

## NOTICE

**Notice** is hereby given that the 17th Annual General Meeting of the Members of JPT Securities Limited will be held on Thursday, September 29, 2011 at Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001 at 2:30 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on March 31, 2011 and the Profit and Loss Account for the financial year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. J. Alexander, who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary resolution:

**“Resolved That** pursuant to Section 224(1) and any other applicable provisions of the Companies Act, 1956, M/s. Batra Sapra & Co., Chartered Accountants, having Firm Registration No. 000103N, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of next Annual General Meeting, subject to such terms and conditions and remuneration as may be determined by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

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

#### Ordinary Resolution:

4. **“Resolved That** in accordance with the provisions of Section 257, 260 and other applicable provisions if any, of the Companies Act, 1956 (the “Act”), Mr. Ravindra Kumar Belapurkar, who was appointed as an Additional Director on August 12, 2011 and holds office upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from one Member pursuant to Section 257 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation.”

#### Special Resolution:

5. **“Resolved That** pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Central Government, if required, and subject to such other approvals, consents, permissions, if any, consent of the Members be and is hereby granted for appointment of Mr. Ravindra Kumar Belapurkar as a Whole Time Director, not liable to retire by rotation, for a period of three years, with effect from August 12, 2011, upon such terms and conditions as set out in the agreement executed with Mr. Ravindra Kumar Belapurkar, a copy of which is placed before the Meeting and which is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers including power conferred by this resolution) to alter and vary the terms and conditions of the said appointment and/or Agreement, as may be agreed between the Board and Mr. Ravindra Kumar Belapurkar, so as not to exceed the limit in schedule XIII read with Sections 198, 309 and 310 of the Act and subject to other applicable provisions of the Companies Act, 1956.”

**“Resolved Further That** as Whole Time Director, Mr. Ravindra Kumar Belapurkar will function efficiently and diligently towards the Company and shall manage the business of the Company to the best of his knowledge and skills and shall do and execute all such acts, deeds, matters and things for carrying out his duty as assigned to him by the Board or any of its Committees.”

"**Resolved Further That** the Directors of the Company be and are hereby authorised to sign such documents and papers and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be required on behalf of the Company regarding the appointment of Mr. Ravindra Kumar Belapurkar as a Whole Time Director of the Company."

**By Order of the Board of Directors**

**Place: Bangalore**

**Date: August 31, 2011**

**Registered office\*:**

B/315, Lotus House,  
33A, New Marine Lines,  
Mumbai – 400020

**J. Alexander**  
**Chairman**

**Notes:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) The proxy in order to be effective must be deposited at the new Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 3) If the appointer is a Corporation, the proxy must be executed under its seal or under the hand of its duly authorized officer or attorney.
- 4) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 27, 2011 to Thursday, September 29, 2011 (both days inclusive) for the purpose of 17th Annual General Meeting (AGM).
- 5) An Explanatory Statement pursuant to Section 173 of the Companies Act 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) The Members are requested to:
  - a) intimate to the Company (for shares held in physical form) and to their Depository Participant (DP) (for shares held in Dematerialized form) the changes, if any, in their registered address, ECS / Bank account number/ details, etc. at an early date;
  - 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 are under multiple folios;
  - d) get the shares transferred in joint names, if they are held in single name to avoid inconvenience;
  - e) bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the AGM; and
  - g) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Compliance Officer, so as to reach at least seven days before the date of the AGM, to enable the information required to be made available at the Meeting, to the best extent possible.

**Details of Directors seeking appointment / re-appointment as required under Clause 49 of Listing Agreement**

<b>Particulars</b>	<b>Mr. J. Alexander</b>	<b>Mr. Ravindra Kumar Belapurkar</b>
Designation	Non-Executive Independent Chairman	Whole Time Director
Date of birth	August 8, 1938	November 11, 1947
Date of Appointment	October 3, 2008	August 12, 2011
Specialization / Expertise	Administration and Management	As mentioned in the Explanatory Statement to Item No. 4 & 5 annexed herewith.
Qualifications	M.A. in English Language and Literature, Ph.d (Philosophy), Retd. IAS Officer.	B. E. (Hons), M. Tech from I.I.T. Delhi
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. SKIL Karnataka Infrastructure Limited</li> <li>2. Chemm Finance Limited.</li> <li>3. Symphony TV And Entertainments Private Limited.</li> <li>4. Stumpp, Schuele And Somappa Private Limited.</li> <li>5. Karanja Infrastructure Private Limited.</li> <li>6. Varahi Infrastructure Private Limited.</li> <li>7. Esmario Export Enterprises Private Limited.</li> <li>8. Transaction Analysts (India) Private Limited</li> <li>9. Namtech Electronic Devices Limited</li> <li>10. Lakeside Medical Centre Private Limited</li> </ol>	Nil
Chairman/Member of committees	1. JPT Securities Ltd-Member of Audit Committee	Nil
No. of shares held in the Company	Nil	Nil

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **Item No. 4 & 5**

Mr. Ravindra Kumar Belapurkar was appointed as an Additional Director and subsequently as Whole Time Director by the Board of Directors of the Company in their Meeting held on August 12, 2011. The tenure of Mr. Belapurkar will be for three years and he shall not be liable to retire by rotation.

Mr. Belapurkar holds Masters Degree in Technology (Power Systems) from the Indian Institute of Technology, Delhi. Mr. Belapurkar has 39 years of experience in this field.

Mr. Belapurkar has over 20 years of rich experience in Commercial and Marketing division including International Marketing. He had been a President (Energy and Infrastructure) at Assam Company Limited, Executive Director (International operations, HR, Planning & Development) at BHEL. He had also served as an Expert to Common Wealth Secretariat, London, on Electrical Industry and International Trading. He has been awarded C B I & P, Gold medals for preparing and presenting the All India Perspective Power Generation & Transmission alternatives.

The Company has received a notice pursuant to Section 257 of the Companies Act, 1956, from a Member of the Company along with the refundable deposit of Rs. 500/-, signifying his intention to propose the appointment of Mr. Ravindra Kumar Belapurkar as a Director of the Company.

The approval of the Members is sought for appointment of Mr. Ravindra Kumar Belapurkar as a Whole Time Director of the Company on the terms and conditions as mentioned in the copy of Agreement to be placed in the ensuing Annual General Meeting.

The Directors recommend this resolution for approval of the Members.

None of the Directors, except Mr. Ravindra Kumar Belapurkar, is in any way concerned or interested in the above resolution.

This Explanatory Statement along with the resolution may also be read and treated as an abstract in compliance with Section 302 of the Act.

**By Order of the Board of Directors**

**J. Alexander  
Chairman**

**Place: Bangalore**

**Date: August 31, 2011**

**Registered office:\***

B/315, Lotus House,  
33A, New Marine Lines,  
Mumbai – 400020

\* The Registered Office of the Company will be shifted from B/315, Lotus House, 33A, New Marine Lines, Mumbai – 400020 to SKIL House, 209, Bank Street Cross Lane, Mumbai-400023, with effect from September 6, 2011.