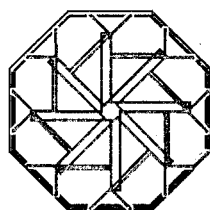


12th Annual Report

2006 - 2007

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JOINDRE

JOINDRE CAPITAL SERVICES LTD.

ONLINE TRADING NETWORK OF JOINDRE



**JOINDRE****JOINDRE CAPITAL SERVICES LIMITED****12th ANNUAL GENERAL MEETING**

Date	: 29 th September, 2007
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 Date	: 22 nd September, 2007 to 29 th September, 2007 (Both days inclusive)

BOARD OF DIRECTORS

Anil Mutha	Whole-time Director
Dinesh Khandelwal	Whole-time Director
Paras Bathia	Whole-time Director
Ranjit Baradia	Whole-time Director
Subhash Agarwal	Whole-time Director
Sunil Jain	Whole-time Director
Kamal Agarwal	Director
Jayesh Shah	Director
Mahendrakumar Jain	Director
Pradeep Jain	Director
Ram Ratan Chirania	Director
Shankar Khandelwal	Director
Veepin Thokal	Director

AUDITORS

Banshi Jain & Associates
Chartered Accountants

BANKERS

Bank of India
ICICI Bank Ltd.
HDFC Bank Ltd.
IDBI Bank Ltd.

SHARE TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.
17/B, Dena Bank Building, 2nd Floor, Horniman Circle,
Fort, Mumbai - 400 001.
Tel. No.: (022)22702485, 22641376 Fax No.: 22641349
e-mail : sharexindia@vsnl.com

REGISTERED OFFICE

32, Raja Bahadur Mansion,
Ground Floor, Opp. Bank of Maharashtra,
Mumbai Samachar Marg,
Fort, Mumbai - 400023.
Tel. No.: (022)40334789, 40334791 Fax No.: 22651409

ADMINISTRATIVE OFFICE

Botawala Building, 2nd Floor,
11/13, Horniman Circle,
Fort, Mumbai - 400023.
Tel No.: (022)40334567, 40334569 Fax No.: 40334568
Website : www.joindre.com

CONTENTS Page No.

Notice	2
Directors' Report	3
Report on Corporate Governance	6
Auditors' Report	12
Balance Sheet	15
Profit and Loss Account	16
Schedules forming part of Statement of Accounts	17
Cash Flow Statement	27
Statement in pursuance of Sec. 212 of Companies Act, 1956	28
Consolidated Financial Statements	29
Annual Report of Subsidiary	30
Proxy Form & Attendance Slip	65



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JOINDRE CAPITAL SERVICES LIMITED

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Shareholders of **JOINDRE CAPITAL SERVICES LIMITED** will be held on Saturday, 29th September, 2007 at 32, Rajabhadur Mansion, 31-A & 31-B, 3rd Floor, Ambala 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, 2007 and the Profit and Loss Account for the year ended 31st March, 2007 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Agrawal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jayesh Shah, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ranjit Baradia, who retires by rotation and being eligible offers himself for re-appointment.
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.

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 : 29th June, 2007

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 Saturday, 22nd September, 2007 to Saturday, 29th September, 2007 both the days inclusive.
4. 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, 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.

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.



DIRECTORS' REPORT

To
The Members,

The Board of Directors are pleased to present herewith the Twelfth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2007.

1. FINANCIAL RESULTS

Particulars	(Rs. in Lakhs)	
	Year Ended 31st March, 2007	Year Ended 31st March, 2006
Gross Total Income	3451.50	3493.36
Expenditure	2914.34	2967.80
Interest	42.82	23.75
Gross Profit / (Loss)	494.34	501.81
Depreciation	(46.01)	59.44
Profit / (Loss) before tax	540.35	442.37
Provision for taxation		
Current	157.17	148.45
Deferred	(2.97)	(3.37)
Excess / (Short) provision for earlier year	-	1.65
Net Profit / (Loss) after tax	386.15	295.64
Balance brought forward from the last year	775.18	479.54
Balance carried to the Balance Sheet	1161.33	775.18

The consolidated financial results of the Company for the year ended 31st March, 2007 are presented and annexed elsewhere in this report.

2. DIVIDEND

Your Directors do not recommend any dividend for the year under review in order to conserve the resources of the Company.

