



18th ANNUAL GENERAL MEETING

Date : 28th September, 2013
 Day : Saturday
 Time : 10.00 A. M.
 Place : M.C. Ghia Hall (ITAMMA)
 Bhogilal Hargovindas Building,
 4th Floor, 18/20 Kaikhushru
 Dubash Marg, (behind Prince
 of Wales Museum),
 Mumbai - 400 001

Book Closure : 16th September, 2013
 To
 Date 28th September, 2013
 (Both days inclusive)

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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
Mahendrakumar Jain**	Director
Shankar Khandelwal	Director
Veepin Thokal	Director
Haresh Mehta	Director
Ravi Sant Jain	Director
Sonali Chaudhary	Director

*Resigned w.e.f. 10th January 2013

** Resigned w.e.f. 6th March 2013

COMPANY SECRETARY

Vijay Pednekar

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.
 Unit-1, Luthra Ind. Premises,
 Andheri-Kurla Rd., Safed Pool,
 Andheri(E), Mumbai 400072.
 Tel. No. (022) 28515606 , 28515644
 Fax No.28512885
e-mail : sharexindia@vsnl.com

REGISTERED OFFICE

32, Raja Bahadur Mansion,
 Ground Floor, Opp. Bank of Maharashtra,
 Mumbai Samachar Marg,
 Fort, Mumbai – 400023.
 Tele No. (022) 40334720. Fax No. 40334721

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



NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Shareholders of **JOINDRE CAPITAL SERVICES LIMITED** will be held on Saturday, 28th September, 2013 at 10.00 A.M. at M. C. GHIA HALL (ITAMMA), Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, (Behind Prince of Wales Museum), Mumbai 400001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended 31st March, 2013 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Jain, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Paras Bathia, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Veepin Thokal, who retires by rotation and being eligible offers himself for re-appointment.
5. To re-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.

By Order of the Board

Place: Mumbai

Vijay Pednekar

Date : May 30, 2013

Company Secretary

Registered Office:

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

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 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 Monday, 16th September, 2013 to Saturday, 28th September, 2013 both the days inclusive.
4. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, dividend for the financial year ended 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, 2010	25th September, 2010	23rd September, 2017
31st March, 2011	24th September, 2011	22nd September, 2018

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, M/s. Sharex Dynamic (India) Private Limited immediately.

Members are requested to note that no claims shall be entertained 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 at least 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.
6. As per the provisions of the Companies Act, 1956 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from Depository Participants (DPs) in respect of their holdings in electronic form and from the Company's Registrar and Transfer Agent in respect of their holding in physical form.
7. Information required under Clause 49 IV G of the Listing Agreement relating to Corporate Governance with respect to the Director being appointed and Directors retiring by rotation and being eligible, seeking re-appointment is as under:
- | Name of the Director | Date of birth | Qualification | Expertise in functional areas | Other Directorships | Shareholding |
|----------------------|---------------|-------------------|-------------------------------|--|-----------------------------|
| Mr. Sunil Jain | 28/05/1965 | B.Com.
F.C.A., | 18 years | Joindre Commodities Ltd.
Joindre Finance Pvt. Ltd. | 470160
Equity
Shares |
| Mr. Paras Bathia | 27/03/1956 | B.Com. | 22 years | Joindre Commodities Ltd.
Joindre Finance Pvt. Ltd.
Kiwi Urban Developers India Pvt. Ltd. | 1266850
Equity
Shares |
| Mr. Veepin Thokal | 03/07/1963 | B. Com.,
LL.B | 21 years | Nil | 1000
Equity
Shares |
8. **All the shareholders are requested to register their E-Mail id with the Company's Share Transfer Agents M/s. Sharex Dynamic (India) Private Limited for the purpose of service of documents under Section 53 of the Companies Act, 1956 by E-mode instead of other modes of services in view of Circular No. 17/95/2011 CL-V dated 20-05-2011 from the Government of India Ministry of Corporate Affairs, New Delhi.**
9. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd.

