

## NOTICE

**NOTICE** is hereby given that the 19th Annual General Meeting of the Members of JPT Securities Limited will be held on Monday, September 30, 2013 at 3.30 p.m. at Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai – 400 001, to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. J. Alexander, 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** M/s. Batra Sapra & Co., Chartered Accountants, New Delhi, bearing ICAI Firm Registration No. 000103N, retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such terms, conditions and remuneration as may be determined by the Board of Directors of the Company.”

By Order of the Board of Directors

Sd/-

Ravindra Kumar Belapurkar

Whole-time Director

Place: Mumbai

Date: August 28, 2013

### Registered Office:

SKIL House,  
209, Bank Street Cross Lane,  
Fort, Mumbai - 400 023

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The details as stipulated under Clause 49 of the Listing Agreement in respect of the Directors seeking re-appointment at the 19th Annual General Meeting (the “AGM”) is annexed hereto and forms part of the Notice.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and/ or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the AGM.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 25, 2013 to Monday, September 30, 2013 (both days inclusive) for the purpose of the AGM.
5. The Members are requested to:
  - a) intimate to the MAS Services Limited, Registrar and Share Transfer Agents of the Company (for shares held in physical form) and to their respective Depository Participant (“DP”) (for shares held in Dematerialised form) the changes, if any, in their registered address, Bank account details, 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 ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondence;
  - c) approach the Company for consolidation of folios, if shareholdings of a person are under multiple folios;
  - d) bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the AGM; and
  - e) register their E-mail IDs (and any change therein) with the DP/the Registrar and Share Transfer Agents of the Company, as the case may be, so as to enable the Company to send all the correspondences (including Annual Report) in electronic mode.
6. Members desirous of obtaining any information concerning the accounts of the Company are requested to write to the Company at least seven days before the date of the AGM to enable the Company to keep the information ready at the AGM.

7. All documents referred to in the Notice are available for inspection at the Registered office of the Company on all days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon upto the date of the AGM.

By Order of the Board of Directors

**Place:** Mumbai  
**Date:** August 28, 2013  
**Registered Office:**  
 SKIL House,  
 209, Bank Street Cross Lane,  
 Fort, Mumbai - 400 023

Sd/-  
**Ravindra Kumar Belapurkar**  
 Whole-time Director

**Pursuant to Clause 49 of the Listing Agreement, the following information is furnished about the Directors proposed to be re-appointed at the AGM to be held on Monday, September 30, 2013:**

<b>Name of the Director</b>	<b>Mr. J. Alexander</b>
Date of Birth	August 8, 1938
Nationality	Indian
Date of Appointment	October 3, 2008
Designation	Non-Executive, Independent Chairman
Expertise in specific functional areas	Public Administration, Industrial development, Urban Development, Finance Management, General Management
Qualification	M.A. (English Language & Literature), Ph.d. (Philosophy), IAS
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Namtech Electronic Devices Limited</li> <li>• Horizon Infrastructure Limited</li> <li>• SKIL Karnataka Infrastructure Limited</li> <li>• Chemmanur Jewellers Limited</li> <li>• Symphony TV and Entertainments Private Limited</li> <li>• Varahi Infrastructure Private Limited</li> <li>• Lakeside Medical Centre Private Limited</li> <li>• Stumpp Schuele &amp; Somappa Private Limited</li> <li>• Karanja Infrastructure Private Limited</li> <li>• Transaction Analysts (India) Private Limited</li> <li>• Esmario Export Enterprises Private Limited</li> <li>• Garden City Resorts Private Limited</li> <li>• Mahakaleshwar Knowledge Infrastructure Private Limited</li> </ul>
Memberships/ Chairmanships of Committees in other Companies (includes Audit Committee and Shareholders'/Investors' Grievance Committee as per Clause 49 of the Listing Agreement)	Horizon Infrastructure Limited – Member of Audit Committee
Shareholding in the Company	Nil
Inter-se relationship with other Directors	None

## DIRECTORS' REPORT

To  
The Members

### JPT SECURITIES LIMITED

Your Directors are pleased to present the 19th Annual Report together with the Audited Accounts for the financial year ended March 31, 2013.

### FINANCIAL HIGHLIGHTS

The performance of your Company on standalone basis for the financial year ended March 31, 2013, as compared to the previous year is summarised below:

(₹ In Lacs)

Particulars	March 31, 2013	March 31, 2012
Net Income	766.86	407.30
Less: Expenditure	546.64	136.57
Profit before Depreciation and Tax	220.22	270.73
Less: Depreciation	0.04	0.07
Profit before Tax	220.18	270.66
Less: Taxes	83.59	116.88
Profit after Tax for the year	136.59	153.78
Less: Transfer to Statutory Reserve Account as per Section 45-IC of Reserve Bank of India Act, 1934	27.32	30.76
Balance carried to Balance Sheet	370.50	261.23

**Note:** Previous year's figures are regrouped/rearranged, wherever necessary.

### DIVIDEND

With a view to conserve resources, the Directors do not recommend dividend for the year under review.

### REVIEW OF OPERATIONS

Your Company is a Non-deposit taking Non-Banking Financial Company. During the financial year under review, the Company has earned total income of ₹ 766.86 Lacs as compared to the income of ₹ 407.30 Lacs during the previous year. The profit after tax as on March 31, 2013 amounted to ₹ 136.59 Lacs as against profit of ₹ 153.78 Lacs during the previous financial year.

### SUBSIDIARY COMPANY

Your Company has one wholly owned subsidiary namely JPT Share Services Private Limited ("JSSPL"). JSSPL is admitted as a Deposit Based Trading Member of Cash and Equity Derivatives Segment of BSE Limited. However, it is yet to commence the business.

**General Exemption:** In terms of General Circular No. 2/2011 dated February 8, 2011 read with General Circular No. 3/2011 dated February 21, 2011, issued by the Government of India – Ministry of Corporate Affairs under section 212(8) of the Companies Act, 1956, general exemption has been granted to companies from attaching the financial statements of subsidiaries subject to fulfillment of conditions prescribed in the said Circulars. The Company has complied with the conditions mentioned in the said circular and accordingly, the financial statements viz., Balance Sheet, Profit & Loss Account, Directors' Report and Auditor's Report of JSSPL have not been annexed to this Report. The brief financial information of JSSPL, as per the requirement of the said Circular, is annexed to the Consolidated Financial Statements of the Company, which forms part of this Annual Report.

Further, the Audited Accounts of JSSPL will be furnished upon written request from any Member of the Company. The Audited Accounts of JSSPL will be made available at the Company's website i.e., [www.jptsecurities.com](http://www.jptsecurities.com) and will also be made available for inspection at the Registered Office of the Company and JSSPL. The Consolidated Financial Statements presented by the Company in this Annual report includes financial results of JSSPL.

### DIRECTORS

The Board presently consists of four Directors which include one Executive Director and three Non-Executive Directors with two of such Non-Executive Directors being Independent Directors.

Mr. J. Alexander, Non-Executive Independent Chairman, is retiring by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends the re-appointment of Mr. J. Alexander for the approval of the Members.

Mr. Rajendra Ganatra and Mr. S. Sundar resigned from the Directorship of the Company w.e.f. from April 1, 2013 and August 2, 2013, respectively, due to their pre-occupation. The Board placed on records its appreciation for the contribution made by them during their tenure as Director of the Company.

Mr. Ravindra Kumar Belapurkar, Whole-time Director, was not liable for retirement by rotation. A resolution was passed by the Board on April 1, 2013 for making him eligible for retirement by rotation in order to comply with the requirement of Section 255 of the Companies Act, 1956.

Pursuant to Clause 49 of the Listing Agreement, a brief profile of Director proposed to be re-appointed at the ensuing AGM is provided in the Notice of ensuing AGM.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable accounting standards have been followed alongwith proper explanation relating to the material departures;
- b) the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the profit of the Company for the year ended on that date;
- c) proper and sufficient care has been taken 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;
- d) the annual accounts have been prepared on a going concern basis.

#### **AUDITORS**

M/s. Batra Sapra & Co., Chartered Accountants, Statutory Auditors of the Company, bearing ICAI Registration No. 000103N, retire at the conclusion of ensuing AGM and being eligible, have confirmed their eligibility to accept office, if re-appointed as required under the provisions of section 224(1B) of the Companies Act, 1956, the Company has obtained written certificate from the retiring Auditors to the effect that their re-appointment, if made, would be within the limits prescribed under the said Act.

The Board recommends the re-appointment of M/s. Batra Sapra & Co., Chartered Accountants, as the Statutory Auditors of the Company.

#### **AUDITORS' REPORT**

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended March 31, 2013, is self explanatory.

#### **AUDIT COMMITTEE**

The composition of the Audit Committee is in compliance with Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The present constitution of Audit Committee comprises of Mr. B. S. Bhalerao as Chairman and Mr. J. Alexander and Mr. Ravindra Kumar Belapurkar as Members. The Audit Committee has reviewed the Audited Accounts of the Company for the financial year ended March 31, 2013, annexed with this Report.

#### **SHARE CAPITAL**

The Authorised Share Capital of the Company was increased from ₹ 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lacs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 45,00,00,000/- (Rupees Forty Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity Shares of ₹ 10/- (Rupees Ten only) each and 4,00,00,000 (Four Crores) Preference Shares of ₹ 10/- (Rupees Ten only) each vide Special Resolution passed by way of Postal Ballot on April 12, 2013.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report, prepared in accordance with the requirements of Clause 49 of the Listing Agreement, forms part of this Report.

#### **CORPORATE GOVERNANCE**

As per Clause 49 of the Listing Agreement with the Stock Exchange(s), a separate Chapter on Corporate Governance practices followed by the Company together with a Certificate from M/s. Aashish K. Bhatt & Associates, Practising Company Secretaries, confirming compliance forms part of this Report.

#### **LISTING AGREEMENT COMPLIANCES**

The Equity Shares of the Company are listed on BSE Limited. The Company has paid the annual listing fees for the financial year 2013-2014 and has complied with the conditions of the Listing Agreement with BSE Limited.

#### **DEPOSITS**

During the financial year under review, the Company has not accepted any deposits from the public and hence there are no outstanding deposits as on March 31, 2013.

#### **BUY BACK**

No shares of the Company were bought back during the financial year under review.

#### **COMPLIANCE CERTIFICATE**

The Compliance Certificate for the financial year ended March 31, 2013, pursuant to section 383A of the Companies Act, 1956, issued by M/s. Aashish K. Bhatt & Associates, Practising Company Secretaries, forms part of this Report.

#### **PARTICULARS OF EMPLOYEES**

During the financial 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.

#### **PARTICULARS OF LOANS/ADVANCES**

The disclosure in terms of Clause 32 of the Listing Agreement has been made in the Audited Accounts of the Company for the financial year ended March 31, 2013, wherever necessary.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Considering the nature of business of the Company, there are no particulars to be disclosed in respect of conservation of energy and technology absorption as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988. There are no Foreign Exchange Earnings and Outgo during the year ended March 31, 2013.

#### **PERSONNEL RELATIONS**

The personnel relations of the Company remained cordial and peaceful throughout the year.

#### **GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The 'Green Initiative in Corporate Governance' programme was introduced by the Ministry of Corporate Affairs vide Circulars 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively, whereby Companies were given permission to send notices, documents including Annual Report, etc. in electronic mode. This reduces paper consumption to a great extent and allows Members to contribute towards a Greener Environment.

In this regard, Company had already issued a letter to all the Members giving them an advance opportunity to register their email address (and changes therein from time to time) with the Company so that the documents can be sent to them in the electronic mode. Accordingly, the Company has arranged to send the soft copies of these documents to the E-mail IDs of Members, wherever applicable. In case any of the Members would like to receive physical copies of these documents, the same shall be forwarded, free of cost, on written request made by Members to MAS Services Limited, Registrar and Share Transfer Agents of the Company.

#### **ACKNOWLEDGEMENT**

Your Directors thank all the Members, Employees, Bankers, Clients, Vendors and Government Authorities for their support during the year under review and look forward to their continued support in the future.

