

DIRECTORS' REPORT

To

The Members

JPT Share Services Private Limited

Your Directors have pleasure in presenting 1st Annual Report of the Company for the year 2010-2011, together with the Audited Accounts for the first financial year i.e., from September 7, 2010 to March 31, 2011.

FINANCIAL HIGHLIGHTS

Since the business activity of the Company has not yet commenced, the Profit & Loss Account has not been drawn for the year under review. The incorporation and other expenses incurred are transferred under the head "Preliminary and Pre-Operative Expenditure".

DIVIDEND

Since the business activity of the Company has not commenced during the year under review, the Directors do not recommend any dividend.

HOLDING COMPANY

The Company has been incorporated as the wholly owned Subsidiary Company of M/s. JPT Securities Limited on September 7, 2010.

ACTIVITIES

Your Company has received Deposit Based Trading Membership of Cash Segment and Trading Membership of Equity Derivatives segment of Bombay Stock Exchange Limited. The Company has also received the SEBI Registration Certificate for the registration of the said Membership in Cash and Equity Derivative Segments.

SHARE CAPITAL

During the year under review, the Company raised Rs. 30 Lacs by issue of 3,00,000 Equity shares of Rs. 10/- each fully paid-up.

DIRECTORS

Mr. Jay Mehta and Mr. Rajendra Ganatra are the first directors of the Company, who are not liable to retire by rotation.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 217(2AA) of the Companies Act, 1956, the Directors would like to state that:

1. in the preparation of the accounts for the first financial year ended March 31, 2011, the applicable accounting standards have been followed along with proper explanation relating to the material departures;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for the year under review;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the accounts for the first financial year ended March 31, 2011, on a going concern basis."

AUDITORS

M/s. Batra Sapra & Co., Chartered Accountants, New Delhi, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting, and being eligible, have expressed their willingness for being re-appointed.

The Company has received a letter from them to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956, and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act.

The re-appointment of M/s. Batra Sapra & Co. as Statutory Auditors of the Company has been recommended by the Board of Directors for the approval of the Members.

AUDITORS' REPORT

The Auditors' Report submitted by M/s. Batra Sapra & Co., Statutory Auditors of the Company, to the Shareholders does not contain any reservations, qualification or adverse remark.

COMPLIANCE CERTIFICATE

The certificate as required under Section 383A of the Companies Act, 1956, given by Mr. Aashish Bhatt, Practising Company Secretary, forms part of this Report.

DEPOSITS

The Company has not accepted any deposits from the public during the year under review and hence there are no outstanding deposits as on March 31, 2011.

PARTICULARS OF EMPLOYEES

During the year under review, none of the Employees of the Company are covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

The provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in Report of the Board of Directors) Rules, 1988, relating to conservation of energy, technology absorptions is not applicable to the Company. Foreign exchange earning and outgo during the year under review are Nil.

ACKNOWLEDGEMENT

The Directors thank all the employees of the Company, the Bankers, the clients and Government authorities for their support during the year under review and look forward to their continued support in the future.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 12, 2011

Rajendra M. Ganatra
Director

Jay Mehta
Director

COMPLIANCE CERTIFICATE

Corporate Identity Number (CIN) : U74992MH2010PTC207481

Nominal Share Capital : Rs. 3,50,00,000/-

To,

The Members

JPT Share Services Private Limited

B/315, 3rd Floor, Lotus House,

33A, New Marine Lines,

Mumbai - 400020

I have examined the registers, records, books and papers of **JPT Share Services Private Limited** (the Company, is subsidiary of JPT Securities Limited) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on March 31, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies within the time prescribed under the Act and the rules made there under. No forms or returns were required to be filed with the Regional Director, Company Law Board, Central Government or other authorities.
3. The Company, being a subsidiary of M/s. JPT Securities Limited, provisions of Public Limited Company are applicable and has paid up capital of Rs. 35,00,000/-.
4. The Board of Directors duly met 4 (four) times on September 7, 2010, October 4, 2010, December 16, 2010 and February 11, 2011, in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.
5. The Company has not closed its Register of Members during the financial year.
6. The Company has been incorporated on September 7, 2010, therefore was not required to convene Annual General Meeting.
7. 2 (Two) Extraordinary General Meeting were held on September 14, 2010 and December 17, 2010 after giving required notice to the members of the Company.
8. The Company has not advanced loans to its Directors and / or persons or firms or companies referred to in section 295 of the Act.
9. As confirmed by the Management, the Company has not entered into contracts within the purview of section 297 of the Act.
10. The Company was not required to make entries in the register maintained under section 301 of the Act.
11. Pursuant to the provisions of section 314 of the Act, the Company was not required to obtain approval from the Board of Directors, members or the Central Government.
12. The Company has not issued duplicate Share Certificates during the financial year.
13. The Company has:
 - (i) Delivered share certificate upon allotment of 3,50,000 equity shares, no transfer or transmission of shares has been approved by the Board of Directors;
 - (ii) Not declared dividend during the financial year under review;
 - (iii) Not been required to post dividend warrants as dividend was not declared;

