

*25<sup>th</sup> Annual Report*  
*2019-2020*



**JOINDRE CAPITAL SERVICES LTD**

## **JOINDRE CAPITAL SERVICES LIMITED**

### **MEMBERSHIP**

BSE LTD.

NATIONAL STOCK EXCHANGE OF INDIA LTD.

METROPOLITAN STOCK EXCHANGE OF INDIA LTD (up to 26-02-2020)

### **DEPOSITORY PARTICIPANT**

CENTRAL DEPOSITORY SERVICES (I) LTD.

### **SUBSIDIARY COMPANY**

## **JOINDRE COMMODITIES LTD.**

### **MEMBERSHIP**

NATIONAL COMMODITY & DERIVATIVES EXCHANGE LIMITED

MULTI COMMODITY EXCHANGE OF INDIA LIMITED



## 25<sup>th</sup> ANNUAL GENERAL MEETING

Date : 19<sup>th</sup> September, 2020

Day : Saturday

Time : 10.00 A.M.

Book Closure : 13<sup>th</sup> September, 2020  
Date To  
19<sup>th</sup> September, 2020  
(Both days inclusive)

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## BOARD OF DIRECTORS

<b>Anil Mutha</b>	Chairman
<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>Jeha Sanjay Shah*</b>	Additional Director/ Independent Director
<b>Ramavtar Badaya**</b>	Independent Director
<b>Ravi Sant Jain</b>	Independent Director
<b>Sanjay Jain</b>	Independent Director
<b>Sonali Chaudhary</b>	Independent Director
<b>Veepin Thokal</b>	Independent Director

\*Appointed w.e.f. 05-09-2019

\*\*Resigned w.e.f. 05-09-2019

## COMPANY SECRETARY

**Vijay Pednekar**

## CHIEF FINANCIAL OFFICER

**Pramod Surana**

## AUDITORS

**S. Rakhecha & Co.**  
Chartered Accountants

## BANKERS

Bank of India  
HDFC Bank Ltd.  
IDBI Bank Ltd.

## SHARE TRANSFER AGENTS

**Sharex Dynamic (India) Pvt. Ltd.**  
C-101,247 Park, L.B.S. Marg, Vikhroli (W),  
Mumbai 400083  
Tel. No.: (022) 28515606, 28515644  
Fax No.: 28512885  
e-mail : support@sharexindia.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-fifth Annual General Meeting of the Shareholders of **JOINDRE CAPITAL SERVICES LIMITED** will be held on Saturday, 19<sup>th</sup> September 2020 at 10.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the report of the Auditors thereon.
3. To declare dividend on Equity Shares.
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 appoint a Director in place of Mr. Paras Bathia (DIN 00056197), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

6. Re-appointment and payment of remuneration to Mr. Anil Mutha (DIN No.00051924), the Chairman/ Whole Time Director of the Company for a period of five years commencing from 15<sup>th</sup> September, 2020

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 up to date, consent and approval be and is hereby accorded to the re-appointment and payment of remuneration and perquisites to Mr. Anil Mutha (DIN No.00051924), the Chairman/Whole Time Director of the Company for a period of five years commencing from 15<sup>th</sup> September, 2020 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 Chairman/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. Re-appointment and payment of remuneration to Mr. Dinesh Khandelwal (DIN No. 00052077), the Whole Time Director of the Company for a period of five years commencing from 15<sup>th</sup> September, 2020.

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 up to date, consent and approval be and is hereby accorded to the re-appointment 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<sup>th</sup> September, 2020 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. Re-appointment and payment of remuneration to Mr. Paras Bathia (DIN No. 00056197), the Whole Time Director of the Company for a period of five years commencing from 15<sup>th</sup> September, 2020.

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 up to date, consent and approval be and is hereby accorded to the re-appointment 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<sup>th</sup> September, 2020 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. Re-appointment and payment of remuneration to Mr. Subhash Agarwal (DIN No. 00022127), the Whole Time Director of the Company for a period of five years commencing from 15<sup>th</sup> September, 2020.

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 up to date, consent and approval be and is hereby accorded to the re-appointment 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<sup>th</sup> September, 2020 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. Re-appointment and payment of remuneration to Mr. Sunil Jain (DIN No. 00025926), the Whole Time Director of the Company for a period of five years commencing from 15<sup>th</sup> September, 2020.

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 up to date, consent and approval be and is hereby accorded to the re-appointment 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<sup>th</sup> September, 2020 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."