**By Order of the Board of Directors**

**Place:** Mumbai

**Date:** August 28, 2013

Sd/-

**J. Alexander**

**Chairman**

**COMPLIANCE CERTIFICATE**

Corporate Identity Number (CIN) : L67120MH1994PLC204636  
 Nominal Share Capital : ₹ 40,000,000/-

To,  
 The Members,

**JPT SECURITIES LIMITED**

I have examined the registers, records, books and papers of **JPT Securities Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on March 31, 2013. 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 there under 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 as required under the Act and the rules made there under. No forms or returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The Company being a Public Limited Company has the Paid-up Capital of ₹ 3,00,60,000/- (Rupees Three Crores Sixty Thousand only) as on March 31, 2013.
4. The Board of Directors duly met 4 (Four) times on May 30, 2012, August 14, 2012, November 8, 2012, and February 11, 2013 in respect of which Meetings, proper notices were given and the proceedings were properly recorded and signed including circular resolution passed in the minutes book maintained for the purpose.
5. The Company has closed its Register of Members from September 26, 2012 to September 28, 2012 (both days inclusive) for the purpose of Annual General Meeting.
6. The Annual General Meeting for the financial year ended on March 31, 2012 was held on September 28, 2012 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in minutes book maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year.
8. The Company has not advanced loans to its Directors and/or persons or firms or Companies referred in the Section 295 of the Act.
9. The Company has not entered into contracts falling within the purview of Section 297 of the Act.
10. The Company has made 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 approvals from the Board of Directors, Members or the Central Government as the case may be.
12. The Company has not issued duplicate Share Certificates during the financial year.
13. The Company has:
  - (i) Not been required to deliver share certificate on allotment of shares, transfer or transmission of equity shares;
  - (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 Additional Director, Alternate Directors or Directors to fill casual vacancies has been made.
15. The Company has not appointed Managing Director or Whole-time Director or Manager during the financial year.
16. The Company has not appointed Sole - selling Agent during the financial year.
17. The Company was not required to obtain approvals of the Central Government, Regional Director, Company Law Board, Registrar of Companies and any other authorities as may be prescribed under 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 not issued shares, debentures or other securities 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, financial institutions, etc., during the financial year. The Company has obtained loan from Holding Company.
25. Pursuant to Sub-Section 8 of the Section 372A of the Act, provisions pertaining to making of loan or advances or giving guarantees or providing securities to other bodies corporate are not applicable.
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 during the year.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
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 not 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 the Company.
32. As confirmed by the Management, the Company has not received money as security from its employees during the financial year.
33. As confirmed by the Management, the Company was not required to deposit its contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

Place : Mumbai

Date : August 28, 2013

Signature : Sd/-

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	a) Minutes of all Meetings of Board of Directors; b) Minutes of Committee of Directors c) Minutes of General Meetings	193
2	Register of Members and Index	150, 151
3	Books of Accounts	209
4	Register of Contracts in which Directors are interested	301
5	Register of Directors	303
6	Register of Directors Shareholding	307

**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, 2013:**

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	66	383A	Compliance Certificate for the year ended March 31, 2012	26.10.12	Yes	No
2	23AC/ 23ACA	220	Balance Sheet and Profit & Loss Account for the year ended March 31, 2012	06.11.12	Yes	No
3	20B	159	Annual Return	08.11.12	Yes	No

With Regional Director : None

With Central Government or other authorities : None

## CORPORATE GOVERNANCE REPORT

In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange, a report on Corporate Governance is set out below:

### 1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance envisages working towards higher levels of transparency, empowerment, accountability, safety of people and environment, motivation, consistent value systems, respect for law and fair business practices with all its stakeholders. The Company upholds these values and ensures their protection. The Company believes that good corporate practices inculcate professional management, increases the value of stakeholders & customer satisfaction. These practices being followed by the Company have helped the Company in its growth.

### 2. BOARD OF DIRECTORS:

#### i) Composition of the Board:

The composition of the Board is in conformity with Clause 49 of the Listing Agreement, which stipulates that atleast one-third of the Board should comprise of Independent Directors if the Chairman of the Board is a Non-Executive Director.

As on March 31, 2013, the Board of Directors of Company consisted of six Directors which included one Executive Director and five Non-Executive Directors with three of such Non-Executive Directors being Independent Directors. The Chairman of the Board is an Independent Non-Executive Director.

As mandated under Clause 49 of the Listing Agreement, none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all companies in which he is a Director. All the Directors have made the necessary disclosures regarding Board and Committee Memberships held by them in other companies and the same have been duly recorded by the Board in its Meetings from time to time. None of the Directors of the Company are inter-se related to each other.

A detailed chart showing the names and categories of the Directors on the Board of the Company, number of other Directorship held by the Directors in other Indian Public Limited Companies and Membership/Chairmanship of the Committees of the Boards of such Companies is given below. Other Directorships excludes Alternate Directorships, in Indian Private Limited Companies, Section 25 Companies and Foreign Companies. Membership/Chairmanship of Board Committees includes only Audit Committee and Shareholders/ Investors Grievance Committee:

Name of the Directors	Category	Designation	Other Directorships as on March 31, 2013	Membership/ Chairmanship in Committees of Board of other Public Companies as on March 31, 2013	
				Chairman	Member
Mr. J. Alexander	Independent Non-Executive	Chairman	4	-	1
Mr. Ravindra Kumar Belapurkar	Executive	Whole-time Director	-	-	-
Mr. Nikhil Gandhi	Non- Independent, Non-Executive	Director	10	1	5
Mr. B. S. Bhalerao	Independent Non-Executive	Director	1	1	-
Mr. S. Sundar *	Independent Non-Executive	Director	4	-	-
Mr. Rajendra Ganatra **	Non- Independent, Non-Executive	Director	-	-	-

\*Mr. S. Sundar ceased to be a Director w.e.f. August 2, 2013.

\*\*Mr. Rajendra Ganatra ceased to be a Director w.e.f. April 1, 2013.

#### ii) Meetings and Attendance of Directors during the year ended March 31, 2013:

During the year ended March 31, 2013, four Board Meetings were held on May 30, 2012, August 14, 2012, November 8, 2012 and February 11, 2013. The Company has held one Board Meeting in every quarter and the maximum time gap between any two consequent Board Meetings did not exceed four months.



The attendance of each Director at the said Board Meetings and at the 18th AGM held on September 28, 2012, is given below:

Name of the Directors	No. of Board Meetings		Whether attended the 18th AGM
	Held*	Attended by the Director	
Mr. J. Alexander	4	4	Yes
Mr. Ravindra Kumar Belapurkar	4	1	No
Mr. Nikhil Gandhi	4	1	No
Mr. B. S. Bhalerao	4	4	Yes
Mr. S. Sundar	4	-	No
Mr. Rajendra Ganatra	4	-	No

\*No. of Board Meetings held reflects the no. of Meetings held in the tenure of the concerned Director during the year ended March 31, 2013.

### 3. AUDIT COMMITTEE:

The Company has constituted an Audit Committee in accordance with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

#### i) Brief description of Terms of Reference:

The terms of reference of the Audit Committee, inter alia, includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by the Management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the Management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee, as amended from time to time.
16. Carrying out any other function as may from time to time be required under any statutory, contractual or other regulatory requirement.

**Review of information by Audit Committee:**

1. Management Discussion & Analysis of financial condition and results of operations.
2. Statement of significant related party transactions, submitted by Management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Further, Audit committee has been granted powers as prescribed under Clause 49(II)(C) of the Listing Agreement.

**ii) Composition:**

As on March 31, 2013, the Audit Committee comprised of four Directors as Members. The Chairman of Audit Committee is an Independent Director and he was present at the 18th AGM of the Company held on September 28, 2012, to answer Members' queries.

The detailed composition of the Audit Committee is as follows:

Name of the Members	Category	Position
Mr. B. S. Bhalerao	Independent Non-Executive Director	Chairman
Mr. J. Alexander	Independent Non-Executive Director	Member
Mr. S. Sundar*	Independent Non-Executive Director	Member
Mr. Rajendra Ganatra**	Non-Independent, Non-Executive Director	Member

\*Mr. S. Sundar ceased to be a Member w.e.f. August 2, 2013.

\*\*Mr. Rajendra Ganatra ceased to be a Member w.e.f. April 1, 2013.

Note: Mr. Ravindra Kumar Belapurkar was appointed as a Member w.e.f. August 2, 2013.

**iii) Meetings and Attendance of Members during the year ended March 31, 2013:**

During the year ended March 31, 2013, four Audit Committee Meetings were held on May 30, 2012, August 14, 2012, November 8, 2012 and February 11, 2013. The maximum time gap between any two consequent Audit Committee Meetings did not exceed four months. Required quorum was present at all the said Meetings.

The attendance of each Member at the said Audit Committee Meetings is given below:

Name of the Member	No. of Audit Committee Meetings	
	Held*	Attended by the Member
Mr. B. S. Bhalerao	4	4
Mr. J. Alexander	4	4
Mr. S. Sundar	4	-
Mr. Rajendra Ganatra	4	-

\* No. of Audit Committee Meetings held reflects the no. of Meetings held in the tenure of the concerned Member during the year ended March 31, 2013.

**4. REMUNERATION COMMITTEE:**

**i) Brief description of terms of reference:**

The brief description of the terms of reference of Remuneration Committee is as follows:

Recommending to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole-time/Executive Directors, including all elements of remuneration package (i.e., salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees, etc.).

1. Determining the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/Deputy Managing/Whole-time/Executive Directors, including pension rights and any compensation payment.
2. Implementing, supervising and administering any share or stock option policy or any other scheme formulated by the Company.
3. Establishing and administering any employee compensation and benefits plans.
4. Carrying out other functions as may from time to time be required under any statutory, contractual or other regulatory requirement.

**ii) Composition:**

As on March 31, 2013, the Remuneration Committee comprised of three Non-Executive Directors as Members.

The detailed composition of the Remuneration Committee is as follows:

Name of the Members	Category	Position
Mr. B. S. Bhalerao	Independent, Non-Executive Director	Chairman
Mr. J. Alexander	Independent, Non-Executive Director	Member
Mr. Nikhil Gandhi	Non-Independent, Non-Executive Director	Member

**iii) Meetings and Attendance of Members during the year ended March 31, 2013:**

During the year ended March 31, 2013, no Meeting of the Remuneration Committee was held.

**iv) Remuneration Policy:**

The Company's remuneration policy aims at attracting and retaining high quality talent by taking into account its financial position, industrial trends, compensation paid by the peer companies, etc.

**v) Details of Directors' remuneration paid for the year ended March 31, 2013:**

The Non-Executive Directors are paid sitting fees of ₹ 5000/- for attending each Meeting of the Board of Directors and ₹ 2500 for attending each Meeting of Board Committees, which is within the limits prescribed under the Companies Act, 1956.

Details of the remuneration paid to the Directors of the Company during the year ended March 31, 2013, are as follows:

(Amount in ₹)

Name of Directors	Sitting Fees for attending Board and Committee Meetings	Salary, Perquisites, Commission, etc	Total
Mr. J. Alexander	30,000	-	30,000
Mr. Ravindra Kumar Belapurkar	-	-	-
Mr. Nikhil Gandhi	-	-	-
Mr. B. S. Bhalerao	30,000	-	30,000
Mr. S. Sundar	-	-	-
Mr. Rajendra Ganatra	-	-	-
<b>Total</b>	<b>60,000</b>	<b>-</b>	<b>60,000</b>

- The Company does not have any Employee Stock Option Scheme (ESOS).
- None of the Non-Executive Directors held any Equity Shares in the Company.
- None of the Non-Executive Directors have any pecuniary relationship or transaction with the Company and vis-à-vis, except sitting fees as mentioned above.

**5. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE:**

The Company has constituted a Shareholders/Investors Grievance Committee to look into the expeditious redressal of complaints of the investors like transfer or credit of shares, non-receipt of declared dividend/notices/annual reports, review of cases for refusal of transfer/transmission of shares/debentures, reference to statutory and regulatory authorities regarding investor grievance and other matters encompassing the Shareholders/ Investors related issues.