- (iv) Not been required to transfer amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund;
- (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. No appointment of alternate directors or directors to fill casual vacancies was made.
 15. The Company has not appointed Managing Director / Whole-time Director / Manager during the financial year.
 16. The Company has not appointed Sole - selling Agent during the financial year.
 17. The Company has obtained approval from Registrar of Companies for alteration of object clause of the Memorandum of Association; no approval were required from Central Government, Regional Director, Company Law Board, and / or such other authorities as may be prescribed under the various provisions of the Act.
 18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has issued 3,50,000 Equity shares during the financial year.
 20. The Company has not bought back shares during the financial year.
 21. The Company has not redeemed preference shares or debentures during the financial year.
 22. There were no transactions necessitating the Company to keep in abeyance rights to dividends, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited / accepted deposits including unsecured loans falling within the purview of Section 58A of the Act during the financial year.
 24. The Company has not borrowed from banks or financial institutions.
 25. The Company has not made loans or advances or given guarantees or provided securities to other bodies corporate.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another.
 27. The Company has altered the provisions of the Memorandum with respect to the objects of the Company.
 28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
 29. The Company has altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the financial year.
 31. As confirmed by the Management of the Company, there was no prosecution initiated against or show cause notices received by the Company during the financial year for alleged offences under the Act.
 32. As confirmed by the Management, the Company does not have employees; therefore no money was received as security during the financial year.
 33. The Company does not have employees, therefore provisions relating deposit of any amount towards Provident Fund with prescribed authorities pursuant to section 418 of the Act is not applicable.

Place: Mumbai
Date: August 12, 2011

Signature
Name of Company Secretary: Aashish Bhatt
C. P. No. : 7023

Annexure A**Registers and Records as maintained by the Company**

Sr. No	Particulars	Section
1	Register of Members	150
2	Minutes of General Meeting	193
3	Minutes of Board Meeting	193
4	Books of Accounts	209
5	Register of Directors	303
6	Register of Directors Shareholding	307
7	Register of Charges	143

Annexure B**Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on March 31, 2011.**

Sr No.	Form No. / Return	Filed under Section	Description	Date of Filing	Whether filed within prescribed time limit Yes / No	If delay in filing Whether requisite additional fees paid Yes / No
1	5	16, 31, 94	Increase in Authorised Share Capital	15.9.10	Yes	No
2	5	16, 31, 94	Increase in Authorised Share Capital	21.12.10	Yes	No
3	22B	187C	Form of Return for intimating beneficial interest in the shares	25.10.10	Yes	No
4	2	75	Return of Allotment for issuance of 300,000 Equity shares	25.10.10	Yes	No
5	23	17	Alteration of Main Objects Clause	21.12.10	Yes	No

With Regional Director : Not Applicable

With Central Government or other authorities : Not Applicable

Auditors Report

To the Members of,

JPT Share Services Private Limited

1. We have audited the attached Balance Sheet of **JPT Share Services Private Limited** as at March 31, 2011. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit. No Profit and Loss Account has been prepared since the Company is yet to commence its revenue operations.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 the matters specified in paragraphs 4 and 5 of the said Order are not applicable.
4. Further to our comments in the Annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The Balance Sheet dealt with by this report is in agreement with the books of account;
 - iv. In our opinion, these financial statements have been prepared in compliance with the applicable accounting standards issued by the Institute of Chartered Accountants of India referred to in Section 211 (3) (c) of the Companies Act, 1956.
 - v. On the basis of written representations received and taken on record by the Directors, as on March 31, 2011, we report that none of the Directors is disqualified as on March 31, 2011 for being appointed as Directors in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956;
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said financial statement read together with the notes thereon and attached thereto, give the information required by the Companies Act 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

In the case of Balance Sheet, of the state of affairs of the Company, as at March 31, 2011

