

10th Annual Report 2004 - 2005

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JOINDRE CAPITAL SERVICES LIMITED**10TH ANNUAL GENERAL MEETING**

Date : 24th September, 2005

Day : Saturday

Time : 9.30 a.m.

Place : 32, Rajabhadur Mansion,
31-A & 31B, 3rd Floor,
Ambalal Doshi Marg, Fort,
Mumbai - 400 023.

Book Closure : 17th September, 2005 to
Date 24th September, 2005
(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
Ram Ratan Chhria	Director
Veepin Thokal	Director
Shankar Khandelwal	Director
Pradeep Jain	Director

AUDITORS

Banshi Jain & Associates
Chartered Accountants

BANKERS

Bank of India
ICICI Bank Ltd.
HDFC Bank Ltd.
The Federal Bank Ltd.
Indusind Bank Ltd.

SHARE TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind. Premises,
Andheri Kuria Road, Safed Pool,
Andheri (E), Mumbai 400 072.
Tel : 2851 6338 / 5606 / 5644
e-mail : sd_india@rediffmail.com

REGISTERED OFFICE

32, Raja Bahadur Mansion,
Ground Floor, Opp. Bank of Maharashtra,
Mumbai Samachar Marg,
Fort, Mumbai - 400023.

ADMINISTRATIVE OFFICE

Botawala Building, 2nd Floor,
11/13, Horniman Circle,
Fort, Mumbai - 400023.

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JOINDRE CAPITAL SERVICES LIMITED

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the Shareholders of **JOINDRE CAPITAL SERVICES LIMITED** will be held on Saturday, 24th September, 2005 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, 2005 and the Profit and Loss Account for the year ended 31st March, 2005 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anil Mutha who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Sunil Jain, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Dinesh Khandelwal, who retires by rotation and being eligible offers himself for reappointment.
5. 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.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Anil Mutha as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Subhash Agarwal, Whole Time Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Anil Mutha shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Anil Mutha shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Anil Mutha's office as Whole Time Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Anil Mutha as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Subhash Agarwal as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its

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Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Kamal Agrawal, Whole Time Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Subhash Agarwal shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Subhash Agarwal shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Subhash Agarwal's office as Whole Time Director Works, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Subhash Agarwal as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Ranjit Baradia as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Subhash Agarwal, Whole Time Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Ranjit Baradia shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Ranjit Baradia shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Ranjit Baradia's office as Whole Time Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Ranjit Baradia as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Dinesh Khandelwal as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter

JOINDRE CAPITAL SERVICES LIMITED

of Appointment a copy whereof initialed by Mr. Subhash Agarwal, Whole Time Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Dinesh Khandelwal shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Dinesh Khandelwal shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Dinesh Khandelwal's office as Whole Time Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Dinesh Khandelwal as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Sunil Jain as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Subhash Agarwal, Whole Time Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Sunil Jain shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Sunil Jain shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Sunil Jain's office as Whole Time Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Sunil Jain as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Paras Bathia as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Subhash Agarwal, Whole Time Director of the Company, for the purpose of identification

JOINDRE CAPITAL SERVICES LIMITED

has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Paras Bathia shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Paras Bathia shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Paras Bathia's office as Whole Time Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Paras Bathia as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and the remuneration and perquisites being paid or provided to Mr. Kamal Agrawal as the Whole Time Director of the Company for a period of five years with effect from 15th September, 2005 at a remuneration of Rs. 20,000/- per month and other perquisites as per Annexure and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Subhash Agarwal, Whole Time Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Kamal Agrawal shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment between the Company and Mr. Kamal Agrawal shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Kamal Agrawal's office as Whole Time Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Kamal Agrawal as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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,
Date : 30th June, 2005.

JOINDRE CAPITAL SERVICES LIMITED

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 explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, for item no. 6 to 12 of the Notice are annexed.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 17th September, 2005 to Saturday, 24th September, 2005 both the days inclusive.
5. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, dividend for the financial year March 31, 1998 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the IEPF pursuant to Section 205C of the Companies Act, 1956.

Financial year ended	Date of declaration of Dividend	Last date for claiming un-paid Dividend
31st March, 1998	5th September, 1998	4th September, 2005
31st March, 1999	14th August, 1999	13th August, 2006
31st March, 2000	23rd March, 2000	22nd March, 2007
31st March, 2004	25th September, 2004	24th September, 2011

Members who have not so far received / encashed Dividend for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar & Transfer Agents, Sharex Dynamic (India) Private Limited immediately.

