

20th Annual Report
2014-2015



JOINDRE CAPITAL SERVICES LTD

JOINDRE CAPITAL SERVICES LIMITED

MEMBERSHIP

BSE LTD.

NATIONAL STOCK EXCHANGE OF INDIA LTD.

COIMBATORE STOCK EXCHANGE LTD

VADODARA STOCK EXCHANGE LTD

MCX STOCK EXCHANGE LTD

DEPOSITORY PARTICIPANT

CENTRAL DEPOSITORY SERVICES (I) LTD.

SUBSIDIARY COMPANY

JOINDRE COMMODITIES LTD.

MEMBERSHIP

NATIONAL COMMODITY & DERIVATIVES EXCHANGE LIMITED

MULTI COMMODITY EXCHANGE OF INDIA LIMITED

NATIONAL SPOT EXCHANGE LIMITED



20th ANNUAL GENERAL MEETING

Date : 26th September, 2015
 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 : 19th September, 2015
 Date To
 26th September, 2015
 (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
Subhash Agarwal	Whole-time Director
Sunil Jain	Whole-time Director
Haresh Mehta	Independent Director
Ravi Sant Jain	Independent Director
Shankar Khandelwal	Independent Director
Sonali Chaudhary	Independent Director
Veepin Thokal	Independent Director

COMPANY SECRETARY

Vijay Pednekar

CHIEF FINANCIAL OFFICER

Kishori Pawde

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. : (022) 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. : (022) 40334721

ADMINISTRATIVE OFFICE

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



NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Shareholders of **JOINDRE CAPITAL SERVICES LIMITED** will be held on Saturday, 26th September, 2015 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:
 - a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the Report of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Sunil Jain (DIN 00025926), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dinesh Khandelwal (DIN 00052077), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Banshi Jain & Associates, Chartered Accountants, Mumbai (Firm Registration no. 100990W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors in terms of provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2015-16 to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed by the Board of Directors and the Auditors, plus re-imbursement of out of pocket expenses incurred by them in connection with audit of accounts of the Company."

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 Section 196, 197 and other applicable provisions, if any of the Companies Act, 2013, Schedule V of the said Act as amended upto date, consent and approval be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Anil Mutha (DIN No. 00051924), the Whole Time Director of the Company for a period of five years commencing from 15-09-2015 as per the details given in the explanatory statement with such increase in remuneration and perquisites, if permissible as per the provision 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."

"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 V 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 no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Anil Mutha as Whole Time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him 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(A) of Part II of Schedule V to the said Act as amended from time to time or any equivalent statutory re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

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 Section 196, 197 and other applicable provisions, if any of the Companies Act, 2013, Schedule V of the said Act as amended upto date, consent and approval be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Dinesh Khandelwal (DIN No. 00052077), the Whole Time Director of the Company for a period of five years commencing from 15-09-2015 as per the details given in the explanatory statement with such increase in remuneration and perquisites, if permissible as per the provision 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."

"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 V 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 no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Dinesh Khandelwal as Whole Time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him 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(A) of Part II of Schedule V to the said Act as amended from time to time or any equivalent statutory re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

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 Section 196, 197 and other applicable provisions, if any of the

Companies Act, 2013, Schedule V of the said Act as amended upto date, consent and approval be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Paras Bathia (DIN No. 00056197), the Whole Time Director of the Company for a period of five years commencing from 15-09-2015 as per the details given in the explanatory statement with such increase in remuneration and perquisites, if permissible as per the provision 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."

"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 V 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 no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Paras Bathia as Whole Time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him 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(A) of Part II of Schedule V to the said Act as amended from time to time or any equivalent statutory re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

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 Section 196, 197 and other applicable provisions, if any of the Companies Act, 2013, Schedule V of the said Act as amended upto date, consent and approval be and is hereby accorded to the re-appointment of and payment



of remuneration and perquisites to Mr. Subhash Agarwal (DIN No. 00022127) , the Whole Time Director of the Company for a period of five years commencing from 15-09-2015 as per the details given in the explanatory statement with such increase in remuneration and perquisites, if permissible as per the provision 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."