For BATRA SAPRA & COMPANY
Chartered Accountants
Firm Reg.No.000103N

Soumyen Mitra
Partner
Membership No. 13983

Place : New Delhi
Date : May 30, 2011

BALANCE SHEET AS AT MARCH 31, 2011

Particulars	Schedule Ref	As At March 31, 2011
<u>SOURCES OF FUNDS</u>		
<u>Share Holders Funds</u>		
Share Capital	1	3,600,000
		<u>3,600,000</u>
Total		<u><u>3,600,000</u></u>
<u>APPLICATION OF FUNDS</u>		
<u>Current Assets, Loans & Advances</u>		
Cash & bank Balances	2	3,116,010
Loans & Advances	3	100,000
		<u>3,216,010</u>
<u>Less: Current Liabilities & Provisions</u>		
Current Liabilities	4	16,545
		<u>16,545</u>
Net Current Assets		3,199,465
<u>Miscellaneous Expenditure</u>		
(To the Extent not written off)	5	
Preliminary Expenditure		359,500
Pre-Operative Expenditure		41,035
		<u>400,535</u>
Statement on Significant accounting policies and notes to accounts	6	
Total		<u><u>3,600,000</u></u>

The Schedules referred to above and statement on significant accounting policies and notes to accounts form an integral part of the Balance Sheet.

AS PER OUR REPORT OF EVEN DATE.

For BATRA SAPRA & COMPANY
Firm Reg. No. 000103N
Chartered Accountants

For and on behalf of the Board of Directors

Soumyen Mitra
Partner
Membership No. 13983

Rajendra M. Ganatra
Director

Jay Mehta
Director

Place: New Delhi
Date : May 30, 2011

Place: Mumbai
Date : May 30, 2011

Statement of Cash Flows for the year ended March 31, 2011

Particulars		Current Year Amount (Rs.)
A) Cash flow from operating activities		
Net profit after tax & extraordinary items		-
Adjustment for		
Depreciation		-
Misc. Expenditure		-
Profit on Sale of Fixed Assets		-
		<hr/>
Operating Profit before working capital changes		-
Adjustment for working capital Changes		
(Increase)/Decrease in Debtors		-
(Increase)/Decrease in Advance Payment		(100,000)
Increase/(Decrease) in Current Liability		16,545
Increase/(Decrease) in Provision		-
Cash generated from Operations		(83,455)
Direct taxes paid		-
Cash flow before extraordinary items		(83,455)
Extraordinary items		-
Cash flow from operating activities	(A)	<hr/> (83,455)
B. Cash flow from Investing activities		
Purchase Fixed Assets including Capital WIP		-
Misc. Expenditure (Pre-operating Expenses)		(400,535)
Sales of Fixed Assets		-
Purchase of Investment		-
Sale of Investment		-
		<hr/>
Net cash used in Investment activities	(B)	(400,535)
C. Cash flow from Financing activities		
Increase/(Decrease) in Term Loan (Net of Repayment)		-
Increase/(Decrease) in Unsecured Loan (Net of Repayment)		-
Proceeds from issue of Share Capital		3,600,000
Dividend Paid (Net)		-
		<hr/>
Net cash used in financing activities	(C)	3,600,000
Net increase / decrease in cash and cash equivalents	(A+B+)	3,116,010
Cash & cash equivalents as at 01.04.2010		-
(opening balance) cash in hand & balance with banks		<hr/>
Cash & cash equivalents as at 31.03.2011		3,116,010
(closing balance) cash in hand & balance with banks		<hr/>

Note: Figures in brackets represent outflows

AS PER OUR REPORT OF EVEN DATE

For BATRA SAPRA & COMPANY

Chartered Accountants

Firm Reg. No.000103N

Soumyen Mitra

Partner

Membership No. 13983

Place: New Delhi

Date : May 30, 2011

Rajendra M. Ganatra

(Director)

Jay Mehta

(Director)

Place: Mumbai

Date: May 30, 2011

Schedules forming part of Balance Sheet as at March 31, 2011

Particulars

As At
March 31, 2011

SCHEDULE - 1

SHARE CAPITAL

Authorised Capital

35,00,000 Equity Shares of Rs. 10/- each

35,000,000

Issued, Subscribed & paid-up Capital

3,50,000 Equity Shares of Rs. 10 each

3,500,000

Share Application Money Received

100,000

3,600,000

SCHEDULE - 2

CASH & BANK BALANCES

Cash on Hand

6,860

Balance with Scheduled banks

-On Current accounts

609,150

-On Deposits accounts

2,500,000

3,116,010

SCHEDULE - 3

LOANS AND ADVANCES

Deposits- Others

100,000

100,000

SCHEDULE - 4

CURRENT LIABILITIES & PROVISIONS

Sundry Creditor for Expenses

16,545

16,545

SCHEDULE - 5

MISCELLANEOUS EXPENDITURE

Preliminary Expenditure :