**i) Composition:**

As on March 31, 2013, the Shareholders/Investors Grievance Committee comprised of three Directors as Members.

The detailed composition of the Shareholders/Investors Grievance Committee is as follows:

Name of the Members	Category	Position
Mr. B. S. Bhalerao	Independent Non-Executive Director	Chairman
Mr. Ravindra Kumar Belapurkar	Executive Director	Member
Mr. Rajendra Ganatra*	Non-Independent, Non-Executive Director	Member

\* Mr. Rajendra Ganatra ceased to be a Member w.e.f. April 1, 2013.

Note : Mr. J. Alexander was appointed as a Member w.e.f. April 1, 2013.

#### Meetings and Attendance of Members during the year ended March 31, 2013:

During the year ended March 31, 2013, one Shareholders/Investors Grievance Committee Meeting was held on May 30, 2012.

The attendance of each Member at the said Shareholders/Investors Grievance Committee Meeting is given below:

Name of the Member	No. of Shareholders/Investors Grievance Committee Meeting	
	Held*	Attended by the Member
Mr. B. S. Bhalerao	1	-
Mr. Ravindra Kumar Belapurkar	1	1
Mr. Rajendra Ganatra	1	1

\* No. of Shareholders/Investors Grievance Committee Meetings held reflects the no. of Meeting held in the tenure of the concerned Member during the year ended March 31, 2013.

#### ii) Name and designation of Compliance Officer:

The Board has designated Mr. Arun Sahu as the Compliance Officer of the Company.

#### iii) Details of shareholders complaints received and resolved during the year ended March 31, 2013:

No. of shareholders complaints pending as on April 1, 2012	Nil
No. of shareholders complaints received during the year	Nil
No. of complaints solved to the satisfaction of shareholders	Nil
No. of shareholders complaints pending as on March 31, 2013	Nil

### 6. GENERAL BODY MEETINGS:

#### i) Location and time of last three AGMs:

Financial Year	Date of AGMs	Venue	Time
2011-2012	September 28, 2012	Bombay Club Suite, Royal Bombay Yacht Club, Chatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai – 400 001	3.30 p.m.
2010-2011	September 29, 2011	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001	2.30 p.m.
2009-2010	September 29, 2010	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001	3.00 p.m.

#### ii) Special Resolutions passed in the previous three AGMs:

Financial Year	Date of AGMs	Particulars of Special Resolutions passed thereat
2011-2012	September 28, 2012	None
2010-2011	September 29, 2011	Special Resolution under section 198, 269, 309, 310 for appointment of Mr. Ravindra Kumar Belapurkar as Whole-time Director of the Company
2009-2010	September 29, 2010	None

#### iii) Special Resolution passed during the year ended March 31, 2013, through Postal Ballot: None

#### iv) Person who conducted the Postal Ballot exercise: N.A.

#### v) Whether any Special Resolution is proposed to be passed through Postal Ballot:

During the year ended March 31, 2013, the Board of Directors of the Company passed the resolution for seeking the approval of Members for following:

- i) Increasing the Authorised Share Capital of the Company from 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lacs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 45,00,00,000/- (Rupees Forty Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity Shares of ₹10/- (Rupees Ten only) each and 4,00,00,000 (Four Crores) Preference Shares of ₹ 10/- (Rupees Ten only) each and consequent alteration of Memorandum of Association of the Company (Special Resolution).
- ii) Preferential allotment of Preference Shares to the Promoter Company (Special Resolution).

The Company completed the dispatch of Postal Ballot Notices to all its Members by March 7, 2013. The date of declaration of result of Postal Ballot is April 12, 2013.

#### vi) Procedure for Postal Ballot:

The brief procedure for Postal Ballot is mentioned hereunder:

- i) The Board at its Meeting approved the items to be passed through Postal Ballot and authorised the Whole-time Director/Director/Compliance Officer severally to be responsible for the entire process of Postal Ballot.
- ii) M/s. Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai, were appointed as the Scrutinizer for conducting the Postal Ballot process.
- iii) Notice of Postal Ballot along with the Ballot papers were sent to the Members along with a self-addressed, postage pre-paid envelope addressed to the Scrutinizer. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closing of working hours i.e., 5.00 p.m. on Monday, April 8, 2013.
- iv) An advertisement was published in the newspaper about the dispatch of Ballot papers and Notice of Postal Ballot.

Upon receipt of the Forms, the Scrutinizer will scrutinize and submit his report and the result of Postal Ballot will be announced on April 12, 2013.

## 7. DISCLOSURES:

### i) Related Party Transactions:

Transactions with related parties entered into by the Company in the normal course of business were placed before the Audit Committee. Details of related party transactions are included at Note No. 19 in Notes to Accounts of Standalone Financial Statements. There were no related party transactions of material nature that may have a potential conflict with the interests of the Company.

The Company has followed the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006, as amended from time to time, in preparation of its financial statements.

### ii) Details of non-compliance:

There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to the capital markets, during the last three years.

### iii) Whistle Blower Policy:

The Company at present does not have a Whistle Blower Policy. However, any employee, if he / she desires, has free access to meet or communicate with the Audit Committee of the Company and report any matter of concern.

### iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause:

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. As a part of adoption of Non-mandatory requirements, the Company has set up a Remuneration Committee, details of which have been provided in this Report.

## 8. MEANS OF COMMUNICATION:

In accordance with Clause 54 of the Listing Agreement, the Company has maintained functional website at [www.jptsecurities.com](http://www.jptsecurities.com) containing basic information about the Company. The contents of the said website are updated from time to time.

The quarterly, half yearly and annual financial results of the Company are sent to the Stock Exchange and are published in the newspapers in terms of the requirement of Clause 41 of the Listing Agreement. During the year ended March 31, 2013, the financial results of the Company were published in Free Press Journal (an English Newspaper) and Navshakti (a Marathi Newspaper) (for first three quarters) and in Business Standard (an English Newspaper) and Lakshdeep (a Marathi Newspaper) (for last quarter). The results are also displayed on the Company's website.

For the benefit of the Members, a separate Email ID has been created for Investors correspondences viz., [company.secretary@jptsecurities.com](mailto:company.secretary@jptsecurities.com). The Management Discussion and Analysis Report forms part of the Directors' Report.

**9. GENERAL SHAREHOLDERS' INFORMATION:****i) 19th AGM:**

<b>Date</b>	Monday, September 30, 2013
<b>Time</b>	3.30 p.m.
<b>Venue</b>	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Opp. Gateway of India, Near Taj Mahal Hotel, Mumbai – 400 001

**ii) Financial Year:**

The financial year of the Company covers the financial period from April 1 to March 31 of that year. The tentative schedule of the Board Meetings for consideration of financial results and of the Annual General Meeting for the year ending March 31, 2014, is as follows:

<b>Tentative Schedule</b>	<b>Tentative Date of Board Meeting</b>
Financial reporting for the quarter ending June 30, 2013	On or before August 14, 2013
Financial reporting for the quarter ending September 30, 2013	On or before November 14, 2013
Financial reporting for the quarter ending December 31, 2013	On or before February 14, 2014
Financial reporting for the year ending March 31, 2014	On or before May 30, 2014
Annual General Meeting for the year ending March 31, 2014	On or before September 30, 2014

**iii) Date of Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 25, 2013 to Monday, September 30, 2013 (both days inclusive).

**iv) Dividend Payment Date:**

Not Applicable, since no dividend is recommended by the Directors for the year ended March 31, 2013.

**v) Listing on Stock Exchanges:**

Presently, the Equity Shares of the Company are listed with BSE Limited. The Company has paid annual listing fees for the year 2013-2014 to BSE Limited.

The Company has paid custodial fees for the year 2013-2014 to National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) on the basis of number of beneficial accounts maintained by them as on March 31, 2013.

**vi) Stock Code/ISIN No.:**

BSE Scrip Code: 530985

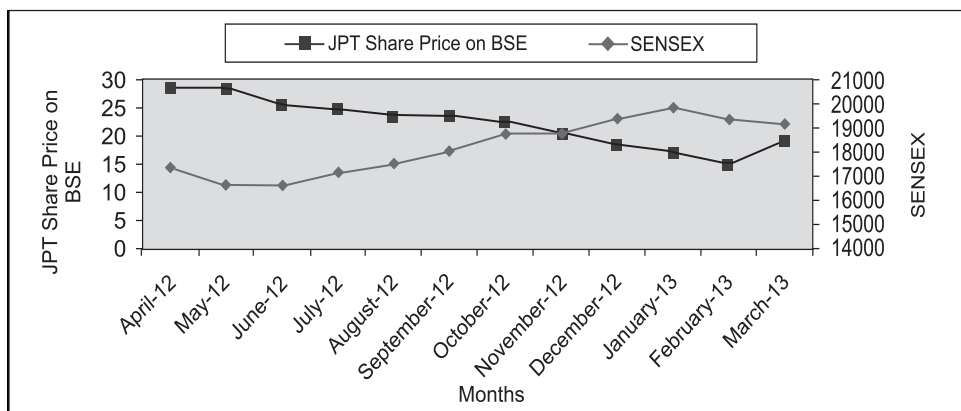
Demat ISIN No. for CDSL/NSDL: INE630C01012

**vii) Market Price Data:**

The high and low market prices of the Company's Equity Shares traded on BSE Limited during each month in the financial year ended March 31, 2013, are as follows:

<b>Month &amp; Year</b>	<b>High (₹)</b>	<b>Low (₹)</b>
April 2012	32.35	24.75
May 2012	32.95	24.00
June 2012	27.85	23.05
July 2012	27.70	22.00
August 2012	26.40	20.55
September 2012	28.00	19.30
October 2012	24.80	20.00
November 2012	22.85	17.95
December 2012	19.80	17.05
January 2013	18.95	15.10
February 2013	16.50	13.15
March 2013	26.17	12.10

## viii) Share Price Performance in Comparison to S&amp;P BSE Sensex:



## ix) Registrar and Share Transfer Agents of the Company:

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Phase - II, New Delhi - 110 020

Ph: 011-26387281/82/83

Fax: 011-26387384

Email: info@masserv.com

Website: www.masserv.com

## x) Share Transfer System:

The Company has appointed MAS Services Limited as its Registrar and Share Transfer Agents. All share transfer and related operations are conducted by MAS Services Limited.

## xi) a) The Company's distribution of shareholding as on March 31, 2013, is given below:

No. of Equity Shares held	No. of Shareholders	% to total Shareholders	No. of Shares	% to total Shares
1 - 500	1722	80.92	227,169	7.56
501 - 1000	196	9.21	163,867	5.45
1001 - 2000	103	4.84	154,834	5.15
2001 - 3000	32	1.50	80,865	2.69
3001 - 4000	24	1.13	89,287	2.97
4001 - 5000	13	0.61	61,803	2.06
5001 - 10000	26	1.22	197,552	6.57
10001 & above	12	0.57	2,030,623	67.55
<b>Total</b>	<b>2128</b>	<b>100.00</b>	<b>3,006,000</b>	<b>100.00</b>

## b) Shareholding Pattern as on March 31, 2013:

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoters	1	1,806,350	60.09
Bodies Corporate	65	155,117	5.16
Foreign Nationals/NRIs/OCBs	18	15,369	0.51
Indian Public & Others	2044	1,029,164	34.24
<b>Total</b>	<b>2128</b>	<b>3,006,000</b>	<b>100.00</b>

**xii) Dematerialization of shares & liquidity:**

As on March 31, 2013, 2,852,265 Equity Shares i.e., 94.89% of the total Equity Shares of the Company are in electronic form with NSDL and CDSL. The Promoters hold their entire equity shareholding in the Company in dematerialized form.

The Equity Shares of the Company are classified as illiquid by BSE Limited and they are traded under Periodic Call Auction Session (PCAS). The trading rules for PCAS are mentioned on the website of BSE Limited.