11. Appointment of Mrs. Jeha Sanjay Shah as a Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Jeha Sanjay Shah (DIN 02084144) who was appointed as an Additional Director/Independent Director of the Company by the Board with effect from 05-09-2019 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 (the Act), 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 her 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, if any, of the Act and the Rules framed thereunder as amended from time to time, Mrs. Jeha Sanjay Shah (DIN 02084144), who has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 25<sup>th</sup> Annual General Meeting of the Company till the conclusion of 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2025."

12. To obtain consent of Members for increase in the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate





and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 100 Crores (Rupees One hundred Crores only).

**"RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

13. To change the place of keeping of register of members, etc and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act) and other provisions of the Act as applicable, the Company hereby approves that the Register of Members, Index of Members, share certificates and such other documents related to members be kept at the premises of Sharex Dynamic (India) Private Limited, the Company's Registrar and Share Transfer Agents situated at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083."

**By Order of the Board**

Place : Mumbai

Date : June 30, 2020

**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. The Company's Statutory Auditors, M/s. S. Rakhecha & Co., Chartered Accountants were appointed as Statutory Auditors of the Company for a period of 5 (Five) years from 2019-20 to 2023-24 at the 24<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> August, 2019 on the remuneration to be determined by the Board of Directors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from 07<sup>th</sup> May, 2018, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.
2. **The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed to the Notice of Annual General Meeting.**

The Board of Directors have considered and decided to include the item No. 6 to 13 given above as Special Business in the forthcoming AGM as they are unavoidable in nature.

3. In view of Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular no. 17 / 2020 dated 13th April, 2020 and circular no. 20/2020 dated 5th May, 2020 (collectively MCA Circulars) permitted companies to conduct Annual General Meeting through Video Conferencing (VC) or other audio visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 25th Annual General Meeting of the Company is being convened and conducted through VC/OAVM, hereinafter called as "e-AGM".
4. The Company has enabled the Members to participate at the 25th Annual General Meeting through the VC/OAVM facility provided by M/s. Link Intime India Pvt. Ltd., The instructions for participation by Members are given in the subsequent paragraphs. The participation at the Annual General Meeting through VC/OAVM shall be allowed on a first come first served basis  
  
Upto 1000 members can join the e-AGM on "first-come first-served basis". The Members can join 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the notice.  
  
No restrictions on account of "first-come first-served basis" entry into e-AGM in respect of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc.
5. In addition to the above, the proceedings of the 25<sup>th</sup> Annual General Meeting will be web-casted live for all the shareholders as on the cut-off date i.e. Friday,



September 12, 2020. The shareholders can visit [https:// instameet.linkintime.co.in](https://instameet.linkintime.co.in) and login through existing user id and password to watch the live proceedings of the 25<sup>th</sup> AGM on Saturday, September 19, 2020 from 10.00 AM IST onwards.

6. As per the provisions under the MCA Circulars, Members attending the e-AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the Annual General Meeting. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 25<sup>th</sup> Annual General Meeting being held through VC/OAVM.
8. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the Annual General Meeting. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting, may also join the Annual General Meeting through VC but shall not be entitled to cast their vote again.
9. The Company has appointed Mr. Pradip C Shah, Partner of M/s. P. P. Shah & Co., failing him Mr. Punit Shah Partner of M/s. P. P. Shah & Co. Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
10. As per the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 25<sup>th</sup> Annual General Meeting is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
11. Body Corporate/Institutional Members are required to access the link <https://instavote.linkintime.co.in> and upload a certified copy of the Board resolution authorizing their representative to attend the Annual General Meeting through VC/OAVM and vote on their behalf through e-voting. The said resolution/authorisation shall together with attested specimen signature of authorized representative in pdf format be sent to the scrutiniser by email at [shahpradipcs@gmail.com](mailto:shahpradipcs@gmail.com) with copy marked to [info@joindre.com](mailto:info@joindre.com).
12. 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.
13. The Ministry of Corporate Affairs vide its circular no. 17 / 2020 dated 13<sup>th</sup> April, 2020 and circular no. 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 has dispensed with the requirement of sending hard copy of full annual report to the shareholders. Accordingly, the Notice of Annual General Meeting, Annual Report are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Members may please note that the notice and the Annual Report-2019-20 will also be available on the website of the Company i.e. [www.joindre.com](http://www.joindre.com); on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and on the RTA website of [https:// instameet.linkintime.co.in](https://instameet.linkintime.co.in)
14. The Register of Members and Share Transfer Register of the Company will remain closed from Sunday, 13<sup>th</sup> September, 2020 to Saturday, 19<sup>th</sup> September, 2020 both the days inclusive for determining the names of members eligible for dividend on equity shares, if declared at the Annual General Meeting.
15. After the declaration of the dividend at the Annual General Meeting, the same will be paid subject to deduction of Tax at source on or before 29<sup>th</sup> September, 2020 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<sup>th</sup> September, 2020.
  - b) whose names appear as Beneficial Owners in the List of Beneficial Owners at the close of business hours on 19<sup>th</sup> September, 2020 furnished by National Securities Depository Limited and Central Depository Services (India) Ltd. for this purpose.
16. In accordance with the provisions of Section 124(5) and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has been transferring the Unpaid/Unclaimed Dividend to the IEPF on due dates. During the financial year under review the Company did not have any amounts which were required to be transferred to IEPF.  
  