By Order of the Board

Place: Mumbai

Date : May 30, 2013

Vijay Pednekar
Company Secretary

Registered Office:

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

**DIRECTORS' REPORT**

To
The Members,

The Board of Directors are pleased to present herewith the Eighteenth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2013	Year Ended 31st March, 2012
Gross Total Income	1739.00	2008.62
Expenditure	1485.58	1624.61
Finance Cost	62.33	88.49
Gross Profit (Loss)	191.09	295.52
Depreciation	29.09	33.75
Profit / (Loss) Before Tax	162.00	261.77
Provision for Taxation		
Current	53.25	90.0
Deferred	-0.95	-4.77
Provision for Earlier Year	0	-0.15
Net Profit (Loss) after Tax	109.70	176.69
Balance B/f from last Year	2596.92	2420.23
Balance c/f to the Balance Sheet	2706.62	2596.92

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 to ₹ 1739.00 Lakhs from ₹ 2008.62 Lakhs and Net Profit after tax decreased to ₹ 109.70 lakhs from ₹ 176.69 Lakhs.

The Company has a Trading-cum-Clearing Membership of BSE Ltd and National Stock Exchange of India Ltd in their Cash and Derivative segment and MCX Stock Exchange Ltd in Currency Derivatives and providing capital market services through the network of branches and sub-brokers/authorised persons.

M/s. Joindre Commodities Ltd., a subsidiary of the Company, is providing services for trading in commodity futures as a members of National Commodity & Derivatives Exchange Limited, Multi Commodity Exchange of India Ltd and National Spot Exchange Limited.

As regards the turnover fee liability of SEBI, please refer note no. 28 (b) to Notes on Financial Statements forming parts of accounts, which is self explanatory.

4. DIRECTORS

Mr. Sunil Jain, Mr. Paras Bathia, and Mr. Veepin Thokal, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. Ranjit Baradia has resigned as Whole Time Director as well as Director of the Company w.e.f. 10-01-2013.

Mr. Mahendrakumar Jain has resigned as Director of the Company w.e.f. 06-03-2013. The Board recorded its appreciation for the valuable contribution made by them during their tenure as Directors.

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 ₹ 60,00,000/- per annum or ₹ 5,00,000/- 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 along with 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 COMPANY

As on 31st March, 2013, the Company has following subsidiary:



i. Joindre Commodities Limited.

In terms of Section 212(a) of the Companies Act, 1956, the Central Government, Ministry of Corporate Affairs vide its General Circular 2/2011 dated 8th February, 2011 has granted a general exemption to the Companies from the requirement of attaching to its Annual Report, the Balance Sheet, Profit and Loss Account and the Report of the Directors and Auditors thereon of its subsidiary. Accordingly the same is not attached to the Balance Sheet of the Company. Shareholders who wish to have a copy of Annual Accounts of subsidiary company may write to the Company Secretary at the Registered Office of the Company.

11. CONSOLIDATION OF FINANCIAL STATEMENTS

In accordance with the above referred circular and with the Accounting Standards AS-21 notified by Companies (Accounting Standards) Rules, 2006, the Consolidated Financial Statements covered in this report by the Company include financial information of its above referred subsidiary company and forms part of this Annual Report.

12. LISTING OF SHARES

The Company's shares are listed on BSE Ltd., Mumbai and the Company has paid the Listing Fees for the same.

13. 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.

14. MANAGEMENT DISCUSSIONS AND ANALYSIS

Forward looking statement

The Statements made in this report describe the Company's objectives and projections that may be forward looking statements which are based on certain assumptions and expectations of future events. The Company's actual results, may differ materially from those projected in any such forward looking statements depending on economic conditions, government policies and decisions which are beyond the control of the Company.

Segment-wise or product-wise performance

The Company is engaged in broking business and the revenues generated from broking activities in the cash and derivatives segments of both the exchanges, BSE and NSE and hence there is no separate segment reporting.

Internal Control Systems

The Company has in place an adequate and effective internal audit and control systems which ensures efficiency in operations, and optimum use of resources. There is a full-fledged Compliance Department headed by the qualified professional. The Internal Audit is being carried out by an Independent Auditor. The effectiveness of the internal control systems is constantly monitored by the Audit Committee set up by the Board and the required changes are introduced as and when necessary.

