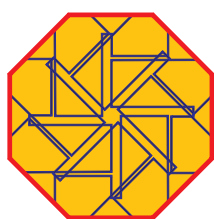


*21<sup>st</sup> Annual Report*  
*2015-2016*



**JOINDRE CAPITAL SERVICES LTD**

# JOINDRE CAPITAL SERVICES LIMITED

## MEMBERSHIP

BSE LTD.

NATIONAL STOCK EXCHANGE OF INDIA LTD.

METROPOLITAN STOCK EXCHANGE OF INDIA 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

## LOCATION MAP OF M.C. GHIA HALL





## 21<sup>st</sup> ANNUAL GENERAL MEETING

Date : 27<sup>th</sup> August, 2016  
 Day : Saturday  
 Time : 10.00 A.M.  
 Place : M.C. Ghia Hall (ITAMMA)  
 Bhogilal Hargovindas Building,  
 4<sup>th</sup> Floor, 18/20 Kaikhushru  
 Dubash Marg, (behind Prince  
 of Wales Museum),  
 Mumbai - 400 001

Book Closure : 20<sup>th</sup> August, 2016  
 Date To  
 27<sup>th</sup> August, 2016  
 (Both days inclusive)

## CONTENTS ..... Page No.

Notice.....	2
Directors' Report .....	7
Report on Corporate Governance .....	23
Auditors' Report .....	32
Balance Sheet .....	35
Profit and Loss Account .....	36
Cash Flow Statement .....	37
Notes forming part of the Financial Statements .....	38
Consolidated Financial Statements .....	47
Proxy Form & Attendance Slip	

## BOARD OF DIRECTORS

<b>Anil Mutha</b>	Whole-time Director
<b>Dinesh Khandelwal</b>	Whole-time Director
<b>Paras Bathia</b>	Whole-time Director
<b>Subhash Agarwal</b>	Whole-time Director
<b>Sunil Jain</b>	Whole-time Director
<b>Haresh Mehta</b>	Independent Director
<b>Ravi Sant Jain</b>	Independent Director
<b>Shankar Khandelwal*</b>	Independent Director
<b>Sonali Chaudhary</b>	Independent Director
<b>Veepin Thokal</b>	Independent Director

\* Resigned w.e.f. 21-3-2016

## 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.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,  
 Fax No.40334568  
 Website : www.joindre.com

## NOTICE

Notice is hereby given that the Twenty-first Annual General Meeting of the Shareholders of **JOINDRE CAPITAL SERVICES LIMITED** will be held on Saturday, 27<sup>th</sup> August, 2016 at 10.00 A.M. at M. C. GHIA HALL (ITAMMA), Bhogilal Hargovindas Building, 4<sup>th</sup> 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 Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Anil Mutha (DIN 00051924), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Paras Bathia (DIN 00056197), 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 2016-17 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 appoint Mr. Ramavtar Badaya (DIN 01504589) as Director/Independent Director and in this regard to

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

"RESOLVED THAT Mr. Ramavtar Badaya (DIN 01504589) who was appointed as an Additional Director of the Company by the Board with effect from 30-05-2016 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 (the Act) and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramavtar Badaya (DIN01504589), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of the twenty-first Annual General Meeting of the Company."

**By Order of the Board**

Place : Mumbai  
Date : May 30, 2016

**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 p.m. up to the date of the Meeting.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 20<sup>th</sup> August 2016 to Saturday, 27<sup>th</sup> August 2016 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 on 09-09-2016 to those members:
  - 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 19-08-2016.

- b) whose names appear as Beneficial Owners in the List of Beneficial Owners at the close of business hours on 19-08-2016 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 <sup>st</sup> March, 2010	25 <sup>th</sup> Sept., 2010	23 <sup>rd</sup> Sept., 2017
31 <sup>st</sup> March, 2011	24 <sup>th</sup> Sept., 2011	22 <sup>nd</sup> Sept., 2018
31 <sup>st</sup> March, 2015	26 <sup>th</sup> Sept., 2015	24 <sup>th</sup> Sept., 2022

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 2015 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 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of new Directors or re-appointment of Directors retiring by rotation and being eligible, seeking re-appointment is as under :