In terms of the said Act and Rules, the shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to IEPF Authority. To comply with these rules and regulation, the Company has sent individual notices to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published the details thereof in notice published in the newspaper.  
  
The Shareholders whose dividend/shares is /will be transferred to the IEPF Authority may claim the shares/dividend by making an application to the IEPF Authority by following the due procedure as detailed in the IEPF Rules.
17. 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
18. 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.
19. Information required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meeting relating to documents and information to the Shareholders with respect to appointment of new Directors or re-appointment of the Directors is as under:

Name of the Director	Anil Mutha	Dinesh Khandelwal	Paras Bathia	Subhash Agarwal	Sunil Jain	Jeha Sanjay Shah
DIN	00051924	00052077	00056197	00022127	00025926	2084144
Date of Birth	03-11-1960	30-06-1962	27-03-1956	21-03-1957	28-05-1965	30-11-1973
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of appointment on Board	21-03-1995	10-05-1995	09-07-1998	21-03-1995	10-05-1995	05-09-2019
Qualification	B.Com.; A.C.A., LL.B., M. Com., A.I.C.W.A.	B. Com	B. Com	B.Com., A.C.A.	B.Com., F.C.A.	S.S.C.
Expertise in specific functional area	32 years experience in capital market	32 years experience in capital market	34 years experience in capital market	34 years experience in capital market	27 years experience in capital market	2 years experience in Interior Decorators & Designing
Shareholdings in Joindre Capital Services Ltd.,	1771000	771600	1266850	565450	470160	Nil
Directorship (excluding foreign, private and Section 8 Companies)	Mutha Resources Pvt. Ltd., Ringmen Investment & Fin Co. Pvt. Ltd., Mutha Industries Pvt. Ltd.,	Nil	Nil	Nil	N.A	Shubhakamana Mercantiles Pvt. Ltd
Committee Memberships	Nil	Nil	Nil	Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee (up to 30-09-2019) , Risks Management Committee	Stakeholders Relationship Committee, Risks Management Committee	Nil
Relationship between the Board Member	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	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

20. 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, and Circulars etc. electronically.
21. The Securities and Exchange Board of India ('SEBI') has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Members(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS) / Direct Credit etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to RTA/Company to update their

bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, E- Mail ID and Mobile No(s). Shareholders holding shares in physical form may communicate these details to the RTA viz. M/s. Sharex Dynamic (India) Private Limited, C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card. This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical



form will not be automatically applicable to shares held in electronic mode.

In view of Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular no. 20 / 2020 dated 5th May, 2020 has clarified that in case the Company is unable to pay dividend to any shareholder by electronic mode, due to non-availability of the details of bank account, the Company shall upon normalization of postal services, dispatch the dividend warrant/cheque to such shareholder by post. Accordingly, the dividend warrants/cheque will be dispatched to such shareholders upon normalization of postal services/courier services.

22. 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.

23. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz.

- (i) Deletion of name of the deceased shareholder(s),
- (ii) Transmission of shares to the legal heir(s) and
- (iii) Transposition of shares.

**24. Members are requested to:**

**i) Register their email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

The company has made special arrangement with Link Intime for registration of email, bank account mandate etc.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.
- b) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- ii) Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participant(s).

**25. Voting through electronic means**

- i) 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, and the circulars issued by Ministry of Corporate Affairs dated 8th April, 2020, 13th April and 5th May 2020, the Company is pleased to provide members, the facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the member using electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by M/s Link Intime Pvt. Ltd.
- ii) The remote e-voting period commences on **Wednesday, September 16, 2020 (10:00 a.m. IST)** and ends on **Friday, September 18, 2020 (5:00 p.m. IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, 12th September, 2020** may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Private Limited, e-voting platform for voting thereafter.
- iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 12th September 2020, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
- iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.