Outlook

During the financial year 2012-13, Indian Economy faced multiple challenges both from global as well as domestic factors which has adversely affected the capital market and in turn the company's business. However, the Company hopes that the Stock Market will respond positively to the various measures taken by the Government and improve the investors/market sentiment which in turn will help the Company.

Risk Management

Your Company's risk management system comprises of prudential norms, timely reporting and stringent controls. Technology is an integral part of the Company's business operations and hence to mitigate the risk to technology failure, your company has taken up steps like use of sophisticated firewalls to protect the IT infrastructure, multiple options for internet bandwidth and internet connectivity. The Client level risk in broking operations is managed through system.

Human resources

Your company has been able to employ and retain qualified professionals by offering the challenging work environment and compensation. The Company provides in house training to its employees.

15. 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.

By Order of the Board

Subhash Agarwal
(Whole Time Director)

Sunil Jain
(Whole Time Director)

Registered Office:

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

Place : Mumbai

Date : May 30, 2013

**CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 31ST MARCH 2013 (under Clause 49 (VI) (i) of Listing Agreement)****I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company's philosophy on Corporate Governance is to strive for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings with shareholders, employees, lenders, creditors, customers and the government.

II. BOARD OF DIRECTORS**I) Composition and category of Directors**

The Composition of Board, the category of Directors, the attendance of Directors at the Board Meetings and the last Annual General Meeting are as follows:

Name of Director	Executive/ Non-Executive	Promoter/ Independent	No of Board Meetings attended out of 10 meetings held	Attendance at last AGM	No of other Directorship	No of Committee Memberships/Chairmanship including Joindre Capital Services Ltd	
						Chairmanship	Membership
Mr. Subhash Agarwal	EWD	P	10	Yes	3	Nil	AC-JCSL & SIGC-JCSL
Mr. Anil Mutha	EWD	P	10	Yes	7	Nil	SIGC-JCSL
Mr. Sunil Jain	EWD	P	10	Yes	2	Nil	
Mr. Ranjit Baradia* resigned w.e.f.10-01-2013	EWD	P	2	No	3	Nil	
Mr. Dinesh Khandelwal	EWD	P	10	Yes	2	Nil	
Mr. Paras Bathia	EWD	P	10	Yes	3	Nil	
Mr. Veepin Thokal	NE	I	9	No	Nil	Nil	
Mr. Shankar Khandelwal	NE	I	4	No	4	Nil	
Mr. Mahendrakumar Jain* resigned w.e.f. 6-3-2013	NE	I	3	No	Nil	Nil	
Mr. Haresh Mehta	NE	I	6	Yes	Nil	AC-JCSL	
Mr. Ravi Sant Jain	NE	I	9	No	Nil	SIGC-JCSL	
Mrs. Sonali Chaudhary	NE	I	9	No	Nil	Nil	AC-JCSL

EWD = Executive Whole Time Director; I = Independent; NE = Non Executive; P = Promoter; AC-JCSL = Audit Committee - Joindre Capital Services Ltd.; SIGC-JCSL = Shareholders/Investors Grievance Committee - Joindre Capital Services Ltd.

For the purpose of Committee Memberships only Public Ltd Companies (Listed and Unlisted) have been considered.

None of the above Directors are related interse

II) Board Meetings

During the year under review 10 meetings were held on 30-05-2012; 29-06-2012; 14-08-2012; 17-09-2012; 15-10-2012; 12-11-2012; 27-12-2012; 10-01-2013, 14-02-2013 and 06-03-2013

III) Code of Conduct:

The Board has formulated a code of conduct for the Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended 31st March, 2013. A declaration to this effect signed by the Chairman of the Company is given elsewhere in the Annual Report.

IV) SHAREHOLDINGS OF THE PROMOTER

Mr. Ranjit Baradia, one of the Promoters of the Company, was holding 4.21 % in the capital of the Company. He ceases to be a Promoter and consequently, the shareholdings of the Promoters has been reduced from 42.25% to 38.04%. The Company has obtained prior approval from the BSE Ltd., National Stock Exchange of India Limited and MCX Stock Exchange Ltd for the same.

