

## NOTICE

**NOTICE** is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of JPT Securities Limited ('AGM') will be held on Tuesday, September 27, 2016 at 1530 hours at Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Nikhil Gandhi (DIN: 00030560), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members of the Company at the 20<sup>th</sup> Annual General Meeting held on September 30, 2014; the appointment of M/s. Batra Sapra & Co., Chartered Accountants (Firm Registration No. 000103N), as the Auditors of the Company for a term of three years i.e., till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2017; be and is hereby ratified at a remuneration mutually determined between the Auditors and the Board of Directors of the Company."

### SPECIAL BUSINESS

4. To Consider and if thought fit, to pass, the resolution regarding appointment of Mr. Chintan Chheda as Manager of the Company as Ordinary Resolution:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Chintan Chheda, as the Manager of the Company with effect from November 04, 2015 for a period of two years on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting.

**RESOLVED FURTHER THAT** the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amount payable to the Manager in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and subject to such other modifications/amendments made there under

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution."

### Registered Office:

SKIL House, 209, Bank Street Cross Lane,  
Fort, Mumbai - 400 023  
CIN: L67120MH1994PLC204636  
Ph: 022 - 6619 9000 Fax: 022 - 2269 6024  
Email: company.secretary@jptsecurities.com  
Website: www.jptsecurities.com

By Order of the Board of Directors

**J. Alexander**  
Chairman  
DIN: 00485766

**Place: Mumbai**

**Date: August 8, 2016**

## NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business to be transacted at the Annual General Meeting ("AGM"), is annexed thereto.
2. Pursuant to the requirements on Secretarial Standards-2 ("SS-2") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of the Director and Manager Proposed to be reappointed and appointed respectively are given in the Exhibit to Notice.
3. **PROXIES**
  - a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY(IES) SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY(IES) IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY COMPLETED, SIGNED AND STAMPED PROXY WILL BE CONSIDERED VALID. A PROXY FORM IS ATTACHED HEREWITH.**
  - b) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer are a companies, societies, partnership firms, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.
  - c) During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, at any time during the business hours at the Registered Office of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
5. Members / Proxies / Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.
6. 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.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangement in which directors are interested maintained under section 170 and Section 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the AGM.
8. The Register of Members and Transfer Books of the Company shall remain closed from Wednesday, September 21, 2016 to Tuesday September 27, 2016 (both days inclusive), for the purpose of the AGM of the Company.
9. The members are requested to:
  - a) Intimate to Company's Registrar and Transfer Agent, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020, (for shares held in physical form) and to their respective Depository Participant ("DP") (for shares held in Dematerialized form) the changes, if any, in their registered address, Bank account details, Email address etc., at an early date. The said details will be automatically reflected in the Company's records. This will help the Company and the Registrar and Share Transfer Agents to provide efficient and better services to the Members.
  - b) quote the Ledger Folio numbers/DP Identity and Client Identity Numbers in all Communications with the Company/RTA.
  - c) approach the Company for consolidation of folios, if shareholdings are under multiple folios.
  - d) Register their e-mail address with Depositories who have not registered their email addresses so that Company can send the Annual Report and other communication electronically.
  - e) Submit Permanent Account Number (PAN) to their Depository Participants with whom they are maintaining their demat accounts in case of members holding shares in electronic form and with the Company/RTA in case of members holding shares in physical form as Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market.
10. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Chief Financial Officer at least seven working days in advance of the AGM so that the information required can be made readily available at the meeting.