"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 V 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 no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Subhash Agarwal as Whole Time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him 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(A) of Part II of Schedule V to the said Act as amended from time to time or any equivalent statutory re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

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 Section 196, 197 and other applicable provisions, if any of the Companies Act, 2013, Schedule V of the said Act as amended upto date, consent and approval be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Sunil Jain (DIN

No. 00025926) , the Whole Time Director of the Company for a period of five years commencing from 15-09-2015 as per the details given in the explanatory statement with such increase in remuneration and perquisites, if permissible as per the provision 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."

"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 V 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 no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sunil Jain as Whole Time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him 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(A) of Part II of Schedule V to the said Act as amended from time to time or any equivalent statutory re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

By Order of the Board

Place: Mumbai
Date : May 29, 2015

Vijay Pednekar
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 ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representatives to attend and vote on their behalf at the meeting.

2. The notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participants., unless the member has registered his request for the hard copy of the same. Physical copy of the notice of Annual General Meeting, Annual Report and Attendance Slip is being sent to those members who have not registered their email address with the Company or Depository Participants. Members who have received the notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit it at the Registration Counter duly filled in and signed.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting .
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, between 11.00 am to 3.30 pm up to the date of the Meeting.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday 19th September, 2015 to Saturday, 26th September, 2015 both the days inclusive for determining the names of members eligible for dividend on equity shares, if declared at the Annual General Meeting.

6. After the declaration of the dividend at the Annual General Meeting, the same will be paid to those Members on 12-10-2015:

- a) whose names appear as member in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Company/Registrar and Share Transfer Agents on or before 18-9-2015.
- b) whose names appear as Beneficial Owners in the List of Beneficial Owners at the close of business hours on 18-9-2015 furnished by National Securities Depository Limited and Central Depository Services (India) Ltd. for this purpose.

7. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, dividend for the following financial years, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investors Education and Protection Fund (IEPF).

Financial Year ended	Date of declaration of Dividend	Last date for claiming un-paid Dividend
31 st March, 2010	25 th September, 2010	23 rd September, 2017
31 st March, 2011	24 th September, 2011	22 nd 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.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of last Annual General Meeting held in September 2014 on the website of Ministry of Corporate Affairs.

8. 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) 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. Members may also email their queries at the email address : info@joindre.com
9. The 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.



10. Information required under Clause 49 VIII E of the Listing Agreement relating to Corporate Governance with respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

Name of the Director	Dinesh Khandelwal	Sunil Jain
Director Identification Number	00052077	00025926
Date of Birth	30/06/1962	28/05/1965
Nationality	Indian	Indian
Date of appointment on Board	21/3/1995	10/5/1995
Qualification	B.Com.	B.Com., F.C.A.
Expertise in specific functional area	27 years experience in capital market	20 years experience in capital market
Shareholdings in Joindre	771600	470160
Directorship (excluding foreign, private and Section 8 Companies)	Joindre Commodities Ltd	Joindre Commodities Ltd
Committee Memberships	NIL	Member of Stakeholders Relationship Committee w.e.f. 14-8-2014
	There is no inter-se relationship between the Board Members	There is no inter-se relationship between the Board Members

11. **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 receiving all communications including Annual Report, Notices, Circulars etc. electronically.**

12. 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.

13. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility of remote E-voting from a place other than venue of the Annual General Meeting to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Ltd (CDSL). The company will also provide voting facility through polling papers at the meeting and the members attending the meeting who have not already cast their vote by remote E-voting may be able to exercise their voting right at the meeting. Member who has cast their vote by remote E-voting prior to the meeting

may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- The voting period begins on Wednesday, 23rd September, 2015 at 10.00 a.m. and ends on Friday, 25th September, 2015 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Saturday, 19th September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders should log on to the e-voting website www.evotingindia.com
- Click on "Shareholders"
- Now, enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to log in. If the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant JOINDRE CAPITAL SERVICES LTD on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non Individual Shareholders and Custodians**

- Non individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the Login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday 19th September 2015.
- Members have an option to vote either through e-voting or casting a vote at the meeting. If a Member has opted for e-voting, then he/she should not cast his vote at the meeting.
- Mr. Pradip C. Shah (FCS1483), of M/s. P. P. Shah & Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.