III. AUDIT COMMITTEE

The Composition of the Audit Committee and attendance at the Audit Committee Meetings during the year under review are as follows:

Date of Meeting	Haresh J Mehta	Sonali Chaudhary	Subhash Agarwal
	Chairman & Non Executive Independent Director	Member & Non Executive Independent Director	Member & Executive Whole Time Promoter Director
30-05-2012	Present	Present	Present
14-08-2012	Present	Present	Present
12-11-2012	Present	Present	Present
14-02-2013	Present	Present	Present
Meetings attended out of total 4 meetings held	4	4	4

The Board of Directors of the Company has framed a Terms of Reference for the Audit Committee. The Terms of Reference is based on Clause 49 (II) (D) of the Listing Agreement. The Audit Committee performs its functions in accordance with its terms of reference. In addition, it exercises its powers and reviews information as specified under Clause 49 (II) (C) and (E) of the Listing Agreement.

The Audit Committee has been reconstituted on 30-04-2013, comprising of Mr. Veepin Thokal as Chairman; Mrs. Sonali Chaudhary and Mr. Subhash Agarwal as its members.

IV. REMUNERATION COMMITTEE

The Remuneration Committee was constituted on 16-5-2011 comprising of Mr. Haresh Mehta - Chairman; Mr. Veepin Thokal, Mr. Subhash Agarwal and Mrs. Sonali Chaudhary as its members, to determine the remuneration package of Executive Directors.



During the year under review, no meetings of the Remuneration Committee were held.

The Remuneration Committee has been reconstituted on 30-04-2013 comprising of Mr. Veepin Thokal as Chairman; Mrs. Sonali Chaudhary, Mr. Ravi Sant Jain and Mr. Subhash Agarwal as its members.

i) Remuneration Policy

The Remuneration Committee recommend/review the remuneration package of the Whole Time Directors. The same is within the overall ceiling prescribed under the Companies Act, 1956 and approved by the Board of Directors and the Shareholders of the Company at the Annual General Meeting.

ii) Details of Remuneration paid to all Directors

A. The Company does not have any pecuniary relationship or transactions with the non-executive directors. During the year, the Company has paid sitting fees to non-executive directors.

B. The aggregate remuneration paid to the Directors for the year ended 31st March, 2013, is as under;

No.	Name of Director	Salary	Provident Fund	Perquisites	Sitting Fees
1.	Mr. Subhash Agarwal	600000/-	72000/-	39163/-	Nil
2.	Mr. Anil Mutha	600000/-	72000/-	32468/-	Nil
3.	Mr. Sunil Jain	600000/-	72000/-	26645/-	Nil
4.	Mr. Ranjit Baradia	219200/-	25584/-	Nil	Nil
5.	Mr. Dinesh Khandelwal	600000/-	72000/-	33552/-	Nil
6.	Mr. Paras Bathia	600000/-	72000/-	45717/-	Nil
7.	Mr. Veepin Thokal	Nil	Nil	Nil	4,500/-
8.	Mr. Shankar Khandelwal	Nil	Nil	Nil	2,000/-
9.	Mr. Mahendrakumar Jain	Nil	Nil	Nil	1,500/-
10.	Mr. Hareesh Mehta	Nil	Nil	Nil	3,000/-
11.	Mrs. Sonali Chaudhary	Nil	Nil	Nil	4,500/-
12.	Mr. Ravi S. Jain	Nil	Nil	Nil	4,500/-

C. The Company has not issued any stock options or paid any performance linked incentives or fixed component incentives to the Directors.