**xiii) Outstanding GDRs /ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity:**  
Not Applicable

**xiv) Plant Locations:** None

**xv) Address for Investor Correspondence:**

For transfer/dematerialization of shares, payment of dividend on shares, corporate actions or change of address or any query relating to the shares of the Company or any other query, the Members are requested to contact:

**Registrar and Share Transfer Agents:**

MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020  
Ph: 011-26387281/82/83  
Fax: 011-26387384  
Email: info@masserv.com  
Website: www.masserv.com

Further, the Company has maintained an exclusive Email ID viz. company.secretary@jptsecurities.com which is designated for investor correspondence for the purpose of registering any complaint relating to the Equity Shares of the Company and the said Email ID has been displayed on the Company's website www.jptsecurities.com as well.

**10. CODE OF CONDUCT:**

The Board of Directors has laid down Code of Conduct for the Directors and Senior Management Personnel of the Company. This Code has been posted on the Company's website www.jptsecurities.com. All the Board Members and Senior Management Personnel of the Company have affirmed compliance with the said Code of Conduct for the year ended March 31, 2013. A declaration to this effect issued by Mr. Ravindra Kumar Belapurkar, Whole-time Director, in lieu of CEO, is annexed to this Report.

**11. CEO/CFO CERTIFICATE PURSUANT TO CLAUSE 49 (V) OF THE LISTING AGREEMENT:**

A Certificate pursuant to Clause 49 (V) of the Listing Agreement issued by Mr. Ravindra Kumar Belapurkar, Whole-time Director, in lieu of CEO and CFO, for the year ended March 31, 2013, is annexed to this Report.

**12. CERTIFICATE ON CORPORATE GOVERNANCE:**

The Company has obtained a Certificate from M/s. Aashish K. Bhatt & Associates, Practising Company Secretaries, regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement, which together with this Report is annexed to the Directors' Report and shall be sent to all the Members of the Company and the Stock Exchange (s) alongwith the Annual Report of the Company.



**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of

**JPT SECURITIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by JPT Securities Limited ('the Company') for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Aashish K. Bhatt & Associates  
Company Secretaries in Practise**

**Sd/-  
Aashish Bhatt  
Proprietor  
C. P. No. : 7023**

**Place:** Mumbai  
**Date:** August 28, 2013

**CERTIFICATE OF WHOLE-TIME DIRECTOR, ISSUED IN LIEU OF CEO AND CFO, ON FINANCIAL STATEMENTS  
UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT**

I, Ravindra Kumar Belapurkar, Whole-time Director of JPT Securities Limited, to the best of my knowledge and belief certify that:

- a) I have reviewed financial statements and the cash flow statement of JPT Securities Limited for the year ended March 31, 2013, and that to the best of my knowledge and belief, I state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year under review which are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee that:
  - (i) there were no significant changes in internal control over financial reporting during the year;
  - (ii) there were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there were no instances of significant fraud of which I have become aware of and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date:** May 29, 2013  
**Place:** New Delhi

**Sd/-  
Ravindra Kumar Belapurkar  
Whole-time Director**

**CERTIFICATE OF WHOLE-TIME DIRECTOR, ISSUED IN LIEU OF CEO ON COMPLIANCE WITH CODE OF CONDUCT  
THE COMPANY PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

This is to affirm that the Board of Directors of JPT Securities Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Clause 49 (1D) of the Listing Agreement with the Stock Exchange and the Board Members and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said Code for the financial year ended March 31, 2013.

**Date:** May 29, 2013  
**Place:** New Delhi

**Sd/-  
Ravindra Kumar Belapurkar  
Whole-time Director**

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**MANAGEMENT DISCUSSION & ANALYSIS REPORT**
**1. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The current phase of the global economic cycle is seeing signs of a weak recovery. While the European economy weakened overall in 2012, the aggressive actions by European Central Bank to save the Euro worked towards reducing volatility and improving liquidity in the financial markets. In comparison, the US economy looked much better, with a rebound in its housing market and a steady improvement in its unemployment rate. Many emerging markets had a poor year, as growth rates dropped. The era of high growth in the BRICs — Brazil, Russia, India and China — appears to be behind us, thereby impacting global commodity prices.

India's GDP growth in 2012-13 is likely to fall below 5% - down from 6.2% a year ago, mainly due to the protracted weakness in industrial activity, aggravated by domestic supply bottlenecks and slowdown in the services sector, reflecting weak external demand. The high level of Fiscal and Current Account deficits are having an equally dampening effect on the Indian economy.

**2. OPPORTUNITIES AND THREATS**

The Company continues to examine various new avenues of business in financial activities. The present business of your Company is investment and financing. The Company intends to diversify its activities into education related business and financing.

**3. SEGMENT WISE PERFORMANCE**

The Company operates in only one segment.

**4. FUTURE PROSPECTS & OUTLOOK**

In the forthcoming year, the Company envisages to identify new avenues of business activities and make use of opportunities available, besides strengthening its present operations.

**5. RISK AND CONCERNS**

General risks associated with the financial services sector in the normal course of business that we are in, apply to the Company also.

**6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal controls commensurate with its size to ensure protection of assets against loss from unauthorized use and all the transactions are authorized, recorded and reported correctly. Besides, the Audit Committee reviews the internal controls at periodic intervals in close co-ordination with the Auditors.

**7. FINANCIAL PERFORMANCE**

- a) Share Capital: As on March 31, 2013, the Company's issued and subscribed share capital consisted of Equity Share Capital only. The paid-up Share Capital of Company as at March 31, 2013, stood at ₹ 300.60 Lacs comprising of 3,006,000 Equity Shares of ₹ 10/- each (previous year ₹ 300.60 Lacs).
- b) Reserves and Surplus: During the year under review, the Reserves and Surplus stood at ₹ 454.64 Lacs (previous year ₹ 318.05 Lacs).

**8. HUMAN RESOURCES**

The Company presently has adequate human resources to man its various activities. However, as operations expand into newer avenues, additional talent will be made available as per the requirement of the business.

**9. RISK MANAGEMENT FRAMEWORK**

The Company has in place mechanisms to inform Board Members about the risk assessment and minimization procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of a properly defined framework.

**10. CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. The important factors that could influence the Company's operations include change in government regulations, tax laws, economic developments, litigations, etc.

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**INDEPENDENT AUDITOR'S REPORT**

To the Members of

**JPT SECURITIES LIMITED**

We have audited the accompanying financial statements of **JPT Securities Limited**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

- (i) In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
  - a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
  - b) In the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
  - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) 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;
  - b) 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
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Batra Sapra & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 000103N**

**Sd/-**  
**Amrit Lal Batra**  
**Partner**  
**Membership No.: 016929**

**Place :** New Delhi

**Date :** May 29, 2013

## ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in paragraph 1 of the Our Report of even date to the Members of JPT Securities Limited on the accounts of the Company for the year ended March 31, 2013. On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) The Company was in the business of dealing in shares and securities. There is no closing stock at the year end. Hence this clause (a) and (b) are not applicable
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories (shares and securities).
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii(b), iii(c) and iii(d) of the order are not applicable to the Company.
- (e) The Company has an outstanding unsecured loan of ₹ 475,827,305/- as on 31/03/2013 (Max. outstanding during the year : ₹ 487,622,267/- and P.Y. O/S : ₹ 474,422,267/- as on 31/03/2012) from Awaita Properties Private Limited, party covered in the register maintained under section 301 of the Companies Act, 1956. The repayment and other terms are not specified.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the Company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) According to the information and explanations given to us transactions with parties with whom transactions exceeding the value of Rupees Five Lacs have been entered into during the Financial year are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government has not prescribed under clause (d) of sub-section (1) of section 209 of the Act for the nature of industry in which the Company is doing business.
9. (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Cess and any other statutory dues with the appropriate authorities and no such undisputed amount is outstanding at the last day of the financial year for a period of more than six months from the date they became payable except Income Tax of ₹ 1, 67, 06,579/-. As informed to us Provident Fund, Employees' State Insurance is not applicable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is dealing or trading in shares, securities and proper records are maintained of the transactions and contracts and timely entries have been made therein.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the Company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at March 31, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us & to the best of our knowledge or belief, no material fraud on or by the Company has been noticed or reported during the course of our audit
  - i) The Company has not accepted any Public Deposits during the year under reference.
  - ii) The Company has complied with prudential norms relating to the income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
  - iii) The Company is engaged in the business of Non-banking financial institution in the year under reference requiring it to hold certificate of registration under section 45IA of the RBI Act 1934.

**For Batra Sapra & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 000103N**

**Sd/-**  
**Amrit Lal Batra**  
**Partner**  
**Membership No.: 016929**

**Place:** New Delhi

**Date:** May 29, 2013

## BALANCE SHEET AS AT MARCH 31, 2013

Particulars	Note no.	Current Year		Previous Year
		Amount (₹)	Amount (₹)	Amount (₹)
<b>I EQUITY &amp; LIABILITIES:</b>				
<b>(1) SHAREHOLDERS' FUNDS</b>				
Share Capital	2	30,060,000		30,060,000
Reserves and Surplus	3	45,463,902		31,804,752
			75,523,902	61,864,752
<b>(2) NON-CURRENT LIABILITIES</b>				
Long-term Liabilities			-	-
Deferred Tax Liabilities (Net)	4		1,517	2,170
<b>(3) CURRENT LIABILITIES</b>				
Short-term Borrowings	5	475,827,305		474,422,267
Trade Payables	6	-		-
Other Current Liabilities	7	13,758,222		57,257,236
Short-term Provisions	8	16,706,579		5,667,648
			506,292,106	537,347,151
<b>TOTAL</b>			<b>581,817,525</b>	<b>599,214,073</b>
<b>II ASSETS:</b>				
<b>(1) NON-CURRENT ASSETS</b>				
Fixed Assets	9			10,002
-Tangible Assets		6,001		973,219
-Capital Work-in-progress		973,219		983,221
			979,220	473,826,498
Non-Current Investments	10		416,385,582	
Long-term Loans and Advances				
Other Non-current Assets				
<b>(2) CURRENT ASSETS</b>				
Current Investments	11	1,482,176		21,934
Trade Receivables	12	49,857,600		18,422,388
Cash and Cash Equivalents	13	66,652		3,815,930
Short-term Loans and Advances	14	113,046,294		102,144,102
			164,452,723	124,404,354
<b>TOTAL</b>			<b>581,817,525</b>	<b>599,214,073</b>
<b>Significant Accounting Policies</b>	1			
<b>Notes on Financial Statements</b>	2 to 25			

AS PER OUR REPORT OF EVEN DATE  
For BATRA SAPRA & COMPANY  
Chartered Accountants  
Firm Reg. No. 000103N

Sd/-  
Amrit Lal Batra  
Partner  
Membership No. 016929

For and on behalf of the Board of Directors

Sd/-  
Alexander Joseph  
Chairman

Sd/-  
Ravindra Kumar Belapurkar  
Whole-time Director

Place: New Delhi  
Date : May 29, 2013

Place: Mumbai  
Date : May 29, 2013

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note no.	Current Year	Previous Year
		Amount (₹)	Amount (₹)
Revenue from Operations	15	74,595,406	39,039,758
Other Income	16	2,091,030	1,690,152
<b>Total Revenue</b>		<b>76,686,436</b>	<b>40,729,909</b>
<b>Expenditure</b>			
Employee Benefits Expenses	17	485,844	512,000
Depreciation and Amortisation Expense	10	4,001	6,668
Other Expenses	18	54,177,980	13,145,121
<b>Total Expenses</b>		<b>54,667,825</b>	<b>13,663,789</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Items and Tax</b>		<b>22,018,611</b>	<b>27,066,120</b>
Exceptional Items		-	-
<b>Profit/(Loss) before Extraordinary Items and Tax</b>		<b>22,018,611</b>	<b>27,066,120</b>
Extraordinary Items		-	-
<b>Profit/(Loss) before tax</b>		<b>22,018,611</b>	<b>27,066,120</b>
Tax Expenses			
- Current tax		8,360,113	11,688,577
- Deferred tax		(653)	(614)
<b>Profit/(Loss) for the period from Continuing Operations</b>		<b>13,659,150</b>	<b>15,378,157</b>
<b>Profit/(Loss) for the period from Discontinuing Operations (After Tax)</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period</b>		<b>13,659,150</b>	<b>15,378,157</b>
Earnings per share (Basic and Diluted)		<b>4.54</b>	<b>5.12</b>
(Refer Note No. 23)]			
<b>Significant Accounting Policies</b>	1		
<b>Notes on Financial Statements</b>	2 to 25		

## AS PER OUR REPORT OF EVEN DATE

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

Sd/-  
Amrit Lal Batra  
Partner  
Membership No. 016929

For and on behalf of the Board of Directors

Sd/-  
Alexander Joseph  
Chairman

Sd/-  
Ravindra Kumar Belapurkar  
Whole-time Director

Place: New Delhi  
Date : May 29, 2013

Place: Mumbai  
Date : May 29, 2013

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>A. Cash flow from Operating activities</b>		
Net Profit After Tax & Extraordinary Items	13,658,498	15,377,543
Adjustment for:		
Depreciation and Amortisation Expense	4,001	6,668
Misc. Expenditure	-	-
Dividend Income	(2,090,463)	(1,690,152)
Profit on Sale of Fixed Assets	-	-
Operating Profit before working capital changes	11,572,036	13,694,059
Adjustment for working capital Changes:		
(Increase)/Decrease in Trade Receivables	(31,435,212)	60,224,600
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Short-term Loans and Advance	(10,902,193)	13,253,149
Increase/(Decrease) in Trade and Other Payable	(43,499,014)	48,979,332
Increase/(Decrease) in Provisions	11,038,931	(58,373)
Cash generated from Operations	(63,225,452)	136,092,767
Direct taxes paid	-	-
Cash flow before Extraordinary items	(63,225,452)	136,092,767
Extraordinary items	-	-
<b>Cash flow from Operating activities</b>	<b>(A) (63,225,452)</b>	<b>136,092,767</b>
<b>B. Cash flow from Investing activities</b>		
Purchase Fixed Assets including Capital WIP	-	-
Sales of Fixed Assets	-	-
Dividend Income	2,090,463	1,690,152
Sale / (Purchase) of Investment	55,980,674	56,840,120
<b>Net cash used in Investment activities</b>	<b>(B) 58,071,137</b>	<b>58,530,272</b>
<b>C. Cash flow from Financing activities</b>		
Increase/(Decrease) in Long Term Borrowings (Net of Repayment)	-	-
Increase/(Decrease) in Short Term Borrowings (Net)	1,405,038	(195,987,733)
Proceeds from issue of Share Capital	-	-
Dividend Paid (Net)	-	-
<b>Net cash used in Financing activities</b>	<b>(C) 1,405,038</b>	<b>(195,987,733)</b>
Net increase / decrease in Cash and Cash Equivalents	<b>(A+B+C) (3,749,277)</b>	<b>(1,364,693)</b>
Cash & Cash Equivalents as at April 01, 2012	3,815,930	5,180,623
(Opening Balance) Cash in Hand & Balance with Banks		
Cash & Cash Equivalents as at March 31, 2013	66,652	3,815,930
(Closing Balance) Cash in Hand & Balance with Banks		
Note: Figures in brackets represent outflows		

## AS PER OUR REPORT OF EVEN DATE

For **BATRA SAPRA & COMPANY**

Chartered Accountants

Firm Reg. No. 000103N

Sd/-

Amrit Lal Batra

Partner

Membership No. 016929

For and on behalf of the Board of Directors

Sd/-

Alexander Joseph

Chairman

Sd/-

Ravindra Kumar Belapurkar

Whole-time Director

Place: New Delhi

Date : May 29, 2013

Place: Mumbai

Date : May 29, 2013



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**NOTES ON FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013****NOTE NO : 1 - SIGNIFICANT ACCOUNTING POLICIES****a. Basis of preparation of Financial Statements**

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 preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amount of income and expenses during the period. Any differences between the actual results and the estimates are recognized in the period in which the results are known / materialized.

**c. Fixed Assets, Intangible Assets and Capital Work-in-progress**

Fixed assets are stated at cost less accumulated depreciation and impairment, if any. Direct costs are capitalized until fixed assets are ready for use. Capital Work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

**d. Depreciation**

The Company follows the Written Down Value Method of Depreciation (WDV). The Rates of Depreciation charged on all fixed assets are those specified in Schedule XIV to the Companies Act, 1956.

**e. Investments**

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current or long-term based on Management's intention at the time of purchase. Current investments are carried at the lower of cost and fair value of each investment individually. Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

**f. Revenue Recognition**

Significant items of Income and Expenditure are recognised on accrual basis, except those with significant uncertainties.

Interest - Revenue is recognised on a time proportion basis taking into the account the amount outstanding and rate applicable.

Dividend income on investments is accounted for when the right to receive the payment is established by Balance Sheet date.

Income on NPI is recognised on realisation.

**g. Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account for the year in which the related service is rendered.

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.

**h. 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.

**i. Earnings Per Share**

Basic Earnings Per Share are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders. For the purpose of calculating diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**j. Derivative Instruments**

Derivative financial instruments are initially recorded at their fair value on the date of the derivative transaction and are re-measured at their fair value at subsequent Balance Sheet dates. Changes in the fair value of derivatives are recorded in the Profit & Loss Account.

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013****k. Cash and Cash Equivalents**

Cash and Cash Equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

**l. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cashflows. The cash flows from operating, investing and financing activities of the Company are segregated.

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 2 - SHARE CAPITAL</b>		
<b>(a) Authorised</b>		
4,000,000 (4,000,000) Equity Shares of ₹ 10/- each	40,000,000	40,000,000
<b>(b) Issued, Subscribed and Paid-up</b>		
3,006,000 (3,006,000) Equity Shares of ₹ 10/- each (Fully Paid-up)	30,060,000	30,060,000
	<b>30,060,000</b>	<b>30,060,000</b>
<b>(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period</b>		
	Current Year No. of Shares	Previous Year No. of Shares
Equity Shares at the beginning of the year	3,006,000	3,006,000
Add: Issue of Shares during the year	-	-
No. of Shares at the end of the year	<b>3,006,000</b>	<b>3,006,000</b>

**(d) Details of Shareholder holding more than 5 %**

Equity Shares held by Holding Company:	Current Year		Previous Year	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Awaita Properties Pvt. Ltd.	1,806,350	60.09	1,806,350	60.09

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 3 - RESERVES AND SURPLUS</b>		
<b>(a) General Reserve</b>		
Balance as per last Balance Sheet	45,000	45,000
Add: Transfer from Profit & Loss Account	-	-
	45,000	45,000
<b>(b) Statutory Reserve</b>		
Balance as per last Balance Sheet	5,636,076	2,560,445
Add: Transfer from Profit & Loss Account	2,731,830	3,075,631
	8,367,907	5,636,076
<b>(c) Profit &amp; Loss Account</b>		
Balance as per last Balance Sheet	26,123,676	13,821,150
Add: Transfer from Profit & Loss Account	13,659,150	15,378,157
Less: Transfer to Statutory Reserve Account *	2,731,830	3,075,631
	37,050,996	26,123,676
	<b>45,463,903</b>	<b>31,804,752</b>

\* Transfer to Statutory Reserve as per Section 45 - IC of Reserve Bank of India Act, 1934.

## NOTES ON FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 4 - DEFERRED TAX LIABILITIES (NET)</b>		
<b>Deferred Tax Liabilities</b>		
On account of fixed assets	1,517	2,170
	<u>1,517</u>	<u>2,170</u>
<b>Deferred Tax Assets</b>		
Retirement Benefits	-	-
	<u>-</u>	<u>-</u>
<b>Net Deferred Tax Liabilities</b>	<u>1,517</u>	<u>2,170</u>
<b>NOTE NO. 5 - SHORT-TERM BORROWINGS</b>		
<b>Unsecured Loan</b>		
-From Holding Company (Repayable on Demand)	475,827,305	474,422,267
	<u>475,827,305</u>	<u>474,422,267</u>
<b>NOTE NO. 6 - TRADE PAYABLES</b>		
The Company does not have in 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 end together with interest paid/payable as required under the said Act, have not been furnished.		
<b>NOTE NO. 7 - OTHER CURRENT LIABILITIES</b>		
Advance Received	-	45,500,000
Creditors for Expenses	251,376	143,842
Others-duties and taxes	13,506,846	11,613,394
	<u>13,758,222</u>	<u>57,257,236</u>
<b>NOTE NO. 8 - SHORT-TERM PROVISIONS</b>		
Provisions for Income Tax (Net)	16,706,579	5,667,648
	<u>16,706,579</u>	<u>5,667,648</u>
<b>NOTE NO. 9 - FIXED ASSETS</b>		

## NOTE NO. 9 - FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK				
	As at April 1, 2012	Additions during the year	Acquisition through Business Combination	Deductions/ Adjustments during the year	As at March 31, 2013	Upto April 1, 2012	Provided during the year	Deductions/ Adjustments during the year	Upto March 31, 2013	Before Impairment as at March 31, 2013	Impairment	As at March 31, 2013	As at March 31, 2012
(Owned Asset)													
<b>Tangible Assets:</b>													
Computer	29,600	-	-	-	29,600	19,598	4,001	-	23,599	6,001	-	6,001	10,002
<b>Total</b>	<b>29,600</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29,600</b>	<b>19,598</b>	<b>4,001</b>	<b>-</b>	<b>23,599</b>	<b>6,001</b>	<b>-</b>	<b>6,001</b>	<b>10,002</b>
Previous Year	29,600	-	-	-	29,600	12,930	6,668	-	19,598	10,002	-	10,002	16,670

## NOTES ON FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 10 - NON-CURRENT INVESTMENTS</b>		
<b>(a) Long-term Non-trade Investment</b>		
<b>(I) Quoted: Fully Paid-up In Equity Shares of other Companies</b>		
1) Shipping Corporation of India Ltd 13,065 ( 4,91,765) Equity Shares of ₹ 10 each	1,829,100	68,847,100
2) Neha International Ltd 1,58,950 (1,58,950) Equity Shares of ₹ 10 each	20,634,101	20,634,101
3) A2Z Maintenance & Engineering Services Ltd 1,10,000 (1,10,000) Equity Shares of ₹ 10 each	37,974,475	37,974,475
4) Hindustan Motors Ltd Nil ( 50,000) Equity Shares of ₹ 5 each	-	859,197
5) IRB Infrastructure Developers Ltd Nil (3,000) Equity Shares of ₹ 10 each	-	575,805
6) Jaiprakash Associates Ltd 5,000 (5,000) Equity Shares of ₹ 2 each	671,646	671,646
7) Sujana Towers Ltd 90,000 (90,000) Equity Shares of ₹ 1 each	2,363,577	2,363,577
8) Binani Industries Ltd Nil (12,000) Equity Shares of ₹ 10 each	-	2,408,063
9) Century Textiles & Industries Ltd Nil (5,000) Equity Shares of ₹ 10 each	-	1,689,619
10) Infrastructure Development Finance Corporation Nil (1,00,000) Equity Shares of ₹ 10 each	-	13,613,282
<b>(II) Unquoted: Fully Paid-up In Equity Shares of Subsidiary Company</b>		
JPT Share Services Pvt. Ltd 3,60,000 (3,60,000) Equity Shares of ₹ 10 each	3,600,000	3,600,000
<b>In Equity Shares of other Companies</b>		
Catholic Syrian Bank Ltd 15,31,897 (11,48,923) Equity Shares of ₹ 10 each	349,312,682	320,589,632
	<b>416,385,582</b>	<b>473,826,498</b>
<b>(b) Aggregate Value of: - Quoted Investment</b>		
Book value	63,472,900	149,636,866
Market Value	4,567,920	69,808,516
<b>Unquoted Investment</b>		
Book value	352,912,682	324,189,632
<b>NOTE NO. 11 - CURRENT INVESTMENT</b>		
<b>(a) In Mutual Funds : Unquoted</b>		
HDFC Cash Management Plan	31	21,934
Liquid Bees	1,482,146	-
	<b>1,482,176</b>	<b>21,934</b>
<b>(b) Aggregate Value of: - Unquoted Investment</b>		
Book value	1,482,176	21,934
<b>NOTE NO. 12 - TRADE RECEIVABLES</b> (Unsecured & Considered Good)		
<b>(a) Debts due for a period exceeding six months - Considered good</b>	8,753,720	15,885,488
<b>(b) Debts due for a period less than six months - Considered good</b>	41,103,880	2,536,900
	<b>49,857,600</b>	<b>18,422,388</b>
<b>NOTE NO. 13 - CASH AND CASH EQUIVALENTS</b>		
<b>(a) Cash on hand</b>	11,905	2,616
<b>(b) Balance with Banks</b>	54,748	3,813,314
	<b>66,652</b>	<b>3,815,930</b>

