjan Jindal	3,664	0	No	7	Nil	Nil
Mr. N. K. Jain	-	4	Yes	10	1	3
Dr. S. K. Gupta	-	3	No	6	5	2
Mr. Atul Desai	-	4	Yes	5	4	2
Mr. K. N. Patel	100	4	Yes	6	3	2
Mr. I. Qureshi	-	4	Yes	1	-	-

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

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

3. Audit Committee

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

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

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

ii) Terms of reference:

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

iii) Meetings and attendance record of each Director for Audit Committee:

The Audit Committee met four (4) times during the year ended 31st March, 2012.

No.	Date of Audit Committee Meeting	City	No. of Directors present
1	26.05.2011	Mumbai	4 out of 4
2	22.07.2011	Village: Vasind	3 out of 4
3	22.10.2011	Mumbai	4 out of 4
4	25.01.2012	Mumbai	4 out of 4

The attendance record of the Members at the Audit Committee meeting held during the year ended 31st March, 2012 is given below: -

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

4. Remuneration Committee

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

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

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

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

iii) The Committee met once during the year on 26.05.2011, to approve the increase in remuneration payable to Mr. K.N. Patel, Jt. Managing Director & CEO of the Company. All the Members of the Committee attended the meeting.

iv) Remuneration Policy:

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

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

At present the Non-Executive Directors are being paid only sitting fees for attending the Board / Committee meetings.

v) Remuneration of Directors:

The disclosure in respect of remuneration paid / payable to Jt. Managing Director & CEO of the Company for the financial year 2011-12 is given below: -

Name of Director : Mr. K. N. Patel

Designation : Jt. Managing Director & CEO

Remuneration details

- (a) Salary and Perquisites : Rs. 16,312,894/-
- (b) Commission Nil
- (c) Stock Options : Nil
- (d) Pension : Nil
- (e) Service Contract : Agreement for a period of 5 years from 28.04.2010
- (f) Notice Period : 3 months notice from either side
- (g) Severance Fees : Nil

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

The Non-Executive Directors do not draw any remuneration from the Company except that they are being paid sitting fees of Rs. 10,000/- for attending each meeting of the Board and Committees, viz, Remuneration, Audit, Shareholders'/ Investors' Grievance Committee and the Finance Committee. The details of sitting fees paid during the year 2011-12 to the Non-Executive Directors are given below: -

Name of Director	Sitting fees (in Rs.)
Dr. S. K. Gupta	80,000
Mr. Atul Desai	100,000
Mr. I Qureshi	90,000

5. Shareholders'/Investors' Grievance Committee

- i) The Shareholders'/Investors' Grievance Committee comprises of three Members, namely:
- Mr. N. K. Jain (Chairman)
 - Dr. S. K. Gupta
 - Mr. Atul Desai
- Mr. K. N. Patel, Jt. Managing Director & CEO is a permanent invitee to the meetings of the Committee. Ms. Prajakta Powle, Company Secretary is the Compliance Officer w.e.f. August 26, 2010. Ms. Prajakta Powle acts as a Secretary to this Committee.
- ii) The Committee looks into issues relating to shareholders / investors, including complaints relating to transfer/transmission of shares, issue of duplicate share certificates, non-receipt of annual report etc. and their redressal.
- iii) During the year under review no complaints were received from shareholders/investors. There Committee met once during the year on 26.05.2011, in which all the three Committee members attended the meeting.

6. General Body Meetings

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

AGM	Date	Time	Venue
10 th AGM	22.07.2011	4.00 p.m.	HRD Centre of JSW Steel Limited, Village Vasind, Taluka Shahapur, District Thane – 421 604.
9 th AGM	03.07.2010	3.30 p.m.	N. C. Jindal Public School Auditorium, Road No. 73, Punjabi Bagh, New Delhi – 110 026.
8 th AGM	27.06.2009	11.30 a.m.	N. C. Jindal Public School Auditorium, Road No. 73, Punjabi Bagh, New Delhi – 110 026.

- ii) Special Resolutions passed in the previous three AGMs:

- a) At the 10th AGM
- Pursuant to the provisions of Section 163 of the Companies Act, 1956, (hereinafter referred to as the "Act") approval was accorded to keep the Register and Index of Members, the Register and Index of Debenture Holders and copies of all annual returns prepared under Sections 159 and 160 of the Act etc., at the office of Sharepro Services (India) Pvt. Ltd., (the Share Transfer Agents of the Company) instead of being kept at the Registered Office of the Company.
- b) At the 9th AGM
- None
- c) At the 8th AGM
- Revision in the terms and conditions of the payment of remuneration to the Jt. Managing Director & CEO of the Company.

7. Disclosures

- ❖ There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their Subsidiaries or relatives etc. that would have potential conflict with the interests of the Company at large.
- ❖ There were no instances of non-compliance with Stock Exchanges or SEBI regulations nor any penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority

on any matter related to capital markets during the last three years.