D. Details of service contracts:

Name and Designation	Period	Approval of Members
Subhash Agarwal Whole Time Director	5 Years (15.09.10 - 14.09.15)	AGM held on 25.09.2010
Anil Mutha Whole Time Director	5 Years (15.09.10 - 14.09.15)	AGM held on 25.09.2010
Sunil Jain Whole Time Director	5 Years (15.09.10 - 14.09.15)	AGM held on 25.09.2010
Ranjit Baradia Whole Time Director	5 Years (15.09.10 - 14.09.15)	AGM held on 25.09.2010
Dinesh Khandelwal Whole Time Director	5 Years (15.09.10 - 14.09.15)	AGM held on 25.09.2010
Paras Bathia Whole Time Director	5 Years (15.09.10 - 14.09.15)	AGM held on 25.09.2010

E. Equity Shares of Joindre Capital Serviced Limited held by the Non-Executive Directors are as follows:

Non Executive Directors	No. of shares held as on 31.03.2013	No. of shares held as on 31.03.2012
Mr. Veepin Thokal	1,000	1,000
Mr. Shankar Khandelwal	Nil	Nil
Mr. Mahendrakumar Jain	1,000	1,000
Mr. Hareesh J. Mehta	Nil	Nil
Mr. Ravi S. Jain	Nil	Nil
Mrs. Sonali Chaudhary	Nil	Nil

V. SHAREHOLDER/INVESTORS GRIEVANCE COMMITTEE

The Board of Directors of the Company has constituted the Shareholders/Investors Grievance Committee which is chaired by a Non-Executive Independent Director to specifically look into the redressal of shareholders queries and complaints. The attendance of Shareholders/Investors Grievance Committee Meetings are as follows:

Date of Meeting	Ravi Sant Jain Chairman & Non Executive Independent Director	Subhash Agarwal Member & Executive Whole Time Director	Anil Mutha Member & Executive Whole Time Director
14-08-2012	Present	Present	Present
27-12-2012	Present	Present	Present
14-02-2013	Present	Present	Present
Meetings attended out of total 3 meetings held	3	3	3

COMPLIANCE OFFICER :

As required by the Listing Agreement, the Company has appointed Mr. Vijay Pednekar as the Compliance Officer. Email address of Compliance Officer is pednekar@joindre.com

A. Complaint Status for the year 01/04/2012 to 31/03/2013 (Equity Shares)

Category	No. of Complaints received	No. of Complaints resolved	No. of Complaints Pending
Non receipt of Credit	-	-	-
Non receipt of Dividend Warrant	-	-	-
Non receipt of Interest Warrant	-	-	-
Non receipt of Annual Report	-	-	-
SEBI	-	-	-
Stock Exchange	-	-	-
Non receipt of Share Certificate	-	-	-
Non Receipt of Share Transfer	-	-	-
Others	-	-	-
Total	-	-	-

VI. GENERAL BODY MEETINGS

A. Date, time and venue for the Annual General Meetings and Extra Ordinary General Meeting held during the last 3 financial years and nature of special resolutions passed thereat are given below:

Financial Year Ending	Nature of Meeting	Date	Location	Time
31st March, 2010	15th AGM	25.09.2010	M C Ghia Hall, (ITAMMA), Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubhash Marg, (Behind Prince of Wales Museum), Mumbai: 400 001	10.00 A.M.
31st March, 2011	16th AGM	24-09-2011	M C Ghia Hall, (ITAMMA), Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubhash Marg, (Behind Prince of Wales Museum), Mumbai: 400 001	10.00 A.M.
31st March, 2012	17th AGM	22-09-2012	M C Ghia Hall, (ITAMMA), Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubhash Marg, (Behind Prince of Wales Museum), Mumbai: 400 001	10.00 A.M.


B. SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT

No resolution has been passed through postal ballot during the previous financial year.

Special Resolutions proposed to be passed through Postal Ballot: No special resolutions are proposed to be passed through postal ballot.

VII. DISCLOSURES

- The Company has not entered into any materially significant related party transactions during the year that may have potential conflict with the interests of the Company at large.
- There has been no incidence of non-compliance by the Company of any statutory regulations nor any penalty or stricture imposed by the Stock Exchange or any other Statutory Authority, on any matter relating to the capital market over the last three years.
- The details of all transactions with related parties are placed before the Audit Committee on quarterly basis.
- In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- The constitution of whistle blower policy is a non mandatory requirement. However the Company affirms that no employee has been denied access to the Audit Committee during the financial year 2012- 2013.
- The Company has complied with all mandatory requirements of clause 49 of Listing Agreement.