## NOTES ON FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 14 - SHORT-TERM LOANS &amp; ADVANCES</b>		
(Unsecured & Considered Good)		
(a) Advance to other Companies	1,511,718	1,511,718
(b) Advance recoverable in cash or in kind for value to be received	28,597,151	22,359,884
(c) Other Advances	82,937,425	78,272,500
	<u>113,046,294</u>	<u>102,144,102</u>
<b>NOTE NO. 15 - REVENUE FROM OPERATIONS</b>		
Fees from Consultancy Services	83,109,580	129,357,207
Loss from Future & Options	(8,514,174)	(90,317,449)
	<u>74,595,406</u>	<u>39,039,758</u>
<b>NOTE NO. 16 - OTHER INCOME</b>		
(a) Income Tax Refund	567	-
(b) Dividend Income	2,090,463	1,690,152
	<u>2,091,030</u>	<u>1,690,152</u>
<b>NOTE NO. 17 - EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages and Bonus	485,844	512,000
	<u>485,844</u>	<u>512,000</u>
<b>NOTE NO. 18 - OTHER EXPENSES</b>		
<b>ADMINISTRATIVE AND GENERAL EXPENSES</b>		
Advertisement	103,604	49,080
Payment to Auditors		
- Audit Fees	44,944	44,120
- Tax Audit Fees	44,944	22,060
- Certification/other Charges	68,240	57,911
	158,128	124,091
Bank charges	558	750
Demat charges	4,768	3,485
Fee, Taxes & Legal charges	34,688	55,066
Miscellaneous Expenses	128,314	15,491
Consultancy Fees	10,000,000	4,000,000
Loss from Investment in Shares	42,300,752	8,136,812
Other Administrative Expenses	72,609	19,234
Printing & Stationary	27,185	8,496
Professional Fees	176,743	320,797
Rent Expenses	134,832	77,210
ROC Filing Fees	2,030	6,090
Sitting Fees to Directors	65,562	67,500
Sundry Balance written off	877,099	-
Telephone Expenses	2,548	7,003
Travelling & Conveyance	88,560	254,016
	<u>54,177,980</u>	<u>13,145,121</u>
<b>NOTE NO. 19 - RELATED PARTY DISCLOSURE: (AS IDENTIFIED BY THE MANAGEMENT)</b>		
<b>a) List of Related Parties</b>		
i. Holding Company		
Awaita Properties Pvt. Ltd		
ii. Key Managerial Personnel		
Ravindra Kumar Belapurkar (Whole-time Director)		
Nikhil P. Gandhi (Non-Executive Director)		
iii. Subsidiary		
JPT Shares Services Pvt. Ltd		
<b>b) Disclosure of Related Party Transaction between the Company and related parties for the year ended March 31, 2013</b>		
Particulars	As At March 31, 2013 (Amount in ₹)	As At March 31, 2012 (Amount in ₹)
i. Key Managerial Personnel		
Salary Paid	-	-
Closing Balance	-	-
ii. Holding Company		
Unsecured Loans (Liability)	475,827,305	474,422,267

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013**

Particulars	As At March 31, 2013 (Amount in ₹)	As At March 31, 2012 (Amount in ₹)
iii. Subsidiary		
Investment in Shares	-	-
Closing Balance	3,600,000	3,600,000

**NOTE NO. 20 - CONTINGENT LIABILITIES AND CAPITAL AND OTHER COMMITMENTS**

There is no Contingent Liabilities and Capital and other Commitments during the year.

**NOTE NO. 21 - EMPLOYEE BENEFITS**

No provision has been made for retirement and employee benefit as per 'AS 15' regarding Retirement benefits.

**NOTE NO. 22 - SEGMENT REPORTING**

Segment Information : The Company's main business is that of brokers, underwriters, moneylenders and financing. All other activities of the Company are related to the main business. As such there are no separate reportable segments as per the Accounting Standard on 'Segment Reporting' (AS-17), issued by the Institute of Chartered Accountants of India.

**NOTE NO. 23 - EARNINGS PER SHARE (EPS)**

The calculation of EPS has been made in accordance with Accounting Standard - 20. A statement on calculation of Basic and Diluted EPS is as under :

Particulars	As At March 31, 2013	As At March 31, 2012
Net Profit/(Loss) After Tax available for Equity Shareholders (in ₹)	13,659,150	15,378,157
Weighted Average Number of Equity Shares of ₹ 10/- each outstanding during the year	3,006,000	3,006,000
Basic/Diluted EPS (in ₹)	<b>4.54</b>	<b>5.12</b>

**NOTE NO. 24 - EXPENDITURE IN FOREIGN CURRENCY**

There is no income or expenditure in foreign currency during the year.

**NOTE NO. 25**

- a. Previous year figures have been regrouped or re-arranged, wherever necessary.
- b. Figures are rounded off to nearest rupees.
- c. 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.

**AS PER OUR REPORT OF EVEN DATE**

**For BATRA SAPRA & COMPANY**

**Chartered Accountants**

**Firm Reg. No. 000103N**

**Sd/-**

**Amrit Lal Batra**

**Partner**

**Membership No. 016929**

**Place:** New Delhi

**Date :** May 29, 2013

**For and on behalf of the Board of Directors**

**Sd/-**

**Alexander Joseph**

**Chairman**

**Place:** Mumbai

**Date :** May 29, 2013

**Sd/-**

**Ravindra Kumar Belapurkar**

**Whole-time Director**

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**INDEPENDENT AUDITOR'S REPORT**

To the Members of

**JPT SECURITIES LIMITED**

We have audited the accompanying Consolidated Balance sheet of M/s **JPT Securities Limited** ("the company") and its subsidiary **JPT Shares Services Pvt. Limited** (the company and its subsidiary constitute "the group") as at March 31, 2013, consolidated Profit & Loss Account and consolidated Cash Flow Statement of Group for the year ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We report that consolidated financial statements have been prepared by the Company in accordance with the requirement of Accounting Standard-21 (Consolidated Financial Statement), as notified under the Companies (Accounting Standards) Rules, 2006.

Based on our audit and consideration of the separate audit reports on individual financial statements of the company and its aforesaid subsidiary and to the best of our information and according to the explanations given to us, in our opinion the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
- b) In the case of the Consolidated Profit and Loss Account, of the profit/loss of the Group for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

**For Batra Sapra & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 000103N**

**Sd/-**  
**Amrit Lal Batra**  
**Partner**  
**Membership No.: 016929**

**Place:** New Delhi

**Date:** May 29, 2013

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2013

Particulars	Note no.	Current Year		Previous Year
		Amount (₹)	Amount (₹)	Amount (₹)
<b>I EQUITY &amp; LIABILITIES:</b>				
<b>(1) SHAREHOLDERS' FUNDS</b>				
Share Capital	2	30,060,000		30,060,000
Reserves and Surplus	3	45,287,530		31,734,432
			75,347,530	61,794,432
<b>(2) NON-CURRENT LIABILITIES</b>				
Long-term Liabilities			-	-
Deferred Tax Liabilities (Net)	4		1,517	2,170
<b>(3) CURRENT LIABILITIES</b>				
Short-term Borrowings	5	475,827,305		474,422,267
Trade Payables	6	-		-
Other Current Liabilities	7	13,775,076		57,273,781
Short-term Provisions	8	16,706,579		5,661,734
			506,308,960	537,357,782
<b>TOTAL</b>			<b>581,658,007</b>	<b>599,154,384</b>
<b>II ASSETS:</b>				
<b>(1) NON-CURRENT ASSETS</b>				
Fixed Assets	9			
-Tangible Assets		6,001		10,002
-Capital Work-in-progress		973,219		973,219
			979,220	983,221
Non-Current Investments	10		412,785,582	470,226,498
Long-term Loans and Advances	11		3,100,000	100,000
Other Non-current Assets	12		240,321	320,428
<b>(2) CURRENT ASSETS</b>				
Current Investments	13	1,482,176		21,934
Trade Receivables	14	49,857,600		18,422,388
Cash and Cash Equivalents	15	160,899		6,935,812
Short-term Loans and Advances	16	113,052,208		102,144,102
			164,552,884	127,524,237
<b>TOTAL</b>			<b>581,658,007</b>	<b>599,154,384</b>
<b>Significant Accounting Policies</b>	1			
<b>Notes on Financial Statements</b>	2 to 28			

## AS PER OUR REPORT OF EVEN DATE

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

Sd/-  
**Amrit Lal Batra**  
Partner  
Membership No. 016929

Place: New Delhi  
Date : May 29, 2013

For and on behalf of the Board of Directors

Sd/-  
**Alexander Joseph**  
Chairman

Sd/-  
**Ravindra Kumar Belapurkar**  
Whole-time Director

Place: Mumbai  
Date : May 29, 2013



## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note no.	Current Year Amount (₹)	Previous Year Amount (₹)
Revenue from Operations	17	74,595,406	39,039,758
Other Income	18	2,091,030	1,757,960
<b>Total Revenue</b>		<b>76,686,436</b>	<b>40,797,717</b>
<b>Expenditure</b>			
Employee Benefits Expenses	19	485,844	512,000
Depreciation and Amortisation Expense	9	84,108	86,775
Other Expenses	20	54,203,925	13,203,142
<b>Total Expenses</b>		<b>54,773,877</b>	<b>13,801,917</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Items and Tax</b>		<b>21,912,559</b>	<b>26,995,800</b>
Exceptional Items		-	-
<b>Profit/(Loss) before Extraordinary Items and Tax</b>		<b>21,912,559</b>	<b>26,995,800</b>
Extraordinary Items		-	-
<b>Profit/(Loss) before tax</b>		<b>21,912,559</b>	<b>26,995,800</b>
Tax Expenses			
- Current Tax		8,360,113	11,688,577
- Deferred Tax		(653)	(614)
<b>Profit/(Loss) for the period from Continuing Operations</b>		<b>13,553,098</b>	<b>15,307,837</b>
<b>Profit/(Loss) for the period from Discontinuing Operations (After Tax)</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period</b>		<b>13,553,098</b>	<b>15,307,837</b>
Earnings per share (Basic and Diluted)		<b>4.51</b>	<b>5.09</b>
(Refer Note No. 26)			
<b>Significant Accounting Policies</b>	1		
<b>Notes on Financial Statements</b>	2 to 28		

