

SEVENTH ANNUAL REPORT

2001 - 2002



JOINDRE

CAPITAL SERVICES LTD.

TRADING VSAT NETWORK OF JOINDRE



- **Andhra Pradesh:** Warangal
- **Chhattisgarh:** Raipur, Dantari, Jagdalpur, Rajnandgaon
- **Gujarat:** Baroda, Surat
- **Karnataka:** Belgaum, Hassan
- **Jharkhand:** Jamshedpur
- **Madhya Pradesh:** Indore, Sendhwa
- **Maharashtra:** Mumbai, Kolhapur, Sangli, Pune, Nasik, Amravati, Ahmednagar, Kopargaon, Jalgaon, Bhhusawal, Yavatmal, Amalner
- **New Delhi**
- **Orissa:** Sambalpur
- **Pondicherry**
- **Rajasthan:** Jaipur, Newai, Jodhpur
- **Uttaranchal:** Dehradun
- **Uttar Pradesh:** Deoria
- **West Bengal:** Kolkata

Joindre Capital Services Limited

7th ANNUAL GENERAL MEETING

Date	: 14th September, 2002
Day	: Saturday
Time	: 9.30 a.m.
Place	: 32, Raja Bahadur Mansion, 31-A & 31-B, 3rd Floor, Ambalal Doshi Marg, Fort, Mumbai - 400 023.
Book Closure Dates	: 9th September, 2002 to 14th September, 2002 (both days inclusive)

BOARD OF DIRECTORS

Anil Mutha	Whole-time Director
Subhash Agarwal	Whole-time Director
Ranjit Baradia	Whole-time Director
Dinesh Khandelwal	Whole-time Director
Kamal Agrawal	Whole-time Director
Sunil Jain	Whole-time Director
Paras Bathia	Whole-time Director
Jayesh Shah	Director

AUDITORS

Banshi Jain & Associates
Chartered Accountants

BANKERS

ICICI Bank Ltd.
The Federal Bank Ltd.
Centurion Bank Ltd.

SHARE TRANSFER AGENTS

Dynamic Superways & Exports Limited.
Rainbow Palace,
I.C. Colony Cross Road No.5,
Borivali (West), Mumbai - 400 103.

CONTENTS

Page No.

Notice	2
Directors' Report	3
Annexure to Directors' Report	5
Auditors' Report	8
Balance Sheet	10
Profit and Loss Account	11
Schedules forming part of Statement of Accounts	12
Cash Flow Statement	22
Proxy Form & Attendance Slip	23

REGISTERED OFFICE

32, Raja Bahadur Mansion,
Ground Floor, Opp. Bank of Maharashtra,
Mumbai Samachar Marg,
Fort, Mumbai - 400 023.

ADMINISTRATIVE OFFICE

Room No. 1, 2nd Floor,
Botawala Building,
11/13, Horniman Circle,
Fort, Mumbai - 400023.
Tel. 2620891 / 2621237 / 2662292
Fax (022) 2661289

Joindre Capital Services Limited

NOTICE

Notice is hereby given that the Seventh Annual General Meeting of the Shareholders of JOINDRE CAPITAL SERVICES LIMITED will be held on Saturday, 14th September, 2002 at 32, Rajabhadur Mansion, 31-A & 31-B, 3rd Floor, Ambalal Doshi Marg, Fort, Mumbai 400 023 at 9.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002 and the Profit and Loss Account for the year ended 31st March, 2002 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Paras Bathia who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Dinesh Khandelwal, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors to hold Office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Registered Office,
32, Raja Bahadur Mansion,
Ground Floor, Opp. Bank of Maharashtra,
Mumbai Samachar Marg,
Fort, Mumbai- 400 023.

By order of the Board,

Subhash Agarwal
Director

Place: Mumbai,
Dated: 28th June, 2002

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 9th September, 2002 to 14th September, 2002 both the days inclusive.
4. Information u/s. 205A read with the Companies Unpaid Dividend (Transfer to General Reserve Account of the Central Government) Rules, 1978, consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid or unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.
5. The members are requested to :
 - a) Intimate changes, if any, in their Registered address to the Registrar and Transfer Agents of the Company.
 - b) Quote ledger folio numbers in all their correspondence.
 - c) Get the multiple folios consolidated and also get the shares transferred in joint names if they are held in single name to avoid inconvenience in future
 - d) Bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
 - e) Write atleast 10 days prior to the date of Meeting, any information which they desire on the accounts, to enable the management to keep the information ready.

Annual Report 2001-2002

DIRECTORS' REPORT

To
The Members,

The Board of Directors are pleased to present herewith the Seventh Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2002.

1. FINANCIAL RESULTS

	Year ended 31st March, 2002	(Rs. in Lakhs) Year ended 31st March, 2001
Income from Operations	397.39	2431.51
Other Income	148.21	139.44
Expenditure	575.02	2129.09
Interest	24.50	35.56
Gross Profit	(53.92)	406.30
Depreciation	40.68	45.98
Profit before Tax	(94.60)	360.32
Provision for Taxation - Current	-	139.38
- Deferred	2.75	
Net Profit after Tax	(97.35)	220.94
Profit Carried Forward to the Balance Sheet	272. 57	434.25

2. REVIEW OF PERFORMANCE

The performance of the Company has been adversely effected due to general bearishness in the stock market. In order to contain the losses, the Company has undertaken various cost cutting measures and also restructured its operations during the year under review.