- ❖ Details of information on appointment/reappointment of Directors : A brief resume, nature of expertise in specific functional areas, names of companies in which the person already holds directorship and membership of Committees of the Board of Directors, appears in the Notice of the Annual General Meeting, which forms part of this Annual Report.
- ❖ The Board of Directors of the Company have laid down a 'Code of Conduct' applicable to the Board Members and Senior Management Executives. The Code has been posted on the Company's website (www.jsw.in). A declaration by the Jt. Managing Director & CEO affirming the compliance of the Code of Conduct for Board Members and Senior Management Executives forms part of the Annual Report.
- ❖ As per the requirement of Clause 49 (V) of the Listing Agreement, the Jt. Managing Director & CEO of the Company has furnished the requisite certificate to the Board of Directors of the Company.
- ❖ The Company has adopted a management framework to identify risks and exposures to the organization, to recommend risk mitigation and to set up a system to appraise the Board of Directors of the Company about the risk assessment and minimization procedure and their periodic review.
- ❖ No funds have been raised through public issue of equity or debt in the form of public or rights or preferential issues during the year under review.
- ❖ The Company has not established any formal Whistle Blower Policy.

8. Means of Communication

- i) Quarterly Results : The Quarterly, Half-yearly and Yearly financial results of the Company are faxed/sent to Stock Exchanges on which the Company's shares are listed and also posted on the Company's website after they are approved by the Board. These are also published in the newspapers as per the provisions of the Listing Agreement.
- ii) Newspapers : > Financial Express (English Language) and
> Loksatta (Local language)
- iii) Website of the Company : www.jsw.in
- iv) Whether it also displays official news releases : Yes, wherever applicable.

- v) The Presentations : Will be complied with whenever made to institutional investors or to the analysts

9. Management Discussion & Analysis Report

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

10. Subsidiaries

Your Company does not have any subsidiary companies.

11. General Shareholders Information

a) Annual General Meeting

Date	:	21 st July, 2012
Time	:	3.00 p.m.
Venue	:	Village: Vasind, Taluka: Shahapur, District: Thane 421 604

b) Financial Calendar 2012-13

Financial reporting for the quarter ending 30 th June, 2012	:	July, 2012
Financial reporting for the half-year ending 30 th September, 2012	:	October, 2012
Financial reporting for the quarter ending 31 st December, 2012	:	January, 2013
Financial reporting for the year ending 31 st March, 2013	:	April, 2013
Annual General Meeting for the year ending 31 st March, 2013	:	June/July, 2013

c) Dates of Book Closure

14th July, 2012 to 21st July, 2012 (both days inclusive)

d) Dividend Payment Date

No dividend is recommended for the financial year ended on 31.03.2012.

e) Listing of Securities

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

Annual Listing Fees as prescribed have been paid to the Stock Exchanges for the financial year 2011-12.

Stock Code / Security Symbol (Equity Shares)

BSE	NSE
532642	JINDALSWHL

f) ISIN No. for Dematerialization of Equity Shares

INE824G01012

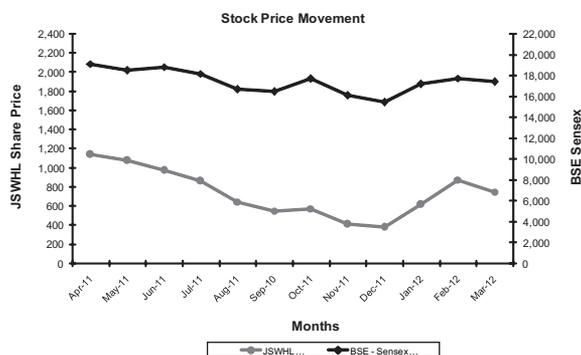
g) Market Price Data

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

Months (2011-12)	BSE		NSE	
	High	Low	High	Low
April 2011	1232.00	936.00	1232.95	937.60
May 2011	1154.95	951.50	1156.30	940.00
June 2011	1114.95	887.00	1115.00	879.35
July 2011	1055.65	850.10	1055.10	855.10
August 2011	878.10	585.10	870.05	584.10
September 2011	703.10	521.10	703.10	516.55
October 2011	590.10	500.10	591.80	501.10
November 2011	628.00	382.00	674.45	382.00
December 2011	445.00	356.05	447.95	354.50
January 2012	634.00	362.15	633.15	370.10
February 2012	1092.00	610.25	1090.00	607.00
March 2012	873.95	693.6	870.00	692.80

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

(data source : www.bseindia.com & www.nseindia.com)



l) Distribution of Shareholding

The distribution of shareholding as on 31st March, 2012 is given below:

Sr. No	No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1	Upto – 500	34,186	97.91	15,10,787	13.61
2	501 – 1000	333	0.95	2,49,599	2.25
3	1001 – 2000	201	0.58	2,93,816	2.65
4	2001 – 3000	67	0.19	1,67,031	1.50
5	3001– 4000	27	0.08	96,250	0.87
6	4001 – 5000	12	0.03	54,113	0.49
7	5001 – 10000	38	0.11	2,75,901	2.48
8	10001 & above	53	0.15	84,52,128	76.15
	Total	34,917	100.00	1,10,99,625	100.00

h) Registrar and Share Transfer Agent

Sharepro Services (India) Pvt. Ltd.
13 AB, Samhita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone Exchange,
Andheri - Kurla Road, Sakinaka ,
Andheri (E), Mumbai – 400 072.
E-mail: sharepro@vsnl.com

i) Share Transfer System

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

j) Dematerialization of Shares and Liquidity

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

Out of total equity share capital of 1,10,99,625 equity shares as on 31st March, 2012, 88.72% (98,47,098 equity shares) are held in dematerialized form with NSDL and 8.88% (9,85,842 equity shares) are held in dematerialized form with CDSL.