Name of the Director	Anil Mutha	Paras Bathia	Ramavtar Badaya
Director Identification Number	00051924	00056197	01504589
Date of Birth	03/11/1960	27/03/1956	20/01/1958
Nationality	Indian	Indian	Indian
Date of appointment on Board	21-03-1995	09-07-1998	30-05-2016
Qualification	B.Com., A.C.A., LL.B., M.Com., A.I. C.W.A.	B.Com.	B.Com
Expertise in specific functional area	28 years experience in capital market	28 years experience in capital market	27 years experience in capital market
Shareholdings in Joindre	1771000 Equity shares	1266850 Equity Shares	10337 Equity Shares
Directorship (excluding foreign, private and Section 8 Companies)	Anil Mutha Securities (P) Ltd.; Ringman Inv. & Fin. Co. P. Ltd.; Joindre Commodities Ltd.; Mutha Industries Pvt. Ltd.; Sai Wisdom Village.	Joindre Commodities Ltd	Nil
Committee Memberships	Nil	Nil	Nil
	There is no inter-se relationship between the Board Members	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 as amended by the Companies (Management and Administration) Rules 2015 and the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 21<sup>st</sup> 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, 24<sup>th</sup> August, 2016 at 10.00 a.m. and ends on Friday, 26<sup>th</sup> August, 2016 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 Friday, 19<sup>th</sup> August 2016 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](http://www.evotingindia.com)
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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.



- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth ( in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Log in. If both 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 (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant JOINDRE CAPITAL SERVICES LTD on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the vote cast by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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](http://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](mailto: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.

(xxi) 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](http://www.evotingindia.com) under the help section or write an email to helpdesk.evoting@cdslindia.com

#### **Other Instructions:**

- 1 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 Friday 19<sup>th</sup> August 2016.
- 2 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.
- 3 Mr. Pradip C. Shah (FCS1483), Partner 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](http://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. Explanatory Statement in respect of Special Business pursuant to section 102 of the Companies Act, 2013.**

**Following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:**

#### **Item No. 6**

Mr. Ramavtar Badaya was appointed as an Additional Director by the Board at its meeting held on 30-05-2016. He is a graduate from Jaipur University and has 27 years of experience in capital market.

The Company has received a notice along with a deposit of Rs. 1,00,000/- (Rupees one lakh only) as required under Section 160 of the Companies Act, 2013 (the Act) from a member proposing Mr. Ramavtar Badaya for his appointment as Director/ Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Ramavtar Badaya qualifies to be an Independent Director pursuant to section 149(6) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015., if appointed shall hold office of Independent Director for a term of 5 (five) years with effect from the date of 21<sup>st</sup> Annual General Meeting.

For information required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please refer to note No. 10 of the notice of Annual General Meeting.

The Board of Directors recommend the resolution at item No. 6 of the accompanying notice as an ordinary resolution for appointment of Mr. Ramavtar Badaya as an independent director of the Company.

A copy of the letter of appointment of Mr. Ramavtar Badaya setting out the terms of appointment is available 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.

None of the Directors, except Mr. Ramavtar Badaya is concerned or interested in the aforesaid resolution.

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.

Place: Mumbai

Date: May 30, 2016

**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 AND MANAGEMENT DISCUSSION AND ANALYSIS

To  
The Members,

The Board of Directors are pleased to present herewith the Twenty-first Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016. The Management Discussion and Analysis has also been incorporated into this report.

### 1. FINANCIAL RESULTS

Particulars	(₹ In Lakhs)	
	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Gross Total Income	2187.66	2578.66
Expenditure	1811.35	1948.14
Finance Cost	62.06	64.08
Gross Profit ( Loss )	314.25	566.44
Depreciation	19.79	22.86
Profit / (Loss) Before Tax	294.46	543.58
Provision for Taxation		
Current	90.25	174.00
Deferred	-1.84	-4.64
Provision for Earlier Year	6.36	-1.02
Net Profit (Loss) after Tax	199.69	375.24
Balance B/f from last Year	3140.90	2900.90
Appropriations:		
Adjustment related to Fixed Assets	0.00	10.34
Proposed Dividend	83.02	103.77
Tax on Equity Dividend	16.90	21.13
Balance c/f to the Balance Sheet	3240.67	3140.90

### 2. OVERVIEW OF FINANCIAL PERFORMANCE

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 Trading Member of Metropolitan Stock Exchange Ltd in Currency Derivatives and providing Capital Market services through the network of branches and sub-brokers/authorised persons.

The Company is also a Depository Participant of Central Depository Services (I) Ltd and providing the depository services to the Clients.

Total Income for the year decreased to Rs. 2187.66 lakhs as compared to Rs. 2578.66 lakhs last year. Total profit before tax for the year was lower to Rs. 294.46 lakhs as against Rs. 543.58 lakhs last year and the net profit after tax was lower to Rs. 199.69 lakhs as against Rs. 375.24 Lakhs last year.

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.

As regards the turnover fee liability of SEBI, the Hon'ble Supreme Court has passed an order dated 3<sup>rd</sup> November 2015 in favour of the Company, dismissing the SEBI's appeal and upholding the judgment and orders passed by the Hon'ble SAT. In terms of the said order, the contingent liabilities in respect of SEBI fees matter as at 31-3-2016 is Rs. Nil as compared to previous year Rs. 609.24 lakhs (please refer note no.29 (b) to Notes on Financial Statements forming part of accounts).