VIII. MEANS OF COMMUNICATION

- Quarterly Results:** The quarterly financial results of the Company (in the format prescribed by the Listing Agreement) are reviewed by Audit Committee and then, approved and taken on record by the Board within the prescribed time frame and immediately sent to the Stock Exchange where the shares of the company are listed.
- The quarterly results for the financial year 2012-13 were published in the News Papers (Details given below):

Quarter	Results published in Free Press (English Edition) and Nav Shakti (Marathi Edition) on
June, 2012	15-08-2012
September, 2012	13-11-2012
December, 2012	15-02-2013
March, 2013	31-05-2013

The Company's Website www.joindre.com contains a separate section Investors Relations where the shareholders information, quarterly results and the Annual Report etc. are available.

- Annual Report: Annual Report containing inter alia Audited Annual Accounts, Directors' Report, Auditors' Report and other important, information is circulated to Members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Directors' Report.
- All the shareholders are requested to register their E-Mail id with the company's Share Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for the purpose of service of documents under Section 53 of the Companies Act, 1956 by E-mode instead of other modes of services in view of Circular No. 17/ 95/2011 CL-V from the Government of India Ministry of Corporate Affairs, New Delhi.

IX. GENERAL SHAREHOLDER INFORMATION

AGM Date, Time & Venue	Date: 28th September 2013 Time: 10.00 A.M. Venue: M. C. GHIA HALL (ITAMMA), Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, (Behind Prince of Wales Museum), Mumbai 400 001.
Financial Year:	1st April to 31st March
Book Closure Date:	16th September 2013 to 28th September 2013
Listing on Stock Exchanges:	The Bombay Stock Exchange Limited
Stock Code & Demat Scrip Code (ISIN)	Bombay Stock Exchange Stock Code: 531861 Scrip Code: INE 024B01010
Registrar & Transfer Agents	Sharex Dynamic (India) Private Limited Address: Unit-1, Luthra Ind. Premises, Andheri-Kurla Rd., Safed Pool, Andheri (E), Mumbai 400072. Tel. No. (022) 28515606 , 28515644 Fax No. 28512885 Email ID: sharexindia@vsnl.com

Shareholders/Investors are requested to forward share transfer documents, dematerialization request, correspondence regarding change of address, non-receipt of dividend or share certificates and other related queries to the Company's Registrar i.e. Sharex Dynamic India Private Limited at the address mentioned above.

Share Transfer System and Dematerialization of Shares:

The Company has admitted its shares to the depository system of the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of shares.

As on March 31, 2013, 1,36,04,809 equity shares (representing 98.33% of issued equity shares) of the Company are dematerialized. All these shares are electronically transferred through the demat facility. The balance 2,31,651 equity shares (representing 1.67% of issued equity shares) are in physical mode. The Company has assigned the job of physical transfer of shares to its Registrar and Share Transfer Agent, Sharex Dynamic India Private Limited. The Shareholders and Investors Grievances Committee takes on record all the physical share transfers from time to time.

Distribution of Shareholding as on 31st March, 2013:

Range (In Rs.)	No. of Shareholders	% to total holders	No of shares held	% to capital
1 - 5000	1824	92.73	1180456	8.53
5001 - 10000	48	2.44	376412	2.72
10001 - 100000	72	3.66	2495300	18.03
100001 & above	23	1.17	9784292	70.72
Total	1967	100.00	13836460	100.00


Nomination Facility:

Individual shareholders of physical shares can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his name. For further details, shareholders may write to the Registrar and Share Transfer Agent of the Company.

Auditors' Certificate on Corporate Governance

Auditors' certificate on compliance of conditions of clause 49 of the Listing Agreement relating to Corporate Governance is published as an annexure to the Director's Report.

Performance of Equity Scrip (Closing Prices) of the Company in comparison to BSE Sensex (closing Prices) monthly High and Low Prices of the Equity Shares of the Company for the year ended 31-03-2013.