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

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

2) Categories of Shareholders as on 31st March, 2012:

Category	No. of shareholders	% of holders	No. of Equity Shares	% of holding
Promoters/Persons acting in concert	40	0.11	62,02,436	55.88
Resident Individuals	32,397	92.79	23,08,797	20.80
Non Resident Individuals	1,441	4.13	1,36,004	1.23
Bodies Corporate	982	2.81	10,39,840	9.37
Overseas Corporate Bodies	2	0.00	10025	0.09
Foreign Institutional Investors	29	0.00	12,89,457	11.62
Nationalised & Non-Nationalised Banks	10	0.03	1,168	0.01
UTI & Mutual Funds	14	0.04	4,526	0.04
LIC/Insurance Companies	1	0.00	1,07,172	0.96
Others – Trust	1	0.00	200	0.00
Total	34,917	100.00	1,10,99,625	100.00

m) Office address & website of the Company

Registered Office

Village: Vasind,
Taluka: Shahapur,
District: Thane -421 604
Tel. : 02527 – 220022/25
Fax : 02527 – 220020/84

Website : www.jsw.in

Corporate Office

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

Website : www.jsw.in

n) Address for Investors Correspondence

Registrar & Share Transfer Agent

Sharepro Services (India) Pvt. Ltd.
13 AB, Samhita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone Exchange,
Andheri - Kurla Road, Sakinaka,
Andheri (E), Mumbai – 400 072
E-mail: sharepro@vsnl.com

Company Secretary & Compliance Officer

Prajakta Powle
Jindal South West Holdings Limited
Jindal Mansion, 5A, Dr. G. Deshmukh Marg,
Mumbai – 400 026
Tel. : 022-2351 3000
Fax : 022-2351 5294
E-mail : prajakta.powle@jsw.in

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

Compliance Certificate by Auditors

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

For and on behalf of the Board of Directors

Place : Mumbai
Date : 25th April, 2012

Sajjan Jindal
Chairman

Declaration

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, it is hereby declared that all the Board Members and Senior Managerial Personnel of the Company have affirmed the compliance of Code of Conduct for the year ended 31st March, 2012.

For Jindal South West Holdings Limited

Place: Mumbai.
Date : 25th April, 2012

K. N. Patel
Jt. Managing Director & CEO

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

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

- a) I have reviewed the financial statements and the cash flow statement of the Company for the year 2011-12 and to the best of my knowledge, information and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) The Company's other certifying officers and I, are responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee that :
- (i) there are no significant changes in internal control over financial reporting during the year;
 - (ii) there are no significant changes in accounting policies during the year; and
 - (iii) there are no instances of fraud during the year.

Place : Mumbai
Date : 25th April, 2012

K. N. Patel
Jt. Managing Director & CEO

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
JINDAL SOUTH WEST HOLDINGS LIMITED
Mumbai.

We have examined the compliance of the conditions of Corporate Governance by JINDAL SOUTH WEST HOLDINGS LIMITED ("the Company"), for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us and the representation made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

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

Heneel K. Patel
Partner
M. No: 114103

Place: Mumbai
Date: 25th April, 2012

AUDITORS' REPORT

To,
The members of,

JINDAL SOUTH WEST HOLDINGS LIMITED.

1. We have audited the attached Balance Sheet of JINDAL SOUTH WEST HOLDINGS LIMITED, as at 31st March, 2012 and the related Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) (the 'Order'), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (the 'Act'), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the annexure referred to in paragraph (3) above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- e. On the basis of the written representations received from the Directors of the Company as on 31st March, 2012 and taken on record by the Board of Directors of the Company, none of the Directors of the Company is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Act;
- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - ii. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date and
 - iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

For SHAH GUPTA & CO.

Chartered Accountants
Firm Registration No – 109574W

Heneel K. Patel

Partner
M. No: 114103

Place : Mumbai
Date : 25th April, 2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our Report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The Company has not disposed off any substantial part of the fixed assets during the year and the going concern status of the Company is not affected.
- (ii) As the Company does not have inventory, the Clauses (ii)(a) to (ii)(c) of paragraph 4 of the Order are not applicable to the Company.
- (iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, sub-clause (b), (c) and (d) are not applicable.
- (b) As informed, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, sub-clause (f) and (g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) According to the information and explanations provided by the management, there were no transactions during the year pursuant to the contracts or arrangements referred to in section 301 of the Act. Accordingly, sub-clause (b) is not applicable.
- (vi) The Company has not accepted any deposits under the provisions of Section 58A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 1957 framed there under.
- (vii) In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act for the products of the Company.
- (ix) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees'

State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authorities applicable to it.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the following demands as at 31st March, 2012 have not been deposited since appeals are pending before the relevant Authorities:

Name of the statute	Nature of dues	Amount (Rupees)	Amount Paid/ adjusted (Rupees)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2,810,470	1,500,000	A.Y.2006-07	Income Tax Appellate Tribunal, Mumbai
Income Tax Act, 1961	Income Tax	2,722,305	2,722,305	A.Y.2007-08	Income Tax Appellate Tribunal, Mumbai
Income Tax Act, 1961	Income Tax	3,615,824	-	A.Y.2008-09	Income Tax Appellate Tribunal, Mumbai

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) According to the books of account and records of the Company, no amount is due to financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of the transactions and contracts in respect of its investments and timely entries have been made therein. All the investments have been held by the Company in its own name.

- (xv) The Company has not given any guarantee for loans taken by others. The terms and conditions on which it has pledged its shares as security in favour of Lenders for financial assistance given to others are not prejudicial to the interest of the Company.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

For SHAH GUPTA & CO.