3. REVIEW OF PERFORMANCE

During the year under review, the Gross Total Income of the Company decreased from Rs.3493.36 lacs to Rs.3451.50 lacs showing an decrease of 1.20 % and Net Profit for the year increased from Rs.295.64 lacs to Rs.386.15 lacs showing an increase of 30.61% due to written back of amortisation amounting to Rs.79.38 lacs. Refer Note no. B(4) to the notes forming parts of the Notes on Accounts.

The Company has been providing capital market services through the network of branches and sub-brokers/ authorised persons as Member of Cash Segment of NSE & BSE and the Trading-cum-Clearing Member of Derivatives Segment of both the Exchanges. The Company is also operating as a Depository Participant of Central Depository Services (I) Ltd.

The subsidiary Joindre Commodities Ltd. is providing services for trading in commodity futures as a member of NCDEX & MCX. The company incorporated a subsidiary M/s JOINDRE DMCC at Dubai for providing services of trading in commodities as a member of DGCX.

During the year, the research division of the Company has provided value added services to our clients in capital & commodities markets.

As regards the turnover fee liability of SEBI, refer to note no. B(11) to the notes forming parts of accounts, which is self explanatory.

4. DIRECTORS

Mr. Kamal Agrawal, Mr. Jayesh Shah and Mr. Ranjit Baradia, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Kamal Agrawal has resigned as Whole Time Director of the Company but will continue to be a Director of the Company.

**JOINDRE****JOINDRE CAPITAL SERVICES LIMITED****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 the Companies (Particulars of Employees) Rules, 1975, as amended are not given as no employee of the company is in receipt of remuneration of Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month.

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 judgment 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 the 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 Agreement with the Stock Exchanges, the Corporate Governance Report is separately given in this Report. The Auditors' certificate on corporate governance is also annexed to this report.

10. SUBSIDIARY COMPANIES:

The information including Annual Accounts, Directors' Report and Auditors' Report in respect of the subsidiaries viz. Joindre Commodities Limited and Joindre DMCC, Dubai as on 31st March 2007 are annexed as required u/s 212 of the Companies Act 1956.

11. LISTING OF SHARES

The Company's shares are listed on Bombay Stock Exchange Ltd., Mumbai and the company has paid the listing fees for the same.

12. 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.

13. ACKNOWLEDGMENT

The Board wishes to place on record 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

Date : 29th June, 2007



JOINDRE

JOINDRE CAPITAL SERVICES LIMITED

CERTIFICATE FROM AUDITORS' REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the shareholders of Joindre Capital Services Ltd.

We have examined the compliance of conditions of Corporate Governance by **Joindre Capital Services Ltd.** for the year ended 31st March 2007, 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 Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement, subject to the following:

The Board of Directors of the company does not have an optimum combination of executive and non-executive directors. The number of non-executive directors is less than 50 percent of the strength of the total directors. Further, since the board meetings are chaired by an executive director, the company does not have the minimum requisite number of independent directors.

We state that no investor grievance is pending against the Company exceeding one month as per records maintained by the Company which are presented to the Shareholders/ Investors Grievance Committee.

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 **Banshi Jain & Associates**
Chartered Accountants

Parag Jain
(Partner)
Membership No.: 78548

Place : Mumbai
Date : 29th June, 2007



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JOINDRE CAPITAL SERVICES LIMITED

CORPORATE GOVERNANCE

The Bombay Stock Exchange Limited has implemented the revised provisions of Clause 49 of the Listing Agreement from December 31, 2005, the Company has already taken steps to comply with the revised provisions to the maximum extent possible.

Schedule IC of Clause 49 of Listing Agreement, requires to incorporate certain mandatory disclosure with regard to Corporate Governance Report. In pursuance of the said requirements, the Board of Directors reports the following;

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 Board's role, functions, responsibility and accountability are clearly defined. The company has not appointed any Director as Chairman of the Board of Directors of the company.

i) Board Composition:

The strength of the Board was 13 Directors as on 31st March, 2007. The composition and category of Directors on the Board of the Company are:

Executive Directors

Mr. Subhash Agarwal

Mr. Sunil Jain

*Mr. Kamal Agrawal

Mr. Ranjit Baradia

Mr. Anil Mutha

Mr. Dinesh Khandelwal

Mr. Paras Bathia

*Resigned as Whole Time Director w.e.f. 1st April, 2007 but continues to be a director.