Your Company is providing capital market services through a large network of branches & sub-brokers as a Member of Cash Segment of NSE & BSE and the Trading-cum-Clearing Member of Derivatives Segment of both the Exchanges. The Company is hopeful of achieving turn-around in the current financial year.

The operations of the Company as a Depository Participant of Central Depository Services Ltd. have been satisfactory and the volumes handled by it are getting momentum.

3. DIVIDEND

In view of the losses for the year, your Directors do not recommend any dividend.

4. DIRECTORS

Mr. Paras Bathia and Mr. Dinesh Khandelwal, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

5. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, your Directors wish to state that the same is not applicable to the Company.

6. FIXED DEPOSITS

The Company has not accepted any deposits from public.

7. PARTICULARS OF EMPLOYEES

Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended are not given as no Employee of the company is in receipt of remuneration of Rs. 12,00,000/- per annum or Rs. 1,00,000/- per month.

Joindre Capital Services Limited

8. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors state:

- i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii) That appropriate accounting policies have been selected and applied consistently and the judgement and estimates made by them 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 financial year and of the profit or loss of the Company for the year.
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the annual accounts have been prepared on a going concern basis.

9. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, the Corporate Governance Report is made a part of the Annual Report.

10. AUDITORS

M/s. Banshi Jain & Associates, Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made would be within the prescribed limits specified under Section 224(1B) of the Companies Act, 1956.

11. ACKNOWLEDGMENT

The Board wishes to place on records its appreciation to all its Shareholders, Customers, Bankers, Stock Exchange Authorities and Employees for the co-operation and contributions made by them at all levels.

Registered Office:

32, Raja Bahadur Mansion,
Ground Floor, Opp. Bank of Maharashtra,
Mumbai Samachar Marg,
Fort, Mumbai- 400 023.

By order of the Board,

Subhash Agarwal
Director

Place : Mumbai
Dated: 28th June, 2002

Annual Report 2001-2002

ANNEXURE TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is aimed at assisting the top management of the company in efficient conduct of its business, transparency in management and in meeting its obligations towards shareholders.

2. BOARD OF DIRECTORS

The present strength of the Board is 8 Directors. The Board comprises of 7 Wholetime Directors and 1 Non-executive Director. The Board's role, functions, responsibility and accountability are clearly defined. The company has not appointed any Director as Chairman of the Board of Directors or of the company. The Meeting of the Board of Directors are generally chaired by Mr. Subhash Agarwal. The attendance of each Directors at the Board Meetings and the last AGM is given below;

Name of the Director	Category of Directorship	Attendance of Board Meeting	Attendance of Last AGM	No. of Other Directorships
Mr. Anil Mutha	Wholetime Director	36	Yes	2
Mr. Subhash Agarwal	Wholetime Director	36	Yes	1
Mr. Ranjit Baradia	Wholetime Director	36	Yes	1
Mr. Dinesh Khandelwal	Wholetime Director	36	Yes	Nil
Mr. Kamal Agrawal	Wholetime Director	36	Yes	Nil
Mr. Sunil Jain	Wholetime Director	36	Yes	1
Mr. Paras Bathia	Wholetime Director	36	Yes	Nil
Mr. Jayesh Shah	Non-Exec. Director	Nil	No	3

3. AUDIT COMMITTEE

The following Directors have been appointed as Members of the Audit Committee (i) Mr. Subhash Agarwal – Chairman (ii) Mr. Anil Mutha –Member (iii) Mr. Kamal Agrawal -Member. Mr. Sunil Jain, a Whole-Time Director of the Company would attend the meeting on the invitation of the Chairman. The Audit Committee would meet periodically and give its reports and recommendations to the Board of Directors for Corporate Governance and overall improvement in the functioning of the Company. There were 4 meetings of the Audit Committee during the year 2001-2002. The attendance of each member of the Committee is given below:

Name of the Director	No. of Meetings attended
Mr. Subhash Agarwal	4
Mr. Anil Mutha	4
Mr. Kamal Agrawal	4
Mr. Sunil Jain	4

As per the terms of reference prescribed by the Board as stipulated in Clause 49(II)(d) of the Listing Agreement, the committee performs such duties and tasks as are assigned to it by the Board. The Committee has access to all records of the Company. The committee reviews the report of the internal and statutory auditors, internal audit systems and procedures, internal control systems, etc. and also addresses the requirements of the Companies Act, 1956 and the Listing Agreement with the Stock Exchanges.

4. REMUNERATION COMMITTEE

The company does not have a remuneration committee, however the Board determines and recommends the remuneration package payable to the Wholetime Directors subject to approval by members in the General Meeting. None of the Directors are related to each other. The remuneration of Directors have been fixed and approved by the Members at the 5th Annual General Meeting held on 23rd September, 2000. The aggregate value of remuneration and perquisites paid to the Wholetime Directors for the year ended 31st March, 2002, were as under: