

Trust is always the answer



The central idea for the annual report hinges on our belief of TRUST. Our relationships are based on this simple foundation. Trust is a true representative of our organisation's core value, thinking, respectability & dependability.

As we progress, we continue to build our organisation on this conviction, based on our positive experiences; something that we endeavour to earn everyday. Because,

‘ Trust is always the answer.’

In the cover, the use of the lines meeting at the top connotes convergence of our expertise to deliver on a common objective. These lines also bring a sense of movement and progress.

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OUR VALUES

JM FINANCIAL

Trust is always the answer

Contents

| | |
|--|---------|
| Notice | 01-14 |
| Directors' Report | 15-22 |
| Management Discussion and Analysis | 23-35 |
| Report on Corporate Governance | 36-60 |
| Auditors' Report | 61-65 |
| Balance Sheet | 66 |
| Profit & Loss Account | 67 |
| Schedules | 68-93 |
| Balance Sheet Abstracts & Company's General Business Profile | 94 |
| Financial Information of the Subsidiary Companies | 95 |
| Auditors' Report on the Consolidated Financial Statements | 96-97 |
| Consolidated Balance Sheet | 98 |
| Consolidated Profit & Loss Account | 99-100 |
| Schedules | 101-133 |
| Persons falling under the Group | 134 |

BOARD OF DIRECTORS

Mr. Nimesh N Kampani - Chairman & Managing Director
Mr. M R Mondkar
Mr. Ashith N Kampani
Mr. E A Kshirsagar
Mr. Dilip Kothari (Resigned w.e.f. May 28, 2008)
Mr. D E Udwadia
Dr. Pravin P Shah
Mr. Paul Zuckerman (Appointed w.e.f. October 29, 2007)

COMPANY SECRETARY

Mr. P K Choksi

CHIEF FINANCIAL OFFICER

Mr. Manish Sheth

AUDITORS

M/s. Khimji Kunverji & Co.
Chartered Accountants
Suite No. 52, Bombay Mutual Building
Dr. D N Road, Fort
Mumbai - 400 001

BANKERS

HDFC Bank Limited
Tulsiani Chambers, Nariman Point
Mumbai - 400 021

REGISTRARS & SHARE TRANSFER AGENTS

Sharepro Services (India) Private Limited
Satam Estate, 3rd Floor, Above Bank of Baroda
Chakala, Andheri (East)
Mumbai - 400 099

REGISTERED OFFICE

141, Maker Chambers III
Nariman Point
Mumbai - 400 021

Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF JM FINANCIAL LIMITED WILL BE HELD ON FRIDAY, JULY 25, 2008 AT 4.00 PM AT WALCHAND HIRACHAND HALL, 4TH FLOOR, INDIAN MERCHANTS' CHAMBER, CHURCHGATE, MUMBAI - 400 020 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2008 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. E A Kshirsagar, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. D E Udawadia, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s. Khimji Kunverji & Co., as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Paul Zuckerman, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 (“the Act”), read with Article 117 of the Articles of Association of the Company and whose term of office as a Director expires at this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Act has been left at the registered office of the Company by a Member signifying his intention to propose him as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation in accordance with Section 257 and other applicable provisions of the Act.”

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

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 316 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), and any statutory modification thereto or re-enactment thereof, and subject to the approval of the Central Government, if any required, the consent of the Company be and is hereby accorded to the appointment of Mr. Nimesh N Kampani as Managing Director of the Company for the period from May 28, 2008 to March 31, 2011, on the terms and conditions, including the remuneration as set out in the draft Agreement to be entered into between the Company and Mr. Kampani, placed before the meeting and initialled by a Director for the purpose of identification, with authority to the Board of Directors (“the Board”, which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or agreement, as may be agreed to between the Board and Mr. Kampani, but so that the limits specified in Schedule XIII to the Act or such other higher limits as may be approved by the Central Government are not exceeded.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Kampani as Managing Director, the remuneration as set out in the draft Agreement between Mr. Kampani and the Company, be paid or granted to him as minimum remuneration PROVIDED THAT the total remuneration by way of salary, allowance and bonus / performance incentive shall not exceed the applicable ceiling in terms of Schedule XIII to the Act, as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 309(4) read with Section 309(7) and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), so long as the Company has a Managing or Whole-time Director or Manager, the Company do pay to its Directors (other than the Managing Director) commission not exceeding 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Act for each of the five financial years commencing April 1, 2007, such commission being divisible among the Directors in such proportion as the Board of Directors may from time to time determine.”

“RESOLVED FURTHER THAT if, during the aforesaid five financial years, at any time, the Company does not have a Managing or Whole-time Director or Manager, then the Company do pay to its Directors (other than the Managing Director) commission not exceeding 3% of the net profits of the Company computed in the manner laid down in Section 198 of the Act for each of the five financial years commencing April 1, 2007, such commission being divisible among the Directors in such proportion as the Board of Directors may from time to time determine.”

“RESOLVED FURTHER THAT for the aforesaid five financial years, the Company do pay to its Directors (other than the Managing Director) commission in excess of 1% of the net profits computed as aforesaid where the Company has a Managing or Whole-time Director or Manager and commission in excess of 3% of the net profits computed in the manner aforesaid where the Company does not have a Managing or Whole-time Director or Manager, subject in either case with the prior approval of the Central Government under Section 309 and other applicable provisions of the Act.”

“RESOLVED FURTHER THAT the aforesaid resolutions shall be in supersession of the special resolution passed at the Twenty First Annual General Meeting of the Company held on September 7, 2006 and shall remain in force for a period of five financial years commencing from the financial year 2007-08.”

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

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), and pursuant to the provisions of Article 9 of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any regulatory authority, the consent of the Company be and is hereby accorded to the sub-division of the existing equity shares of the face value of Rs. 10/- (Rupees ten) each in the share capital of the Company into 10 equity shares of the face value of Re. 1/- (Rupee one) each.”

“RESOLVED FURTHER THAT pursuant to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, as amended from time to time, and the existing Employee Stock Option Scheme as approved by the Members at the Twenty Second Annual General Meeting of the Company held on September 6, 2007, the Board of Directors (“the Board”) and / or the Compensation Committee of the Board (constituted, interalia, for supervision and administration of the scheme) be and are hereby authorised to make amendments to the above mentioned scheme as they in their absolute discretion deem fit including adjustments to the stock options granted / to be granted to employees / Directors of the Company and / or its subsidiaries under the scheme, with respect to number of options and / or exercise price in appropriate proportion to the aforesaid sub-division of equity shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution and /or to settle any question or difficulty that may arise with regard to the sub-division of equity shares as aforesaid.”

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

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), and pursuant to provisions of Article 4 of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs. 50,00,00,000/- (Rupees fifty crore) divided into 5,00,00,000 (five crore) equity shares of Rs.10/- (Rupees ten) each to Rs. 1,00,00,00,000/- (Rupees one hundred crore) divided into 1,00,00,00,000 (one hundred crore) equity shares of Re.1/- (Rupee one) each.”

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

“RESOLVED THAT the first sentence in Clause V of the Memorandum of Association of the Company be replaced by the following new sentence:

‘The Authorised Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees one hundred crore) divided into 1,00,00,00,000 (one hundred crore) equity shares of Re.1/- (Rupee one) each’.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), the present Article 3 of the Articles of Association of the Company, be replaced by the following:

3. ‘The Authorised Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company’.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution.”