## AS PER OUR REPORT OF EVEN DATE

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

For and on behalf of the Board of Directors

Sd/-  
**Amrit Lal Batra**  
Partner  
Membership No. 016929

Sd/-  
**Alexander Joseph**  
Chairman

Sd/-  
**Ravindra Kumar Belapurkar**  
Whole-time Director

Place: New Delhi  
Date : May 29, 2013

Place: Mumbai  
Date : May 29, 2013

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>A Cash flow from Operating activities</b>		
Net profit after tax & extraordinary items	13,552,445	15,307,223
Adjustment for :		
Depreciation and Amortisation Expenses	84,108	86,775
Misc. Expenditure	-	-
Dividend Income	(2,090,463)	(1,690,152)
Profit on Sale of Fixed Assets	-	-
Operating Profit before working capital changes	11,546,090	13,703,846
Adjustment for working capital Changes:		
(Increase)/Decrease in Trade Receivables	(31,435,212)	60,224,600
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Long term Loans and Advance	(3,000,000)	-
(Increase)/Decrease in Short term Loans and Advance	(10,908,106)	13,253,149
Increase/(Decrease) in Trade and Other Payable	(43,498,705)	48,979,332
Increase/(Decrease) in Provisions	11,044,845	(64,287)
Cash generated from Operations	(66,251,088)	136,096,640
Direct taxes paid	-	-
Cash flow before extraordinary items	(66,251,088)	136,096,640
Extraordinary items	-	-
<b>Cash flow from Operating activities</b>	<b>(A) (66,251,088)</b>	<b>136,096,640</b>
<b>B. Cash flow from Investing activities</b>		
Purchase Fixed Assets including Capital WIP	-	-
Sales of Fixed Assets	-	-
Dividend Income	2,090,463	1,690,152
Preliminary Expenditure	-	-
Sale / (Purchase) of Investment	55,980,674	56,840,120
<b>Net cash used in Investment activities</b>	<b>(B) 58,071,137</b>	<b>58,530,272</b>
<b>C. Cash flow from Financing activities</b>		
Increase/(Decrease) in Term Loan (Net of Repayment)	-	-
Increase/(Decrease) in Unsecured Loan (Net of Repayment)	1,405,038	(195,987,733)
Proceeds from issue of Share Capital	-	-
Dividend Paid (Net)	-	-
<b>Net cash used in Financing activities</b>	<b>(C) 1,405,038</b>	<b>(195,987,733)</b>
Net increase / decrease in cash and cash equivalents	<b>(A+B+C) (6,774,913)</b>	<b>(1,360,821)</b>
Cash & Cash Equivalents as at April 1, 2012	6,935,812	8,296,633
(Opening Balance) Cash in Hand & Balance with Banks	-	-
Cash & Cash Equivalents as at March 31, 2013	<b>160,899</b>	<b>6,935,812</b>
(Closing Balance) Cash in Hand & Balance with Banks	-	-
Note: Figures in brackets represent outflows		

## AS PER OUR REPORT OF EVEN DATE

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

Sd/-  
**Amrit lal Batra**  
Partner  
Membership No. 13983

Place: New Delhi  
Date : May 29, 2013

For and on behalf of the Board of Directors

Sd/-  
**Alexander Joseph**  
Chairman

Sd/-  
**Ravindra Kumar Belapurkar**  
Whole-time Director

Place: Mumbai  
Date: May 29, 2013

**NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013****NOTE NO. 1 - SIGNIFICANT ACCOUNTING POLICIES**

- A. The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS-21) - "Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements have been prepared under historical cost convention and on an accrual basis.
- B. The subsidiary considered in the preparation of these Consolidated Financial Statements is:

Name	Percentage of Ownership interest	
	As At March 31, 2013	As At March 31, 2012
JPT Share Services Pvt. Ltd (Incorporated in India)	100%	100%

The Financial statements of all the subsidiaries considered in the consolidated accounts are drawn up to March 31, 2013.

**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 GAAP 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. Fixed Assets**

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any.

**d. Depreciation**

The Company follows the Written Down Value method of Depreciation (WDV). The Rates of Depreciation charged on all fixed assets are those specified in Schedule XIV to the Companies Act, 1956.

**e. Investments**

Long Term investments are stated at cost after providing for any diminution in value, if such diminution is of permanent nature.

Current Investments are stated at lower of cost or market value.

**f. Revenue Recognition**

Significant items of Income and Expenditure are recognised on accrual basis, except those with significant uncertainties.

Dividend income on investments is accounted for when the right to receive the payment is established by Balance Sheet date.

Income on NPI is recognised on realisation.

**g. Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account for the year in which the related service is rendered.

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.

**h. 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.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

i. **Earnings Per Share**

Basic Earnings Per Share are calculated by dividing the net profit or loss for the period attributable to equity shareholders. For the purpose of calculating diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

j. **Derivative Instruments**

Derivative financial instruments are initially recorded at their fair value on the date of the derivative transaction and are re-measured at their fair value at subsequent Balance Sheet dates. Changes in the fair value of derivatives are recorded in the Profit & Loss Account.

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 2 - SHARE CAPITAL</b>		
<b>(a) Authorised</b>		
4,000,000 (4,000,000) Equity Shares of ₹ 10/- each	40,000,000	40,000,000
<b>(b) Issued, Subscribed and Paid-up</b>		
3,006,000 (3,006,000) Equity Shares of ₹ 10/- each (Fully Paid-up)	30,060,000	30,060,000
	<u>30,060,000</u>	<u>30,060,000</u>
<b>(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period</b>		
	<b>Current Year No. of Shares</b>	<b>Previous Year No. of Shares</b>
Equity Shares at the beginning of the year	3,006,000	3,006,000
Add: Issue of Shares during the year	-	-
No. of Shares at the end of the year	<u>3,006,000</u>	<u>3,006,000</u>
<b>(d) Details of Shareholder holding more than 5 %</b>		
	<b>Current Year</b>	<b>Previous Year</b>
<b>Equity Shares held by</b>	<b>No. of Shares</b>	<b>% of Holding</b>
Holding Company:		
Awaita Properties Pvt. Ltd	1,806,350	60.09
	1,806,350	60.09
<b>NOTE NO. 3 - RESERVES AND SURPLUS</b>		
	<b>Current Year Amount (₹)</b>	<b>Previous Year Amount (₹)</b>
<b>(a) General Reserve</b>		
Balance as per last Balance Sheet	45,000	45,000
Add: Transfer from Profit & Loss Account	-	-
	<u>45,000</u>	<u>45,000</u>
<b>(b) Statutory Reserve</b>		
Balance as per last Balance Sheet	5,636,076	2,560,445
Add: Transfer from Profit & Loss Account	3,075,631	3,075,631
	<u>8,711,707</u>	<u>5,636,076</u>
<b>(c) Profit &amp; Loss Account</b>		
Balance as per last Balance Sheet	26,053,356	13,821,150
Add: Transfer from Profit & Loss Account	13,553,098	15,307,837
Less: Transfer to Statutory Reserve Account *	3,075,631	(3,075,631)
	<u>36,530,823</u>	<u>26,053,356</u>
	<u>45,287,530</u>	<u>31,734,432</u>

\* Transfer to Statutory Reserve as per Section 45 - IC of Reserve Bank of India Act, 1934.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 4 - DEFERRED TAX LIABILITIES (NET)</b>		
<b>Deferred Tax Liabilities</b>		
On account of fixed assets	1,517	2,170
	<u>1,517</u>	<u>2,170</u>
<b>Deferred Tax Assets</b>		
Retirement Benefits	-	-
	<u>-</u>	<u>-</u>
<b>Net Deferred Tax Liabilities</b>	<b><u>1,517</u></b>	<b><u>2,170</u></b>

**NOTE NO. 5 - SHORT-TERM BORROWINGS****Unsecured Loan**

From Holding Company (Repayable on Demand)	475,827,305	474,422,267
	<u>475,827,305</u>	<u>474,422,267</u>

**NOTE NO. 6 - TRADE PAYABLES**

The Company does not have in 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 end together with interest paid/payable as required under the said Act, have not been furnished.

**NOTE NO. 7 - OTHER CURRENT LIABILITIES**

Advance Received	-	45,500,000
Creditors for Expenses	268,230	160,387
Others-Duties and Taxes	13,506,846	11,613,394
	<u>13,775,076</u>	<u>57,273,781</u>

**NOTE NO. 8 - SHORT-TERM PROVISIONS**

Provisions for Income Tax (Net)	16,706,579	5,661,734
	<u>16,706,579</u>	<u>5,661,734</u>

**NOTE NO. 9 - FIXED ASSETS**

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK				
	As at April 1, 2012	Addi- tions during the year	Acqui- sition through Business Combi- nation	Deduc- tions/ Adjust- ments during the year	As at March 31, 2013	Upto April 1, 2012	Pro- vided during the year	Deduc- tions/ Adjust- ments during the year	Upto March 31, 2013	Before Impair- ment as at March 31, 2013	Impair- ment	As at March 31, 2013	As at March 31, 2012
(Owned Asset)													
<b>Tangible Assets:</b>													
Computer	29,600	-	-	-	29,600	19,598	4,001	-	23,599	6,001	-	6,001	10,002
<b>Total</b>	<b>29,600</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29,600</b>	<b>19,598</b>	<b>4,001</b>	<b>-</b>	<b>23,599</b>	<b>6,001</b>	<b>-</b>	<b>6,001</b>	<b>10,002</b>
<b>Previous Year</b>	<b>29,600</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29,600</b>	<b>12,930</b>	<b>6,668</b>	<b>-</b>	<b>19,598</b>	<b>10,002</b>	<b>-</b>	<b>10,002</b>	<b>16,670</b>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 10 - NON-CURRENT INVESTMENTS</b>		
<b>(a) Long-term Non-trade Investment</b>		
<b>(I) Quoted: Fully Paid-up</b>		
<b>In Equity Shares of other Companies</b>		
1) Shipping Corporation of India Ltd 13,065 (4,91,765) Equity Shares of ₹ 10 each	1,829,100	68,847,100
2) Neha International Ltd 1,58,950 (1,58,950) Equity Shares of ₹ 10 each	20,634,101	20,634,101
3) A2Z Maintenance & Engineering Services Ltd 1,10,000 (1,10,000) Equity Shares of ₹ 10 each	37,974,475	37,974,475
4) Hindustan Motors Ltd Nil (50,000) Equity Shares of ₹ 5 each	-	859,197
5) IRB Infrastructure Developers Ltd Nil (3,000) Equity Shares of ₹ 10 each	-	575,805
6) Jaiprakash Associates Ltd 5,000 (5,000) Equity Shares of ₹ 2 each	671,646	671,646
7) Sujana Towers Ltd. 90,000 (90,000) Equity Shares of ₹ 1 each	2,363,577	2,363,577
8) Binani Industries Ltd Nil (12,000) Equity Shares of ₹ 10 each	-	2,408,063
9) Century Textiles & Industries Ltd Nil (5,000) Equity Shares of ₹ 10 each	-	1,689,619
10) Infrastructure Development Finance Corporation Nil (1,00,000) Equity Shares of ₹ 10 each	-	13,613,282
<b>(II) Unquoted: Fully Paid up</b>		
<b>In Equity Shares of other Companies</b>		
Catholic Syrian Bank Ltd. 15,31,897 (11,48,923) Equity Shares of ₹ 10 each	349,312,682	320,589,632
	<b>412,785,582</b>	<b>470,226,498</b>
<b>(b) Aggregate Value of: -</b>		
<b>Quoted Investment</b>		
Book value	63,472,900	149,636,866
Market Value	4,567,920	69,808,516
<b>Unquoted Investment</b>		
Book value	349,312,682	320,589,632
<b>NOTE NO. 11 - LONG-TERM LOANS &amp; ADVANCES</b>		
Membership Deposit	100,000	100,000
Rent Deposit	3,000,000	-
	<b>3,100,000</b>	<b>100,000</b>
<b>NOTE NO. 12 - OTHER NON-CURRENT ASSETS</b>		
Preliminary Expenses	215,700	287,600
Pre-operative Expenses	24,621	32,828
	<b>240,321</b>	<b>320,428</b>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 13 - CURRENT INVESTMENT</b>		
<b>(a) In Mutual Funds : Unquoted</b>		
HDFC Cash Management Plan	31	21,934
Liquid Bees	1,482,146	-
	<u>1,482,176</u>	<u>21,934</u>
<b>(b) Aggregate Value of: - Unquoted Investment</b>		
Book value	1,482,176	21,934
<b>NOTE NO. 14 - TRADE RECEIVABLES</b> (Unsecured & Considered Good)		
<b>(a) Debts due for a period exceeding six months</b>		
- Considered good	8,753,720	15,885,488
<b>(b) Debts due for a period less than six months</b>		
- Considered good	41,103,880	2,536,900
	<u>49,857,600</u>	<u>18,422,388</u>
<b>NOTE NO. 15 - CASH AND CASH EQUIVALENTS</b>		
<b>(a) Cash on hand</b>		
	18,365	9,075
<b>(b) Balance with Banks</b>		
	142,535	6,926,737
	<u>160,899</u>	<u>6,935,812</u>
<b>NOTE NO. 16 - SHORT-TERM LOANS &amp; ADVANCES</b> (Unsecured & Considered Good)		
<b>(a) Advance to other Companies</b>		
	1,511,718	1,511,718
<b>(b) Advance recoverable in cash or in kind for value to be received</b>		
	28,597,151	22,359,884
<b>(c) Other Advances</b>		
	82,943,339	78,272,500
	<u>113,052,208</u>	<u>102,144,102</u>
<b>NOTE NO. 17 - REVENUE FROM OPERATIONS</b>		
Fees from Consultancy Services	83,109,580	129,357,207
Loss from Future & Options	(8,514,174)	(90,317,449)
	<u>74,595,406</u>	<u>39,039,758</u>
<b>NOTE NO. 18 - OTHER INCOME</b>		
<b>(a) Income Tax Refund</b>		
	567	-
<b>(b) Interest on FD</b>		
	-	67,808
<b>(c) Dividend Income</b>		
	2,090,463	1,690,152
	<u>2,091,030</u>	<u>1,757,960</u>
<b>NOTE NO. 19 - EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages and Bonus	485,844	512,000
	<u>485,844</u>	<u>512,000</u>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
<b>NOTE NO. 20 - OTHER EXPENSES</b>		
<b>ADMINISTRATIVE AND GENERAL EXPENSES</b>		
Advertisement	103,604	49,080
Payment to Auditors		
- Audit Fees	62,107	60,665
- Tax Audit Fees	44,944	22,060
- Certification/other Charges	<u>68,240</u>	<u>57,911</u>
	175,291	140,636
Bank charges	558	750
Broker Membership Fees	-	27,924
Demat charges	4,768	3,485
Fee, Taxes & Legal charges	34,688	55,066
Miscellaneous Expenses	128,314	15,491
Consultancy Fees	10,000,000	4,000,000
Loss from Investment in Shares	42,300,752	8,136,812
Other Administrative Expenses	73,733	19,234
Printing & Stationary	27,185	9,646
Professional Fees	182,361	330,029
Rent Expenses	134,832	77,210
ROC Filing Fees	4,070	7,620
Shop & Establishment Expenses	-	1,640
Sitting Fees to Directors	65,562	67,500
Sundry Balance written off	877,099	-
Telephone Expenses	2,548	7,003
Travelling & Conveyance	88,560	254,016
	<u>54,203,925</u>	<u>13,203,142</u>

**NOTE NO. 21 - RELATED PARTY DISCLOSURE: (AS IDENTIFIED BY THE MANAGEMENT)****a) List of Related Parties**

- i. Holding Company  
Awaita Properties Pvt. Ltd
- ii. Key Managerial Personnel  
Ravindra Kumar Belapurkar (Whole-time Director)  
Nikhil P. Gandhi (Non-Executive Director)

**b) Disclosure of Related Party Transaction between the Company and related parties for the year ended March 31, 2013**

Particulars	As At	As At
	March 31, 2013 (Amount in ₹)	March 31, 2012 (Amount in ₹)
i. Key Management Personnel		
Salary Paid	-	-
Closing Balance	-	-
ii. Holding Company		
Closing Balance	475,827,305	474,422,267

**NOTE NO. 22 - CONTINGENT LIABILITIES AND COMMITMENTS**

There is no contingent liabilities during the year.

**NOTE NO. 23 - DIRECTOR'S REMUNERATION**

No remuneration has been paid to any of the Directors.

**NOTE NO. 24**

No provision has been made for retirement and employee benefit as per 'AS 15' regarding Retirement benefits.



**NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2013****NOTE NO. 25 - SEGMENT REPORTING**

Segment Information : The Company's main business is that of brokers, underwriters, moneylenders and financing. All other activities of the Company are related to the main business. As such there are no separate reportable segments as per the Accounting Standard on 'Segment Reporting' (AS-17), issued by the Institute of Chartered Accountants of India.

**NOTE NO. 26 - EARNINGS PER SHARE (EPS)**

Particulars	As At	As At
	March 31, 2013	March 31, 2012
Net Profit/(Loss) After Tax available for Equity Shareholders (in ₹)	13,553,098	15,307,837
Weighted Average Number of Equity Shares of ₹ 10/- each outstanding during the year	3,006,000	3,006,000
Basic/Diluted EPS (in ₹)	4.51	5.09

**NOTE NO. 27 - FOREIGN CURRENCY TRANSACTIONS**

There is no income or expenditure in foreign currency during the year.

**NOTE NO. 28**

- Previous year figures have been regrouped or re-arranged, wherever necessary.
- Figures are rounded off to nearest rupees.
- 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.

**Summary of financial information of Subsidiary Companies for the year ended March 31, 2013.**

(Amount in ₹)

Name of the Subsidiary	JPT Share Services Private Limited
Financial Year ending on	March 31, 2013
Paid-up Equity Share Capital	3,600,000
Reserve & Surplus	(176,372)
Total Assets	3,440,482
Total Liabilities	3,440,482
Details of Investment (Except in case of investment in subsidiaries)	Nil
Turnover (including other Income)	Nil
Profit/(Loss) Before Taxation	(106,052)
Provision for Taxation	-
Profit/(Loss) after Taxation	(106,052)
Proposed Dividend	-

**AS PER OUR REPORT OF EVEN DATE**For **BATRA SAPRA & COMPANY**

For and on behalf of the Board of Directors

**Chartered Accountants**

Firm Reg. No.000103N

Sd/-  
Amrit Lal Batra  
Partner

Membership No. 016929

Sd/-  
Alexander Joseph  
Chairman

Sd/-  
Ravindra Kumar Belapurkar  
Whole-time director

Place : New Delhi  
Date : May 29, 2013

Place : Mumbai  
Date : May 29, 2013

Disclosures of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

(₹ In Lacs)

## LIABILITIES SIDE

Particulars		Amount Outstanding	Amount Overdue
<b>1</b>	<b>Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid</b>		
a.	Debentures	0.00	0.00
	Secured	0.00	0.00
	Unsecured (other than falling within the meaning of Public Deposits)	0.00	0.00
b.	Deferred Credits	0.00	0.00
c.	Term Loans	0.00	0.00
d.	Inter-corporate loans and borrowing	0.00	0.00
e.	Commercial Paper	0.00	0.00
f.	Other loans	4,758.27	0.00
	<b>Total</b>	<b>4,758.27</b>	<b>0.00</b>

(₹ In Lacs)

## ASSET SIDE

Particulars		Amount Outstanding
<b>2</b>	<b>Break up of Loans and Advances including bills receivables (other than those included in [4] below):</b>	
a.	Secured	15.12
b.	Unsecured	0.00
	<b>Total</b>	<b>15.12</b>
<b>3</b>	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>	
(i)	Lease assets including lease rentals under sundry debtors:	
a.	Financial Lease	0.00
b.	Operating Lease	0.00
(ii)	Stock on hire including hire charges under sundry debtors:	
a.	Assets on hire	0.00
b.	Repossessed Assets	0.00
(iii)	Other loans counting towards AFC activities:	
a.	Loans where assets have been repossessed	0.00
b.	Loans other than (a) above	0.00
	<b>Total</b>	<b>0.00</b>

Disclosures of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

(₹ In Lacs)

		Particulars	Amount Outstanding
<b>4</b>	<b>Break-up of Investments:</b>		
	Current Investment:		
1	Quoted:		
	(i)	Shares:	
		a. Equity	0.00
		b. Preference	0.00
	(ii)	Debentures and Bonds	0.00
	(iii)	Units of Mutual Funds	14.82
	(iv)	Government Securities	0.00
	(v)	Others	0.00
	<b>Total</b>		<b>14.82</b>
2	Unquoted:		
	(i)	Shares:	0.00
		a. Equity	0.00
		b. Preference	0.00
	(ii)	Debentures and Bonds	0.00
	(iii)	Units of Mutual Funds	0.00
	(iv)	Government Securities	0.00
	(v)	Others	0.00
	<b>Total</b>		<b>0.00</b>
	Long Term Investment:		
1	Quoted:		
	(i)	Shares:	
		a. Equity	634.73
		b. Preference	0.00
	(ii)	Debentures and Bonds	0.00
	(iii)	Units of Mutual Funds	0.00
	(iv)	Government Securities	0.00
	(v)	Others	0.00
	<b>Total</b>		<b>634.73</b>
2	Unquoted:		
	(i)	Shares:	
		a. Equity	3,529.13
		b. Preference	0.00
	(ii)	Debentures and Bonds	0.00
	(iii)	Units of Mutual Funds	0.00
	(iv)	Government Securities	0.00
	(v)	Others	0.00
	<b>Total</b>		<b>3,529.13</b>

Disclosures of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

**5 Borrower group-wise classification of assets financed as in (2) and (3) above: (₹ In Lacs)**

Category			Amount Net of Provisions		
			Secured	Unsecured	Total
1	Related Parties				
	a.	Subsidiaries	0.00	0.00	0.00
	b.	Companies in the same group	0.00	0.00	0.00
	c.	Other related parties	0.00	0.00	0.00
2	Other than related parties		0.00	0.00	0.00
<b>Total</b>			<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**6 Investor group-wise classification of all investments (current and long term) in shares and securites (both quoted and unquoted): (₹ In Lacs)**

Category			Market Value / Break up of fair value or NAV	Book Value (Net of Provisions)
	a.	Subsidiaries	36.00	36.00
	b.	Companies in the same group	0.00	0.00
	c.	Other related parties	0.00	0.00
2	Other than related parties		45.68	649.55
<b>Total</b>			<b>81.68</b>	<b>685.55</b>

**7 Other Information (₹ In Lacs)**

			Amount
(i)	Gross Non-performing Assets		
	a.	Related parties	0.00
	b.	Other than related parties	0.00
(ii)	Net Non-performing Assets		
	a.	Related parties	0.00
	b.	Other than related parties	0.00
(iii)	Assets acquired in satisfaction of debt		0.00

**AS PER OUR REPORT OF EVEN DATE**

**For BATRA SAPRA & COMPANY**

**Chartered Accountants**

**Firm Reg. No. 000103N**

**Sd/-**

**Amrit Lal Batra**

**Partner**

**Membership No. 016929**

**For and on behalf of the Board of Directors**

**Sd/-**

**Alexander Joseph**

**Chairman**

**Sd/-**

**Ravindra Kumar Belapurkar**

**Whole-time Director**

**Place:** New Delhi

**Date :** May 29, 2013

**Place:** Mumbai

**Date :** May 29, 2013

**ATTENDANCE SLIP**  
**JPT SECURITIES LIMITED**

SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai - 400 023

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.

I hereby record my presence at the **19th ANNUAL GENERAL MEETING** of the Members of the Company at Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai – 400 001 on Monday, September 30, 2013 at 3.30 p.m.

\_\_\_\_\_  
Name of the Shareholder Signature

Folio No. : \_\_\_\_\_ No. of Shares \_\_\_\_\_

DP ID No. : \_\_\_\_\_

\_\_\_\_\_  
Full Name of Proxy

**Note:** No Duplicate Attendance Slip will be issued at the Meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

Tear Here

**PROXY FORM**  
**JPT SECURITIES LIMITED**

SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai - 400 023

I/We \_\_\_\_\_ of \_\_\_\_\_  
in the District of \_\_\_\_\_ being a Member/  
Members of above named Company hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ in the District \_\_\_\_\_ of  
\_\_\_\_\_ or \_\_\_\_\_ failing \_\_\_\_\_ him  
\_\_\_\_\_ of \_\_\_\_\_ in the  
District of \_\_\_\_\_ as my / our proxy to vote for me /us on my / our behalf at the  
**19th ANNUAL GENERAL MEETING** of the Members of the Company to be held on Monday, September 30, 2013 at 3.30 p.m.  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Folio No. : \_\_\_\_\_

DP ID no. : \_\_\_\_\_

No. of Shares : \_\_\_\_\_

Revenue  
Stamp  
Re. 1/-

\_\_\_\_\_  
Signature

**Note:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## BOOK - POST

*If undelivered please return to :*

**JPT SECURITIES LIMITED**  
SKIL House,  
209, Bank Street Cross Lane,  
Fort, Mumbai - 400 023