Members are requested to note that no claims shall be against the said fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 (seven) years from the dates they first became due for payment and no payment shall be made in respect of any such claims.

6. 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.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956,

ITEM NO. 6 to 12

The present terms of appointments of Whole Time Directors were upto 14th September, 2005, the Company at its Board Meeting held on 30th June, 2005 has decided to re-appoint Mr. Anil Mutha, Mr. Subhash Agarwal, Mr. Ranjit Baradia, Mr. Dinesh Khandelwal, Mr. Sunil Jain, Mr. Paras Bathia and Mr. Kamal Agrawal as Whole Time Directors of the Company w.e.f. 15th September, 2005 for a period of 5 years.

The Company proposes to pay following remuneration and perquisites w.e.f. 15th September, 2005:

JOINDRE CAPITAL SERVICES LIMITED

A. REMUNERATION

S. No.	Name of Director	Designation	Remuneration
1	Mr. Anil Mutha	Whole Time Director	Rs. 20,000/- per month
2	Mr. Subhash Agarwal	Whole Time Director	Rs. 20,000/- per month
3	Mr. Ranjit Baradia	Whole Time Director	Rs. 20,000/- per month
4	Mr. Dinesh Khandelwal	Whole Time Director	Rs. 20,000/- per month
5	Mr. Sunil Jain	Whole Time Director	Rs. 20,000/- per month
6	Mr. Paras Bathia	Whole Time Director	Rs. 20,000/- per month
7	Mr. Kamal Agrawal	Whole Time Director	Rs. 20,000/- per month

B. PERQUISITES

Medical	One month salary p.a.
LTA	Leave Travel concession for self and family once in a year incurred in accordance with the Rules of the Company for the time being in force.
Personal Accident Insurance	Premium not to exceed Rs. 10,000/-
Bonus	20 % of basic salary.
Others	Car with Driver for office use (not considered as perquisites).
	Telephone at residence at Company's cost, subject to personal long distance calls to be reimbursed (not considered as perquisites).
	Club Fees restricted to two club fees.

C. INCREMENTS :

The Board of Directors shall decide the increments payable to each of the Directors at the end of March, every year within the overall ceiling laid down in the Schedule XIII so that the total remuneration by way of salary, perquisites and other allowances including increments shall not exceed the ceiling provided in Section II (1) (A) (iii) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

D. PERQUISITES : Non monetary ceiling perquisites

The following perquisites shall be payable to all the seven whole-time directors and which shall not be included in the computation of the ceiling of remuneration as per Schedule XIII of the Companies Act, 1956.

I. Provident Fund:

The Company's contribution to Provident Fund, as per the rules of the Company.

Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act, 1961.

II. Gratuity :

Gratuity not exceeding one-half months' salary for each completed year of service.

III. Superannuation

Superannuation premium as applicable and to the extent it is not taxable under the provisions of the Income Tax Act, 1961.

IV. Leave Encashment

Leave salary as per the rules of the Company and Encashment of Leave shall be at the end of the tenure.

E. MINIMUM REMUNERATION

1. The above remuneration and perquisites or such other amount and perquisites as may be provided in the Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof shall be considered as minimum remuneration.

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2. During the tenure of their appointments, if the Company earns profits in excess of the limits prescribed under Schedule XIII or if the profits are adequate in any financial year, as per the provisions of Section 198, 309 and any other applicable provisions of the Companies Act, 1956, then the remuneration and commission, if any, of Mr. Anil Mutha, Mr. Subhash Agarwal, Mr. Ranjit Baradia, Mr. Dinesh Khandelwal, Mr. Sunil Jain, Mr. Paras Bathia and Mr. Kamal Agrawal shall be paid as per the profits earned by the Company in that particular financial year.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Letter of Appointment and Memorandum of concern or interest under Section 302 of the Companies Act, 1956.

The resolutions are being recommended for the approval of the members.

None of the Directors of the Company except Mr. Anil Mutha, Mr. Subhash Agarwal, Mr. Ranjit Baradia, Mr. Dinesh Khandelwal, Mr. Sunil Jain, Mr. Paras Bathia and Mr. Kamal Agrawal may be considered to be interested in the passing of the resolutions.

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,
Date : 30th June, 2005.