Chartered Accountants
Firm Registration No – 109574W

Heneel K. Patel
Partner
M. No: 114103

Place: Mumbai
Date: 25th April, 2012

AUDITORS' REPORT

The Board of Directors

JINDAL SOUTH WEST HOLDINGS LIMITED

Jindal Mansion,

5A, Dr. G. Deshmukh Marg,

Mumbai – 400 026

Dear Sirs,

We have audited the Balance Sheet of **JINDAL SOUTH WEST HOLDINGS LIMITED** as at 31st March, 2012 and the Statement of Profit and Loss and the cash flow statements for the year ended on that date.

As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 as amended up to June 30, 2011 issued by Reserve Bank of India (RBI), we give hereunder our report on matters specified in paragraphs 3(A) and (C) of the said Directions.

- i. The Company is engaged in the business of non-banking financial institution and has obtained a Certificate of Registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- ii. The Company is engaged in the business of non-banking financial institution requiring it to hold a Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) for the year ended on 31st March, 2012.
- iii. The Board of Directors has passed a resolution for the non-acceptance of any public deposits.
- iv. The Company has not accepted any public deposits during the relevant year.

- v. The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it.
- vi. The capital adequacy ratio as disclosed in the return submitted to the Reserve Bank of India has been correctly determined and such ratio is in compliance with the minimum capital to risk weighted asset ratio as prescribed by the Reserve Bank of India in Directions applicable to the 'Systemically important non-deposit taking non-banking financial company' as defined in paragraph 2(1)(xix) of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. It has also furnished the statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) within the stipulated period.

Yours Faithfully,

For SHAH GUPTA & CO.

Chartered Accountants

Firm Registration No – 109574W

Heneel K. Patel

Partner

M. No: 114103

Place: Mumbai

Date: 25th April, 2012

BALANCE SHEET AS AT 31ST MARCH, 2012

(Rs. in Lacs)

Particulars	Note No.	As at 31.03.2012	As at 31.03.2011
I EQUITY AND LIABILITIES :			
1. Shareholders Funds			
a) Share Capital	1	1,109.96	1,109.96
b) Reserves and Surplus	2	65,835.53	63,153.85
2. Non-current liabilities			
a) Deferred tax liabilities (Net)		0.04	0.07
b) Long term provisions	3	37.77	36.84
3. Current liabilities			
a) Other current liabilities	4	9.16	7.24
b) Short term provisions	5	62.84	26.75
TOTAL		67,055.30	64,334.71
II ASSETS :			
1. Non-current assets			
(a) Fixed Assets			
- Tangible assets	6	0.15	0.25
(b) Non current investments	7	53,736.76	53,736.76
(c) Long term loans and advances	8	7,300.50	8,147.20
2. Current assets			
(a) Trade receivables	9	303.06	154.11
(b) Cash and bank balance	10	32.75	12.90
(c) Short term loans and advances	11	5,682.08	2,283.49
TOTAL		67,055.30	64,334.71
Significant Accounting Policies and Other Notes forming part of the financial Statements	15		

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

As per our attached report of even date

For and on behalf of the Board of Directors

For SHAH GUPTA & CO.

Chartered Accountants

FRN No. 109574W

N. K. JAIN
DirectorK.N. PATEL
Jt. Managing Director & CEO

HENEEL K. PATEL

Partner

M No. 114103

Mumbai

Dated : 25th April, 2012

PRAJAKTA POWLE

Company Secretary

Mumbai

Dated : 25th April, 2012

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

(Rs. in Lacs)

Particulars		Note No.	Year ended 31.03.2012	Year ended 31.03.2011
I	Revenue from operations	12	3,207.98	2,406.63
II	Total Revenue :		3,207.98	2,406.63
III	Expenses:			
	Employee benefit expenses	13	191.87	138.65
	Office, administrative & other expenses	14	26.39	32.69
	Depreciation and amortization expenses	6	0.10	0.17
	Provision for standard assets (Refer Note 15(II) - 4)		5.99	26.19
	Total Expenses :		224.35	197.70
IV	Profit before tax (II- III)		2,983.63	2,208.93
V	Tax expense:			
	(1) Current tax		314.60	138.65
	(2) Earlier years		0.81	-
	(3) Deferred tax		(0.02)	(0.03)
VI	Profit for the year after tax (IV-V)		2,668.24	2,070.31
VII	Earnings per equity share: [Nominal value per share: Rs.10 (Previous Year: Rs. 10)] (Refer Note 15(II) - 12) (In Rs.)			
	(1) Basic		24.04	18.65
	(2) Diluted		24.04	18.65
	Significant Accounting Policies and other Notes forming part of the financial Statements	15		

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

As per our attached report of even date

For and on behalf of the Board of Directors

For **SHAH GUPTA & CO.**

Chartered Accountants

FRN No. 109574W

N. K. JAIN
Director

K.N. PATEL
Jt. Managing Director & CEO

HENEEL K. PATEL

Partner

M No. 114103

Mumbai

Dated : 25th April, 2012

PRAJAKTA POWLE

Company Secretary

Mumbai

Dated : 25th April, 2012

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

(Rs. in Lacs)

	Year ended 31.03.2012	Year ended 31.03.2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,983.63	2,208.93
Adjusted for :		
Depreciation	0.10	0.17
Dividend Income	(2,172.69)	(1,688.14)
Interest Income	(997.92)	(632.04)
Amount Written off	-	5.25
ESOP Expenses	13.44	9.24
Provision for Standard Assets	5.99	26.19
Profit on Sale of Investments	-	(1.99)
Operating Profit Before Working Capital Changes	(167.45)	(72.39)
Adjustments For Changes In Working Capital		
(Increase)/Decrease In Trade Receivables	(148.95)	(8.42)
Increase/(Decrease) In Non-current Liabilities	3.03	(1.88)
Increase/(Decrease) In Current Liabilities	29.91	(4.24)
	(283.46)	(86.93)
Dividend Income	2,172.69	1,688.14
Interest Income	997.92	632.04
Cash Flow from Operations	2,887.15	2,233.25
Direct Taxes Refund/ (Paid)	(317.14)	(186.84)
Net Cash from Operating Activities	2,570.01	2,046.41
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale/(Purchase) of non-current Investments (net)	-	2.27
Increase/(Decrease) in Loans & Advances	(2,550.16)	(2,037.74)
Net Cash used in Investing Activities	(2,550.16)	(2,035.47)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash used in Financing Activities	-	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	19.85	10.94
Cash and Cash Equivalents - Opening Balance	12.90	1.96
Cash and Cash Equivalents - Closing Balance	32.75	12.90
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	19.85	10.94

Notes:

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

As per our attached report of even date

For and on behalf of the Board of Directors

For SHAH GUPTA & CO.

Chartered Accountants

FRN No. 109574W

N. K. JAIN
DirectorK.N. PATEL
Jt. Managing Director & CEO**HENEEL K. PATEL**

Partner

M No. 114103

Mumbai

Dated : 25th April, 2012

PRAJAKTA POWLE

Company Secretary

Mumbai

Dated : 25th April, 2012

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1

Share capital

Particulars	As at 31.03.2012		As at 31.03.2011	
	Number	Rs. in lacs	Number	Rs. in lacs
Authorised				
Equity Shares of Rs.10 each	11,500,000	1,150.00	11,500,000	1,150.00
Issued Subscribed & Paid up				
Equity Shares of Rs.10 each fully paid up	11,099,625	1,109.96	11,099,625	1,109.96
Total	11,099,625	1,109.96	11,099,625	1,109.96

Note 1.1

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

Equity Shares	As at 31.03.2012		As at 31.03.2011	
	Number	Rs. in lacs	Number	Rs. in lacs
Shares outstanding at the beginning of the year	11,099,625	1,109.96	11,099,625	1,109.96
Add :Shares Issued during the year	-	-	-	-
Less :Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,099,625	1,109.96	11,099,625	1,109.96

Note 1.2

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

Note 1.3

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

Sr. No.	Particulars	As at 31.03.2012		As at 31.03.2011	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Groovy Trading Pvt. Ltd.	1,426,150	12.85	-	-
2	Nalwa Sons Investments Ltd.	1,137,118	10.24	1,137,043	10.24
3	Swiss Finance Corpn (Mauritius Ltd)	657,647	5.92	657,647	5.92
4	Vrindavan Services Pvt. Ltd.	642,400	5.79	642,400	5.79
5	Wellworth Investments Ltd.	-	-	900,336	8.11

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2

Reserves & surplus

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
a. Share Options Outstanding Account (Refer Note 15(II) - 10):	30.24	30.24
Less: Deferred Compensation	7.56	21.00
Balance as at the end of the year	<u>22.68</u>	<u>9.24</u>
b. General Reserve:		
Balance as at the beginning of the year	51,557.20	51,557.20
Balance as at the end of the year	<u>51,557.20</u>	<u>51,557.20</u>
c. Reserve Fund (As required by Section 45-IC of Reserve Bank of India Act, 1934):		
Balance as at the beginning of the year	2,311.55	1,897.45
Add: Current Year Transfer	533.65	414.10
Balance as at the end of the year	<u>2,845.20</u>	<u>2,311.55</u>
d. Surplus in the statement of profit and loss:		
Balance as at the beginning of the year	9,275.86	7,619.65
Net Profit for the current year	2,668.24	2,070.31
Appropriations:		
Transfer to Reserve Fund	533.65	414.10
Balance as at the end of the year	<u>11,410.45</u>	<u>9,275.86</u>
Total	<u>65,835.53</u>	<u>63,153.85</u>

Note 3

Long term provisions

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
a. Provision for employee benefits	15.72	12.68
b. Others		
Provision for Diminution in Value of Investments	3.80	3.80
Provision for Standard Assets (Refer Note 15(II) - 4)	18.25	20.36
Total	<u>37.77</u>	<u>36.84</u>

Note 4

Other current liabilities

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
a. Statutory Dues	5.12	4.40
b. Others	4.04	2.84
Total	<u>9.16</u>	<u>7.24</u>

Note 5

Short term provisions

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
a. Provision for employee benefits	48.91	20.93
b. Others		
Provision for Standard Assets (Refer Note 15(II) - 4)	13.93	5.82
Total	<u>62.84</u>	<u>26.75</u>

Note 6

FIXED ASSETS :

(Rs. in Lacs)

PARTICULARS	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	Balance as at 01.04.2011	Additions/ (Disposals)	Balance as at 31.03.2012	Balance as at 01.04.2011	Depreciation charge for the year	Balance as at 31.03.2012	Balance as at 31.03.2012	Balance as at 31.03.2011
Tangible assets								
Computer	1.85	-	1.85	1.60	0.10	1.70	0.15	0.25
Total	1.85	-	1.85	1.60	0.10	1.70	0.15	0.25
Previous Year	1.85	-	1.85	1.43	0.17	1.60	0.25	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 7