Non-executive Directors

Mr. Jayesh Shah

Mr. Ram Ratan Chirania (Independent)

Mr. Veepin Thokal (Independent)

Mr. Shankar Khandelwal (Independent)

Mr. Pradeep Jain (Independent)

Mr. Mahendrakumar M. Jain (Independent)

The independent Directors do not have any material or pecuniary relationship or transaction with the Company, its promoters or its management, which may affect their judgment in any manner.

The Central Government vide its approval letter dated 15th June, 2005 bearing No. 4/15/2004-CL. VII has approved the increase in number of Directors from 12 (Twelve) to 13 (Thirteen) instead of 16 (Sixteen) Directors requested by the Company vide its application under Section 259 of the Companies Act, 1956. Accordingly the Company can appoint only 5 (Five) Directors as independent Directors as against requirement of 8 (Eight) independent Directors in order to comply Clause 49 (I) of the Listing Agreement. At present the Company has 5 (Five) Non Executive Independent Directors.

ii) Other Directorship and Membership of Board Committees:

None of the Directors hold Directorship in more than the permissible number of Companies under the relevant provision. Further, none of the Directors on the Board is a member of more than Ten Committees or Chairman of more than Five Committees.

iii) Board Meetings:

The Board met 15 times during the period from April, 2006 to March, 2007, i.e. 5th April, 2006, 20th May, 2006, 16th June, 2006, 30th June, 2006, 11th July, 2006, 31st July, 2006, 18th August, 2006, 2nd September, 2006, 25th September, 2006, 19th October, 2006, 31st October, 2006, 9th December, 2006, 8th January, 2007, 31st January, 2007 and 7th March, 2007.



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JOINDRE CAPITAL SERVICES LIMITED

iv) Board Meeting Attendance record of the Directors in 2006 - 2007:

The Meetings of the Board of Directors are generally chaired by Mr. Subhash Agarwal or in his absence by Mr. Kamal Agrawal.

The attendance of each Director 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	No. of other Committees as Member/Chairperson
Mr. Anil Mutha	Whole Time	15	Yes	6	--
Mr. Subhash Agarwal	Whole Time	15	Yes	4	--
Mr. Ranjit Baradia	Whole Time	15	Yes	4	--
Mr. Dinesh Khandewal	Whole Time	15	Yes	3	--
*Mr. Kamal Agrawal	Whole Time	15	Yes	3	--
Mr. Sunil Jain	Whole Time	15	Yes	4	--
Mr. Paras Bathia	Whole Time	15	Yes	3	--
Mr. Jayesh Shah	Non Executive	--	No	5	--
Mr. Ram Ratan Chirania	Non Executive Independent	4	No	--	--
Mr. Veepin Thokal	Non Executive Independent	4	No	--	--
Mr. Shankar Khandelwal	Non Executive Independent	4	No	1	--
Mr. Pradeep Jain	Non Executive Independent	4	No	--	--
Mr. Mahendrakumar Jain	Non Executive Independent	4	No	1	--

*Resigned as Whole Time Director w.e.f. 1st April, 2007 but continues to be a Director.

v) Code of Conduct:

The Board has formulated a code of conduct for the Board members and senior management of the Company. All Board members and senior management have affirmed their compliance with the code. A declaration to this effect signed by the Whole Time Director of the Company is given elsewhere in the Annual Report.

3. AUDIT COMMITTEE

The following Directors have been appointed as Members of the Audit Committee (i) Mr. Pradeep Jain - Chairman, (ii) Mr. Ram Ratan Chirania - Member (iii) Mr. Shankar Khandelwal - Member, all being non executive independent Directors.

The Audit Committee of the Company meets before the finalization of accounts each year and also meets each quarter before the results of that quarter is published in the newspaper and informed to the Stock Exchanges as required under Clause 41 of the Listing Agreement. The Audit Committee gives 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 2006 - 2007. The attendance of each member of the Committee is given below :

Name of the Director	No. of Meetings attended
Mr. Pradeep Jain	4
Mr. Ram Ratan Chirania	4
Mr. Shankar Khandelwal	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.