11. In support of Green Initiative, copies of the Annual Report for FY 2015-16 along with the Notice of the AGM, Attendance Slip and Proxy Forms are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, August 26, 2016. However, if such a person is not a Member on the cut-off date of Tuesday, September 20, 2016; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is also available for download from the website of the Company i.e. [www.jptsecurities.com](http://www.jptsecurities.com).
12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
13. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard – 2 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The Company has availed the e-voting services of Central Depository Services (India) Limited ("CDSL"). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. 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.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, September 23, 2016 at 0900 hours and ends on Monday, September 26, 2016 at 1700 hours. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p><b>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></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 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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p><b>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 login.</b></p> <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>

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

- (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 Electronic Voting Sequence Number (“EVS” i.e. “160822003”) for JPT Securities Limited.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 emailed 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](mailto: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.
- (xx) 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 help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 17th Floor, P J Towers, Dalal Street, Fort, Mumbai – 400001, Email ID : [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Phone No. (toll free): 1800-200-5533.

In case person acquires shares of the Company and becomes Member of the Company after dispatch of this Notice/Annual Report, they may obtain the User ID and Password/Sequence Number by sending a request to RTA at [info@masserv.com](mailto:info@masserv.com).
- 14. The Company has appointed Ms. Bhavika Aashish Bhatt (C.P. No.13376), Company Secretary in Practice, Mumbai, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a Director so authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
- 15. The Result declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.jptsecurities.com](http://www.jptsecurities.com) and CDSL and shall also be communicated to BSE Limited where the shares of the Company are listed.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:-****ITEM NO. 4**

The Board of Directors of the Company at its meeting held on November 04, 2015 has, subject to the approval of members, appointed Mr. Chintan Chheda as the Manager for a period of 2 (two) years from November 04, 2015, on the term and conditions of appointment as contained in the draft agreement.

Copy of the Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during any time between 11:00 a.m. to 1:00 p.m. on all working days upto and including the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.

Mr. Chintan Chheda satisfies all the conditions set out in Part-I of the Schedule V of the Act also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. The details of the appointee are given in the Exhibit to Notice.

The Board recommends the resolution set out at item No. 4 of the Notice for the approval by the Members by way of Ordinary resolution. Except Mr. Chintan Chheda, being an appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

**EXHIBIT TO NOTICE**

Pursuant to Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2, following information is furnished in respect of Director/Manager proposed to be re-appointed / appointed :

Name of Director/Manager	Mr. Nikhil Gandhi (Director) (DIN: 00030560)	Mr. Chintan Chheda (Manager)
Date of Birth	April 25, 1959	August 29, 1988
Age	57	28
Qualification	B.Com	Bachelor of Engineering (Information Technology), e-MBA – Digital Business Management
Nationality	Indian	Indian
Date of Appointment	October 03, 2008	November 04, 2015
Designation	Non-Executive, Non-Independent Director	Manager
Brief profile including nature of Expertise in specific functional areas	Mr. Nikhil Gandhi is a first-generation entrepreneur. In 1990, he received the 'Best Young entrepreneur' award from the Ministry of chemicals and Petrochemicals, Government of India and in 2001, he was conferred the 'Great Son of Soil' award by the All India Conference of Intellectuals. Mr. Nikhil Gandhi has contributed in undertaking various projects of national importance, several such project being first-of-its-kind in aspects such as bringing private sector initiative into hitherto public domain. He has 29 years of experience in conceiving and developing infrastructure projects across India.	Mr. Chintan Chheda affiliated with e-commerce and digital marketing. He has experience in market research and formulating business plans.
Inter-se relationship with other directors	None	None
Number of Board Meetings attended during the year	1	N.A.
Directorship held in other Companies as on March 31, 2016	Awaita Properties Private Limited SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) Reliance Defence and Engineering Limited Navi Mumbai SEZ Private Limited Urban Infrastructure Holdings Private Limited SKIL-Himachal Infrastructure and Tourism Limited SKIL Institute of Nursing Private Limited KLG Capital Services Limited Pipavav Electronic Warfare Systems Private Limited (Erstwhile SKIL Strategic Deterrence Systems Pvt. Ltd) Nayroh Lifestyle and Leisure Infrastructure Limited Karanja Terminal & Logistics Private Limited Mazagon Dock Pipavav Defence Private Limited PDOC Pte. Limited (Foreign Company) SKIL (Singapore) Pte. Limited (Foreign Company)	----