- 4 The Scrutiniser shall within a period not exceeding 2 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.joindre.com and on the website of CDSL within 2 working days of passing of the resolutions at the AGM of the Company and communicated to BSE Ltd.

14. **Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business**
Following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

The principal terms and conditions of appointment and remuneration of the Whole Time Directors are as follows:

A) REMUNERATION

Sr.No.	Name of the Director	Designation	Salary
1	Mr. Anil Mutha	Whole Time Director	Rs. 2,75,000/- p.m.
2	Mr. Dinesh Khandelwal	Whole Time Director	Rs. 2,00,000/- p.m.
3	Mr. Subhash Agarwal	Whole Time Director	Rs. 1,00,000/- p.m.
4	Mr. Paras Bathia	Whole Time Director	Rs. 2,00,000/- p.m.
5	Mr. Sunil Jain	Whole Time Director	Rs. 2,75,000/- p.m.

B) PERQUISITES

Medical	As per the rules of the Company from time to time
Provident fund	Company's contribution to Provident Fund as per the rules of the Company
Gratuity	As per the rules of the Company from time to time
Personal Accident Insurance	In accordance with the scheme applicable to Senior Employees as per the rules of the Company

The above perquisites shall not be included in the computation of the ceiling of remuneration as per Schedule V of the Companies Act, 2013.

Perquisites shall be valued as per the Income Tax Rules wherever applicable and in absence of any such rules, shall be valued at actual cost.

C) INCREMENTS

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

D) MINIMUM REMUNERATION

- In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of the Whole Time Directors, be paid remuneration by way of salary and perquisites as set out above as minimum remuneration subject to restrictions if any set out in Schedule V to the Companies Act, 2013 from time to time.
- During the tenure of their appointments, if the Company earns profits in excess of the limits prescribed under Schedule V or if the profits are adequate in any financial year, as per the provisions of Section 196, 197 and any other applicable provisions of the Companies

Item Nos. 6 to 10

The Company at its Board Meeting held on 29th May 2015, re-appointed Mr. Subhash Agarwal, Mr. Anil Mutha, Mr. Dinesh Khandelwal, Mr. Sunil Jain and Mr. Paras Bathia as Whole Time Directors of the Company for a period of 5 years from 15-09-2015. The Remuneration Committee of the Directors at its' meeting held on 29th May 2015 recommended the remuneration payable to the Whole Time Directors. The Board of Directors of the Company on the recommendations of the Remuneration Committee, approved the remuneration payable to Whole Time Directors subject to approval of the shareholders with power to the Board to make such variations or increase thereto as may be thought fit from time to time, but within the overall ceiling laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

Act, 2013, then the remuneration and commission, if any shall be paid as per the profits earned by the company in that particular financial year.

The Draft Letter of appointment referred to in the said resolution is open for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 3.30 p.m. on any working day of the Company upto the date of Annual General Meeting.

The Whole Time Directors shall be subject to retirement by rotation. The Whole Time Directors shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

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 190 of the Companies Act, 2013.

The resolutions are being recommended for the approval of the members. None of the Directors of the Company except Mr. Anil Mutha, Mr. Dinesh Khandelwal, Mr. Paras Bathia, Mr. Subhash Agarwal and Mr. Sunil Jain, are concerned or interested in the resolution with respect to their appointment as Whole Time Director of the Company.

By Order of the Board

Place: Mumbai
 Date: May 29, 2015

Vijay Pednekar
 Company Secretary

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