ROC Incorporation Expenses

6,000

ROC Filing Fees for Increased Authorized Capital

353,500

359,500

Pre-Operative Expenditure :

Audit Fees

16,545

Printing and Stationary Expenses

1,890

Professional Fees

21,600

ROC Filing Fees

1,000

41,035

400,535

SCHEDULE : 6

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of Accounts

The financial statements are prepared on accrual basis, following the historical cost convention in accordance with the Generally Accepted Accounting Principles (GAAP) which are consistently adopted by the Company, and in compliance with the Accounting Standard issued by the Institute of Chartered Accountants of India and provisions of the Companies Act 1956, to the extent applicable.

b. Use of Estimates

The presentation of financial statements in conformity with the Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements. Any differences between the actual results and the estimates are recognized in the period in which the results are known / materialized.

c. Pre-operative Expenses

The Expenditure under the head 'Miscellaneous Expenditure' is being amortized over the period of Five years as benefit will accrue to the Company for longer period of time.

d. Employee Benefits

1. Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account of the year in which the related service is rendered.
2. Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss Account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and loss in respect of post employment and other long term benefits are charged to the Profit and Loss Account.

e. Retirement Benefits

Company has policy of making provision for retirement benefits as and when the liability arises.

f. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act,1961. Deferred tax resulting from "time differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on balance sheet date. The effect of deferred tax asset & liabilities of a change in tax rates is recognised in the Profit & Loss Account in the year of change.

2. NOTES ON ACCOUNTS

- a. The Company was incorporated on September 7, 2010 and this being first year, no previous year's figures are given.
- b. Figures are rounded off to nearest rupees.
- c. Contingent Liability : Rs. 9,00,000/- payable to BSE Ltd. for Deposit based Membership payable on Commencement of business.
- d. In the opinion of the Management, current assets, advances are approximately of the value stated if realized in the ordinary course of business except otherwise stated.
- e. Director's Remuneration :- No remuneration has been paid to any of the Directors.
- f. The Company does not have on its records any intimation from suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any relating to amounts unpaid at the year and together with interest paid /payable as required under the said Act have not been furnished.

g. Payment to Auditors

	As At March 31, 2011 (Amount in Rs.)
a) As Auditors	15,000
b) Service tax	1,545
c) Certification & Other Matters	-
Total	16,545

- h. As there is no element creating temporary difference in liability of tax as per Income Tax Act, 1961 and as per Companies Act, 1956, the Deferred Tax calculation as per AS 22 'Accounting for Taxes on Income' is not applicable.

AS PER OUR REPORT OF EVEN DATE

For **BATRA SAPRA & COMPANY**
Firm Reg. No. 000103N
Chartered Accountants

For and on behalf of the Board of Directors

Soumyen Mitra
Partner
Membership No. 13983

Rajendra M. Ganatra
Director

Jay Mehta
Director

Place: New Delhi
Date : May 30, 2011

Place: Mumbai
Date : May 30, 2011

Information pursuant to the provisions of Part IV of Schedule VI of the Companies Act, 1956.

Balance Sheet Abstract & Company's General Business Profile

I. Registration Details:

Registration No.:	U74992MH2010PTC207481
State Code:	11
Balance Sheet Date :	March 31, 2011
	(Amount Rs.)

II. Capital Raised During the year:

Public Issue :	Nil
Right Issue:	Nil
Bonus Issue :	Nil
Private Placement:	35,00,000

III. Position of Mobilisation and Development of Funds:

Total Liabilities:	36,00,000
Total Assets:	36,00,000
<u>Sources of Funds:</u>	
Paid up Capital:	35,00,000
Share Application Money:	1,00,000
Reserves & Surplus:	Nil
Secured Loans:	Nil
Unsecured Loans:	Nil
Deferred Tax:	Nil
<u>Applications of Funds:</u>	
Net Fixed Assets:	Nil
Capital Work in Progress:	Nil
Investments:	Nil
Net Current Assets:	31,99,465
Net Profit and Loss:	Nil
Miscellaneous Expenditure:	4,00,535

IV. Performance of the Company:

Turnover including other income:	Nil
Total Expenditure including Depreciation:	Nil
Profit Before Tax:	Nil
Profit After Tax and adjustment:	Nil
Earning Per Share:	Nil
Dividend Rate:	Nil

V. Generic Names of the Three Principal Products / Services of the Company:

(As per monetary terms)

Item Code No. (ITC Code):	Not Applicable
Product Description:	Not Applicable