Non current investments

Name of Body corporates	Face Value Rupees	As at 31.03.2012		As at 31.03.2011	
		Nos.	Amount Rs. in lacs	Nos.	Amount Rs. in lacs
Non Trade Investments: (Long Term)					
Quoted Equity Shares :					
<u>In associates:</u>					
JSW Steel Ltd.	10	17,284,923	34,961.35	17,284,923	34,961.35
<u>In others:</u>					
Jindal Steel & Power Ltd.	1	3,685,800	198.61	3,685,800	198.61
Jindal Stainless Ltd. (formerly JSL Ltd.)	2	460,720	84.43	460,720	84.43
Nalwa Sons Investments Ltd.	10	25,014	31.46	25,014	31.46
JSW Energy Ltd.	10	445	0.02	445	0.02
			35,275.87		35,275.87
Unquoted Equity Shares :					
<u>In associates:</u>					
Sun Investments Pvt. Ltd.	10	32,456,800	10,612.01	32,456,800	10,612.01
Jindal Coated Steel Pvt. Ltd.	10	11,000,000	885.08	11,000,000	885.08
Jindal Overseas Pte. Ltd.	S\$1	153,000	3.80	153,000	3.80
			11,500.89		11,500.89
Unquoted Preference Shares :					
<u>In others:</u>					
5% Non-Cumulative Preference shares of Reynold Traders Pvt. Ltd.	100	400,000	400.00	400,000	400.00
8% Cumulative Optionally Convertible Preference Shares of JSW Investments Pvt. Ltd.	10	65,600,000	6,560.00	65,600,000	6,560.00
			6,960.00		6,960.00
TOTAL			53,736.76		53,736.76
Aggregate Value of Quoted non-current Investments - At Cost			35,275.87		35,275.87
- At Market Value			145,371.17		184,704.35
Aggregate Value of Unquoted non-current Investments - At Cost			18,460.89		18,460.89
Aggregate provision for diminution in value of non-current Investments			3.80		3.80

Notes :

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 8

Long term loans and advances

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
Unsecured, considered good :		
Loans and advances to related parties	215.50	200.00
Loans to body corporates	7,085.00	7,947.20
Total	7,300.50	8,147.20

Note 9

Trade receivables

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
Unsecured, considered good		
Outstanding for a period exceeding six months	-	-
Others	303.06	154.11
Total	303.06	154.11

Note 10

Cash and bank balance

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
Cash & Cash Equivalents :		
Balances with banks in Current Accounts	31.85	12.00
Earmarked Balances (unclaimed Fractional shares entitlement account)	0.90	0.90
Total	32.75	12.90

Note 11

Short term loans and advances

Particulars	As at 31.03.2012 Rs. in lacs	As at 31.03.2011 Rs. in lacs
Unsecured, considered good :		
Loans to body corporates	5,571.05	2,174.24
Other loans and advances		
Income tax receivable (net)	110.98	109.25
Others	0.05	-
Total	5,682.08	2,283.49

Note 12

Revenue from operations

Particulars	For the year ended 31.03.2012 Rs. in lacs	For the year ended 31.03.2011 Rs. in lacs
Dividend Income (from long term investments)	2,172.69	1,688.15
Interest	997.92	632.04
Pledge fees received	37.37	84.45
Net gains on disposal of long term investments	-	1.99
Total	3,207.98	2,406.63

Note 13

Employees benefit expenses

Particulars	For the year ended 31.03.2012 Rs. in lacs	For the year ended 31.03.2011 Rs. in lacs
Salaries, Bonus etc.	171.21	123.01
Contribution to Provident and other funds	6.83	5.91
ESOP Expenses	13.44	9.24
Other Staff Welfare Expenses	0.39	0.49
Total	191.87	138.65

Note 14

Office, administrative & other expenses

Particulars	For the year ended 31.03.2012 Rs. in lacs	For the year ended 31.03.2011 Rs. in lacs
Repairs & Maintenance	-	0.02
Advertisement Expenses	2.06	1.88
Telephone Expenses	0.47	0.60
Travelling & Conveyance	0.95	2.53
Vehicle Expenses	1.54	1.19
Printing & Stationery	2.15	2.47
Postage & Telegram	2.81	4.87
Professional Fees	2.15	0.49
Auditors' Remuneration (Refer Note 15(II) - 6)	3.41	3.01
Demat & Custodial Charges	2.30	2.03
Listing Fees	1.30	1.05
Amount Written off	-	5.25
Share Transfer Agent Expenses	4.02	3.83
Director's Sitting Fees	2.60	2.50
AGM Expenses	0.07	0.20
Miscellaneous Expenses	0.56	0.77
Bad Debts Written Off	-	250.00
Less : Provision for Non Performing Assets Written Back	-	(250.00)
Total	26.39	32.69

Note 15

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

I. Accounting Policies :

(a) General

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

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

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

(b) Fixed Assets

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

(c) Depreciation

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

(d) Non-current Investments

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

(e) Employee Benefits

- (i) Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit & Loss of the year when the contributions to the respective funds are due.