### 3. DIVIDEND

Your Directors are pleased to recommend a dividend of Rs. 0.60/- per Equity Share of Rs. 10/- each (previous year Rs. 0.75 ). The total outgo for the current year amounts to Rs.99.92 lakhs including dividend distribution tax of Rs.16.90 lakhs (previous year Rs. 124.90 lakhs including dividend distribution tax of Rs. 21.13 lakhs)

### 4. SHARE CAPITAL

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2016 was Rs. 1383.64 Lakhs. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity. As on 31<sup>st</sup> March, 2016, the Directors of the Company hold the Equity Shares of the Company as follows:

Name of the Director		Number of Shares	% of Total Capital
Mr. Anil Mutha	Whole Time Director	1771000	12.80
Mr. Dinesh Khandelwal	Whole Time Director	771600	5.58
Mr. Paras Bathia	Whole Time Director	1266850	9.16
Mr. Subhash Agarwal	Whole Time Director	565450	4.09
Mr. Sunil Jain	Whole Time Director	470160	3.40
Mr. Hareesh Mehta	Independent Director	Nil	NA
Mr. Ravi Jain	Independent Director	Nil	NA
Mr. Shankar Khandelwal	Independent Director	Nil	NA
Mrs. Sonali Chaudhary	Independent Director	Nil	NA
Mr. Veepin Thokal	Independent Director	1000	0.00

### 5. FINANCE

Cash and cash equivalent as at 31<sup>st</sup> March, 2016 was Rs. 3593.87 lakhs. The Company continues to focus on judicious management of its Working Capital. Receivables, Inventories and other Working Capital parameters were kept under strict check through continuous monitoring.

#### 5.1 DEPOSITS

The Company has not accepted deposit falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

#### 5.2 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### 5.3 TRANSFER TO RESERVES

The Board do not propose to transfer any amount to General Reserve or any other Reserves.

### 6. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The criteria prescribed for the applicability of Corporate Social Responsibility under Section 135 of the Companies Act, 2013 is not applicable to the Company.

### 7. BUSINESS RISK MANAGEMENT

The main activities of the Company is retail stock broking through the network of branches and sub-brokers, authorised persons. The Compliance Department ensures that various existing policies regarding registration of clients, risks relating to client level, dealing in penny stocks, exposure limit, brokerage rates, suspending/closure of client's account etc. are in place in compliance with the Exchange Rules and Regulations so that business risk is minimised and there are no penal action by the Regulatory Authorities. The Company has taken adequate measures to secure interest of the clients. The Trader Terminal provided to the client, offer on line real time data such as ledger balance of stock and funds position etc. Company transfers clients' funds and securities to their designated bank and demat account and all receipt and payment from/to clients are through account payee cheque only and no cash payment/acceptance is permitted. Your Company's risk management system comprises of prudential norms, timely reporting and stringent controls. The various policies of the company, internal control systems ensures operational efficiency and mitigate risk. 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 from hacking/data leakage and security breaches, multiple options for internet bandwidth and internet connectivity. The Client level risk in broking operations is managed through system.

Risks Management committee: Though under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is not mandatory for the Company to constitute Risks Management Committee, however, the Company has formed the Risks Management Committee. In the board meeting there is a formal discussion on identifying risk to the business and how to mitigate the same. The Board periodically reviews the company's financial and risk management policies, systems and framework and ensures that risk is minimised.

### 8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the nature of business, size, scale of its operations. The Company monitors and evaluates the efficacy and adequacy of internal control system, its compliance with operating systems, accounting procedures and other policies of the Company. Based on the report of Statutory Auditors as well as periodic internal audit function carried out by a firm of Chartered Accountant, corrective action in the respective areas is taken thereby strengthen the controls. The significant audit observations and corrective actions thereon are presented to the Audit Committee and the Board periodically. Also there is a full fledged Compliance Department headed by the qualified professional to ensure statutory compliances.

### 9. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a vigil mechanism through a Whistle Blower Policy for Employees to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report.

### 10. SUBSIDIARY COMPANY

The Company has one Wholly Owned Subsidiary Company, M/s. Joindre Commodities Ltd (JCL). The salient features of financial statement of the Subsidiary, pursuant to the first proviso to sub-section 3 of section 129 read with rule 5 of the Companies (Accounts) Rule 2014, in the Form AOC-1 is given below:

(Rs in Lakhs)

Sr.No	Particulars	Joindre Commodities Ltd
1	Reporting Period	April 2015 to March 2016
2	Reporting Currency	Rupees
3	Country	India
4	Exchange Rate	NA.
5	Share Capital	75.00
6	Reserves and Surplus	48.54
7	Total Assets	149.25
8	Total Liabilities	149.25
9	Investment other than Investment in subsidiary	Nil
10	Turnover	9.57
11	Profit before taxation	2.17
12	Provision for Taxation	0.78
13	Profit after taxation	1.39
14	Proposed Dividend	Nil