**JOINDRE****JOINDRE CAPITAL SERVICES LIMITED****4. REMUNERATION COMMITTEE**

The resolution passed at the Tenth Annual General Meeting has constituted the Board of Directors as the remuneration committee and accordingly the Board of Directors (constituted remuneration committee) determines and recommends the remuneration package payable to the Whole Time Directors subject to approval by members in the General Meeting. The Board of Directors (constituted remuneration committee) has approved the re-appointment and remuneration payable to Mr. Anil Mutha, Mr. Subhash Agarwal, Mr. Ranjit Baradia, Mr. Dinesh Khandelwal, Mr. Sunil Jain, Mr. Paras Bathia and *Mr. Kamal Agrawal approved by the members at the Tenth Annual General Meeting. The present terms of their appointment are upto 14th September, 2010. The aggregate value of remuneration, perquisites and sitting fees paid to the Whole Time Directors and Non-executive independent Directors for the year ended 31st March, 2007, were as under :

No.	Name of Director	Salary	Providend Fund	Perquisites	Sitting Fees
1	Mr. Anil Mutha	Rs. 6,00,000	Rs. 72,000	Rs. 17,181	Rs. Nil
2	Mr. Subhash Agarwal	Rs. 6,00,000	Rs. 72,000	Rs. 17,181	Rs. Nil
3	Mr. Ranjit Baradia	Rs. 6,00,000	Rs. 72,000	Rs. 26,305	Rs. Nil
4	Mr. Dinesh Khandelwal	Rs. 6,00,000	Rs. 72,000	Rs. 21,585	Rs. Nil
5	*Mr. Kamal Agrawal	Rs. 6,00,000	Rs. 72,000	Rs. 14,492	Rs. Nil
6	Mr. Sunil Jain	Rs. 6,00,000	Rs. 72,000	Rs. 14,492	Rs. Nil
7	Mr. Paras Bathia	Rs. 6,00,000	Rs. 72,000	Rs. 21,321	Rs. Nil
8	Mr. Jayesh Shah	Rs. Nil	Rs. Nil	Rs Nil	Rs. Nil
9	Mr. Ram Ratan Chirania	Rs. Nil	Rs. Nil	Rs Nil	Rs. Nil
10	Mr. Veepin Thokal	Rs. Nil	Rs. Nil	Rs Nil	Rs. Nil
11	Mr. Shankar Khandelwal	Rs. Nil	Rs. Nil	Rs Nil	Rs. Nil
12	Mr. Pradeep Jain	Rs. Nil	Rs. Nil	Rs Nil	Rs. Nil
13	Mr. Mahendrakumar Jain	Rs. Nil	Rs. Nil	Rs Nil	Rs. Nil

*Resigned as Whole Time Director w.e.f. 1st April, 2007 but continues to be a Director.

NOTES:

1. The Company has not paid any remuneration to independent non-executive director.
2. The Company does not pay bonus, pension and incentives to the Executive Director. The Company so far has not issued any stock options to Executive / Non-executive / independent Director.
3. Equity shares of Joindre Capital Services Limited held by non-executive Directors are as follows:

Directors	No. of shares held as on 31st March, 2007	No. of shares held as on 31st March, 2006
Mr. Jayesh Shah	19,22,150	19,22,150
Mr. Ram Ratan Chirania	NIL	NIL
Mr. Veepin Thokal	NIL	NIL
Mr. Shankar Khandelwal	NIL	NIL
Mr. Pradeep Jain	NIL	NIL
Mr. Mahendrakumar Jain	NIL	NIL

5. SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE

The Board has re-constituted on 28th December, 2005 a Shareholders / Investors Grievances Committee comprising of (i) Mr. Pradeep Jain - Chairman being Non Executive Independent Director, (ii) Mr. Ramratan Chirania - Member & Non Executive Independent Director, (iii) Mr. Subhash Agarwal - Member & Executive Director. The Committee looks into investors/shareholders complaints. The Company has resolved all complaints by furnishing the requisite information/documents. All share transfer work of the company is carried out by the Company's Share Transfer Agents M/s. Sharex Dynamic (India) Private Limited.

As required by the Stock Exchanges, the Company has appointed Mr. A. P. Shukla as the Compliance Officer to monitor the share transfer process and liaise with the regulatory authorities.