- (ii) Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation as per AS 15 (Revised) made at the end of each financial year based on the projected unit credit method.
- (iii) Long term compensated absences are provided for based on actuarial valuation.
- (iv) Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

(f) Earnings per Share

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

(g) Taxes on Income

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

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

(h) Impairment of Fixed Assets

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. The recoverable amount is greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

(i) Contingent Liabilities

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

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

(j) Stock Based Compensation

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

II. Other Notes forming part of Financial Statements

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

2. Contingent Liabilities not provided in respect of :

Particulars	Current Year Rs. In Lacs	Previous Year Rs. In Lacs
Disputed Income tax Demand	91.49	91.46
Total	91.49	91.46

3. Details of Provision for Non Performing Assets :

Particulars	Current Year Rs. In Lacs	Previous Year Rs. In Lacs
Opening Balance	-	250.00
Add: Provision made during the year	-	-
Less: Provision reversed during the year	-	250.00
Closing Balance	-	-

4. Provision for Standard Assets is made at 0.25 per cent of the outstanding standard assets as at 31st March, 2012 in terms of Notification no.DNBS.222/CGM(US)-2011 dated 17-01-2011 issued by Reserve Bank of India.

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

6. Remuneration to the Auditors :
(Including Service Tax)

Particulars	Current Year Rs. In Lacs	Previous Year Rs. In Lacs
Audit Fees	1.90	1.65
Tax Audit Fees	0.19	0.17
Other services	0.55	0.58
Limited Review Fees	0.66	0.53
Out of pocket expenses	0.11	0.08
TOTAL	3.41	3.01

7. Gratuity (Non-Funded) :

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

The following tables summarize the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet.

Statement of Profit and Loss:

Net employee benefit expense (recognised in Employee Cost) :

Particulars	Current Year Rs. In Lacs	Previous Year Rs. In Lacs
Current service cost	1.15	0.48
Interest cost on benefit obligation	1.47	0.60
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	0.80	1.22
Past service cost	-	-
Net benefit expense	3.42	2.30

Actual return on plan assets **NA** **NA**

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

Particulars	Current Year Rs. In Lacs	Previous Year Rs. In Lacs
Opening defined benefit obligation	12.28	9.98
Interest cost	1.47	0.60
Current service cost	1.15	0.48
Benefits paid	-	-
Actuarial (gains) / losses on obligation	0.80	1.22
Closing defined benefit obligation	15.70	12.28

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

Particulars	Current Year	Previous Year
	%	%
Discount Rate	8	8
Salary Escalation Rate	6	6

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

Particulars	Current Year Rs. In Lacs	Previous Year Rs. In Lacs
Deferred Tax Liability :		
Depreciation	0.04	0.07
Total	0.04	0.07

9. Segment Reporting:

Based on guiding principles given in Accounting Standard - 17 'Segment Reporting', issued by the Institute of Chartered Accountants of India, the Company's primary business segment is Investing & Financing. These activities mainly have similar risks and returns. As company's business activities fall within a single primary business segment the disclosure requirements of AS-17 in this regard are not applicable.

10. Employee Share based Payment Plans:

As on 31st March, 2012, the Company has share-based payments arrangements, which are described below:

JSW Holdings Employees Stock Ownership Plan – 2010

Particulars	Current Year	Previous Year
Date of Grant	1st October, 2010	1st October, 2010
Outstanding as at beginning of the year:		
1) Shares of JSW Steel Ltd.	7,462	Nil
2) Shares of JSW Energy Ltd.	107,906	Nil
Granted during the year :		
1) Shares of JSW Steel Ltd.	Nil	7,462
2) Shares of JSW Energy Ltd.	Nil	107,906
Forfeited during the year	Nil	Nil
Exercised during the year	Nil	Nil
Outstanding as at end of the year :		
1) Shares of JSW Steel Ltd.	7,462	7,462
2) Shares of JSW Energy Ltd.	107,906	107,906
Vesting Period	Graded vesting over 3 years	Graded vesting over 3 years
Method of settlement	Cash	Cash
Exercise Price :		
1) Shares of JSW Steel Ltd.	Rs.1,100 per share	Rs.1,100 per share
2) Shares of JSW Energy Ltd.	Rs.105 per share	Rs.105 per share

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

a) Name of Parties :

i) Associates :

JSW Steel Ltd.
Sun Investments Pvt. Ltd.
Jindal Coated Steel Pvt. Ltd.
Jindal Overseas Pte. Ltd.
JSW Holdings Employees Welfare Trust

ii) Key Management Personnel :

Mr. K N Patel

b) Related Party Transactions:

(Rs.in Lacs)

Nature of Transactions with Related party's name	Associates	Key Management Personnel	Total
Dividend Received :			
JSW Steel Ltd.	2,117.40 (1,642.07)	Nil (Nil)	2,117.40 (1,642.07)
Remuneration Paid :			
Mr. K.N. Patel	Nil (Nil)	163.13 (121.33)	163.13 (121.33)

Nature of Transactions with Related party's name	Associates	Key Management Personnel	Total
Loans/Advances Given :			
Sun Investments Pvt. Ltd.	1,907.50 (Nil)	Nil (Nil)	1,907.50 (Nil)
JSW Holdings Employees Welfare Trust	17.50 (200.00)	Nil (Nil)	17.50 (200.00)
Loans/ Advances Received Back:			
Sun Investments Pvt. Ltd.	1,907.50 (Nil)	Nil (Nil)	1,907.50 (Nil)
JSW Holdings Employees Welfare Trust	2.00 (30.75)	Nil (Nil)	2.00 (30.75)
Interest Received :			
Sun Investments Pvt. Ltd.	81.84 (0.05)	Nil (Nil)	81.84 (0.05)
Amount Written off :			
JSW Holdings Employees Welfare Trust	Nil (5.25)	Nil (Nil)	Nil (5.25)

c) Closing Balances of Related Parties : (Rs.in Lacs)