Month	High Price	Low Price	No. of Shares	Total Turnover (₹)
Apr 12	12.34	10.08	30,955	3,43,160
May 12	12.95	9.50	33,140	3,43,021
Jun 12	11.90	9.80	16,181	1,63,992
Jul 12	11.49	9.50	70,259	7,08,788
Aug 12	10.20	8.12	18,072	1,77,462
Sep 12	9.99	8.42	99,243	9,62,256
Oct 12	10.24	9.02	54,074	5,23,927
Nov 12	10.56	9.00	11,806	1,12,455
Dec 12	9.99	9.19	50,629	4,78,864
Jan 13	10.24	8.95	11,206	1,05,575
Feb 13	9.88	8.50	30,049	2,74,102
Mar 13	9.40	6.08	2,43,170	18,44,361

Shareholding Pattern as on 31st March, 2013

	Category	No of Shares Held	% Of Share Holding
A.	Promoter (S) Holding		
1.	Promoter (s)		
	- Indian Promoters	8579367	62.006
	- Foreign Promoters	0	0.000
	Sub-Total (A)	8579367	62.006
B.	Non-Promoters Holding		
	Institutional Investors		
	i. Mutual Funds & UTI	0	0
	ii. Banks, Financial Inst, Insurance Company, Central / State Govt Inst, Non-Govt Inst. FI (S)	0	0
	Others		
	i. Private Corporate Bodies	597847	4.321
	ii. Indian Public	4603801	33.273
	iii. NRI/OCBS	4462	0.032
	iv. Clearing Members	50983	0.368
	Sub-total (B)	5257093	37.994
	Grand Total	1,38,36,460	100.000

Registered Office & Correspondence Address

M/s. Joindre Capital Services Limited.

Vijay Pednekar

Company Secretary

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

Tele No. (022) 40334720, 40334724, Fax No. 40334721

Email Address: pednekar@joindre.com

By Order of the Board

Subhash Agarwal
Whole Time Director

Sunil Jain
Whole Time Director

Place: May 30, 2013

Date : Mumbai

Management Certificate on clause 49 (1D) of the Listing Agreement

To,

The Members,
Joindre Capital Services Limited

This is to affirm that the Board of Directors of **Joindre Capital Services Limited** has adopted a Code of Conduct for the Directors and Senior Management Personnel in compliance with the provisions of Clause 49-1-(D) of the Listing Agreement with the Stock Exchange and that the Board Members and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said code for the financial year ended 31st March 2013

Sd/-

Subhash Agarwal
Whole Time Director

Place: Mumbai

Date: May 30, 2013

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 2013 as stipulated in clause 49 of the Listing Agreements 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.

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 as 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

Firm Registration No. 100990W

ANUJ B. GOLECHA

Partner

Date : 30th May, 2013

Place : Mumbai

Membership No. : 117617

**INDEPENDENT AUDITORS' REPORT**

To the Members of

JOINDRE CAPITAL SERVICES LIMITED**Report on the Financial Statements**

We have audited the accompanying financial statements of JOINDRE CAPITAL SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **BANSHI JAIN & ASSOCIATES**

Chartered Accountants

Firm Registration No. 100990W

ANUJ B. GOLECHA

Partner

MUMBAI, 30th May, 2013

Membership No. 117617

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date]

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Fixed Assets of the Company have been physically verified by the management during the year and no material discrepancies between the books records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- c) In our opinion and according to the information and explanations given to us, a substantial part of Fixed Assets has not been disposed off by the Company during the year.
- 2) a) As explained to us, the inventory of shares and securities has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
- b) According to the information and explanations given to us, in our opinion, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) According to the information and explanations given to us and on the basis of our examination of records of inventory, in our opinion, the Company has maintained proper records of inventory of shares and securities and there were no discrepancies noticed on verification between the stocks lying in Demat Account and the book records.
- 3) a) The Company has granted unsecured loan to its subsidiary company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 70 Lakhs and the year-end balance of loan granted to such party was NIL.
- b) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company.
- c) In respect of the aforesaid loans, the party has repaid the principal amounts as stipulated and has also been regular in the payment of interest, where applicable, to the company.