Particulars	Associates	Key Management Personnel	Total
Investments made :			
JSW Steel Ltd.	34,961.35 (34,961.35)	Nil (Nil)	34,961.35 (34,961.35)
Sun Investments Pvt. Ltd.	10,612.01 (10,612.01)	Nil (Nil)	10,612.01 (10,612.01)
Jindal Coated Steel Pvt. Ltd.	885.08 (885.08)	Nil (Nil)	885.08 (885.08)
Jindal Overseas Pte. Ltd.	3.80 (3.80)	Nil (Nil)	3.80 (3.80)
Provision for Diminution in value of Investments:			
Jindal Overseas Pte. Ltd.	3.80 (3.80)	Nil (Nil)	3.80 (3.80)
Loans/Advances Given :			
JSW Holdings Employees Welfare Trust	215.50 (200.00)	Nil (Nil)	215.50 (200.00)
Collaterals provided on behalf of :			
JSW Steel Ltd.	Nil (885.08)	Nil (Nil)	Nil (885.08)

Note:

Figures in brackets represent previous year's figures.

12. Computation of Basic and Diluted Earnings per share :

Particulars	Current Year	Previous Year
Profit after Tax (As per statement of profit and loss) (Rs. In Lacs)	2,668.24	2,070.31
Weighted Average Number of shares for calculating EPS	1,10,99,625	1,10,99,625
Earnings Per Share (Basic and Diluted) (Face Value – Rs. 10/- per share) (Rupees)	24.04	18.65

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

14. The financial statements for the year ended 31st March, 2011 were prepared as per then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the

notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended 31st March, 2012 are prepared in compliance with the Revised Schedule VI. Accordingly, the previous year figures have also been reclassified/regrouped to conform to current year's classification. The adoption of Revised Schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of the financial statements.

For and on behalf of the Board of Directors

N. K. JAIN

Director

K. N. PATEL

Jt. Managing Director & CEO

PRAJAKTA POWLE

Company Secretary

Mumbai

Dated : 25th April, 2012

Particulars

(Rs. in Lacs)

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

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

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	215.50	215.50
2. Other than related parties	-	12,656.05	12,656.05
Total	-	12,871.55	12,871.55

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):
Please see Note 2 below

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	1,36,225.10	46,458.44
2. Other than related parties	27,603.16	7,274.52
Total	1,63,828.26	53,732.96

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

(7) Other information :

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

Notes:

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

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

1) Capital to Risk Assets Ratio (CRAR)

Items	Current Year	Previous Year
(i) CRAR (%)	94.11	93.50
(ii) CRAR - Tier I Capital (%)	94.11	93.50
(iii) CRAR - Tier II Capital (%)	Nil	Nil

2) Exposure to Real Estate Sector

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

3) Maturity pattern of certain items of assets and liabilities

(Rs. in Lacs)

	1 day to 30/31 days one month	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities :									
Borrowings from banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Market Borrowings	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Assets :									
Advances (net of NPA's)	Nil	Nil	Nil	2,748.85	2,822.20	7,300.50	Nil	Nil	12,871.55
Investments (net of Provision)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	53,732.96	53,732.96

For and on behalf of the Board of Directors

N. K. JAIN

Director

K. N. PATEL

Jt. Managing Director & CEO

PRAJAKTA POWLE

Company Secretary

Mumbai

Dated : 25th April, 2012

JINDAL SOUTH WEST HOLDINGS LIMITED

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

June 2, 2012

Dear Shareholders,

Sub: Green Initiative in Corporate Governance

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

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

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

Best Regards,
For Jindal South West Holdings Limited

Deepak Bhat
Company Secretary

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

JINDAL SOUTH WEST HOLDINGS LIMITED

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

To,

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

Green Initiative in Corporate Governance

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

Registered Folio No./DP ID/Client ID :

Name of 1st Registered Holder :

Name of Joint Holder(s), if any :

No. of shares held :

E-mail ID (to be registered) :

Date:

Signature:

Notes:

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

JSW JINDAL SOUTH WEST HOLDINGS LIMITED

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

ATTENDANCE SLIP

Eleventh Annual General Meeting - 21st July, 2012

Regd. Folio No.....

** DP ID

** Client ID

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

I hereby record my presence at the **Eleventh Annual General Meeting** of the Company to be held on Saturday, the 21st day of July, 2012 at 3.00 p.m. at HRD Centre of JSW Steel Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604.

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

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

Note :

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

* *Strike out whichever is not applicable.*

JSW JINDAL SOUTH WEST HOLDINGS LIMITED

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

PROXY FORM

Eleventh Annual General Meeting - 21st July, 2012

Regd. Folio No.....

** DP ID

** Client ID

I/We.....

of.....

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

.....of.....

or failing him/her.....

of.....

as my/our proxy to attend and vote for me/us on my/our behalf at the Eleventh Annual General Meeting of the Company to be held on Saturday, the 21st day of July, 2012 at 3.00 p.m. at HRD Centre of JSW Steel Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604 and at any adjournment thereof.

Signed this day of2012

Notes :

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

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

Signature _____

Affix Re. 1
Revenue
Stamp



Builds



BOOK-POST

If undelivered, please return to:

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