

**NOTICE**

**NOTICE** is hereby given that the 20th Annual General Meeting ("AGM") of the Members of JPT Securities Limited will be held on Tuesday, September 30, 2014 at 1500 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001, to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravindra Kumar Belapurkar (DIN – 03615638), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint 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 the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Batra Sapra & Co., Chartered Accountants having ICAI Firm Registration No. 000103N, be and is hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this 20th AGM till the conclusion of the 23rd AGM to be held in the year 2017 (subject to ratification of the appointment at every AGM), at such remuneration in addition to reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-  
**"Resolved That** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to consider Mr. Nikhil Gandhi (DIN – 00030560) as Director, whose period of office shall be liable to determination by retirement of directors by rotation."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-  
**"Resolved That** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. J. Alexander (DIN - 00485766), in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 30, 2014 up to September 29, 2019 and who shall not be liable to retire by rotation.:
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-  
**"Resolved That** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V. Ramanan (DIN - 02754562), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 13, 2014 in terms of the provisions of Section 161 of the Companies Act, 2013 read with the Rules made thereunder and who holds office until the date of this AGM and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from August 13, 2014 up to August 12, 2019 and who shall not be liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
**"Resolved That** in accordance with the provisions of sections 196 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 (corresponding to Section 269 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and subject to requisite approval, as may be necessary, the consent of the Company be and is hereby accorded for re-appointment of Mr. Ravindra Kumar Belapurkar as Whole-time Director of the Company, for a term of one year effective from August 12, 2014, on the terms and conditions of appointment as contained in the agreement as may be agreed to by the Board of Directors and Ravindra Kumar Belapurkar."

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**Resolved That** in supersession of the Ordinary Resolution adopted at the 14th Annual General Meeting held on October 31, 2008 and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions and subject to requisite consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution) to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of ₹ 400 Crores (Rupees Four Hundred Crores only).

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**Resolved That** the Company do ratify and approve the decision of the Board of Directors of the Company taken in the Board Meeting held on March 31, 2014, for rescission of Resolution No. 1 contained in Postal Ballot Notice dated February 11, 2013, which was approved by the majority of Members on April 12, 2013, for 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 (hereinafter referred to as Resolution No. 1).

**Resolved Further That** the Clause V of the Memorandum of Association shall remain un-altered and the same shall be read, as it was being read prior to passing of the Resolution No. 1, as under:

‘V. The Authorised Share Capital of the Company is ₹ 4,00,00,000/- (Rupees Four Crores Only) divided in to 40,00,000 (Forty Lacs) Equity Shares of ₹10/- (Rupees Ten each).’

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**Resolved That** the Company do ratify and approve the decision of the Board of Directors of the Company taken in the Board Meeting held on March 31, 2014, for rescission of Resolution No. 2 contained in the Postal Ballot Notice dated February 11, 2013, which was approved by the majority of Members on April 12, 2013, for issue of 4,00,00,000 (Four Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each on preferential basis to Awaita Properties Private Limited, the Promoter of the Company.

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

**By Order of the Board of Directors**

**Place :** Mumbai  
**Date :** September 04, 2014

**Alexander Joseph**  
**Chairman**

**Registered Office:**  
SKIL House,  
209, Bank Street Cross Lane,  
Fort, Mumbai - 400 023  
**CIN :** L67120MH1994PLC204636  
**Email :** company.secretary@jptsecurities.com  
**Website :** www.jptsecurities.com

**Notes:**

1. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of the special business to be transacted at the AGM, is annexed hereto.
2. **PROXIES**
  - a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY COMPLETED, SIGNED AND STAMPED PROXY WILL BE CONSIDERED VALID.**
  - b. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorised by it.
  - c. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
  - d. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.
3. Corporate Members intending to send their Authorised Representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books will remain closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014 (both days inclusive) for the purpose of AGM.
5. The Members are requested to:
  - a) intimate to 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, Email address etc. at an early date. The said details will be automatically reflected in the Company's records. This will help the Company and the Registrar and Share Transfer Agents to provide efficient and better services to the Members;
  - b) quote 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;
6. In support of the Green Initiative, copies of the Annual Report for FY14 alongwith the Notice of the 20th AGM, Attendance Slip and Proxy are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report FY14 are being sent by the permitted mode. Members may also note that Annual Report is also available for download from the website of the Company [www.jptsecurities.com](http://www.jptsecurities.com)
7. Members who have not registered their email addresses with the Depositories are requested to register the same so that the Company can send the future communications in electronic mode. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor Email Id: [company.secretary@jptsecurities.com](mailto:company.secretary@jptsecurities.com)
8. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is given in the Exhibit to the Notice.
9. 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.
10. All the documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection at the Registered office of the Company on all working days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon upto the date of the AGM.

11. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/ resolutions mentioned in this notice. The Company has availed the e-voting services as provided by Central Depository Services (India) Limited. The Company has appointed Mr. Aashish K. Bhatt, Proprietor of M/s. Aashish K. Bhatt & Associates, Practising Company Secretaries (C.P. No. 7023), as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, September 24, 2014 at 900 hours and ends on Friday, September 26, 2014 at 1800 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. (1) If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. (2) If your name is Ramesh Kumar with Demat A/c No. 12058700 00001234 then default value of PAN is RA00001234.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number ("EVSNS" i.e. "140904043") for JPT Securities Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. The Scrutinizer will submit his Report after completion of scrutiny. The results of the voting on the resolutions at the AGM alongwith the Scrutinizer's Report will be posted on the website of the Company and of CDSL.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 3**

This Explanatory Statement is provided though strictly not required as per Section 102 (1) of the Companies Act, 2013.

M/s. Batra Sapra & Co., Chartered Accountants ("BS") are currently the Statutory Auditors of the Company. They have been the auditors of the Company since the conclusion of 14th AGM and have completed a term of six consecutive years.

As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm as auditors for more than two terms of upto five consecutive years each.

Since, BS have been Statutory Auditors of the Company for a term of six consecutive years, they can be appointed for one more term of four consecutive years subject to ratification of their appointment by the Members at every AGM held after this AGM.

In view of the above, BS, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors propose their appointment as the Statutory Auditors of the Company for a term of three consecutive years from the conclusion of this AGM till the conclusion of 23rd AGM of the Company to be held in the year 2017, subject to ratification of their appointment by the Members at every AGM held after this AGM.

The Board recommends passing of Resolution No. 3 as contained in the Notice for the approval by the Members as Ordinary Resolution.

### **Item No. 4**

Mr. Nikhil Gandhi was appointed on October 3, 2008, as Director who shall not be liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder, not less than two-third of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation out of which one third of such directors shall retire at each AGM. The section further specifies that "total number of directors" shall not include Independent Directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.

The Board presently comprise of four Directors out of which only one Director i.e., Mr. Ravindra Kumar Belapurkar is eligible for retirement by rotation; though as per the said provisions, there shall be atleast two Directors whose period of office shall be liable to determination by retirement of directors by rotation. Therefore, to have optimum number of Director whose period of office is liable to determination by retirement of directors by rotation, the Board of Directors proposes that Mr. Nikhil Gandhi shall be included under that category.

In the opinion of the Board, Mr. Nikhil Gandhi fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the Board recommends passing of Resolution No. 4 as contained in the Notice for the approval by the Members as Ordinary Resolution.

Except Mr. Nikhil Gandhi, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

**Item No. 5 & 6**

Mr. J. Alexander (appointed w.e.f. October 03, 2008) is the Independent Director ("ID") of the Company whose period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Mr. V. Ramanan has been appointed as an Additional Director designated as ID with effect from August 13, 2014, who holds office up to the date of ensuing AGM in terms of section 161 of the Companies Act, 2013.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force w.e.f. April 1, 2014, every listed company shall have at least one-third of the total number of directors as Independent Directors ("ID") who shall hold office for maximum two terms of up to five years each on the Board of a Company and that the office of ID shall not be liable to determination by retirement of directors by rotation. Further, MCA vide its circular dated June 9, 2014 clarified that if the existing IDs are to be appointed under Companies Act, 2013, the Company would be required to appoint those IDs, within a period of one year from April 1, 2014.

In compliance with the provisions of Companies Act, 2013, the matter regarding appointment of Mr. J. Alexander for a term of five consecutive years commencing from September 30, 2014 upto September 29, 2019 and Mr. V. Ramanan for a term of five consecutive years commencing from August 13, 2014 upto August 12, 2019 was placed before the Meeting of the Nomination & Remuneration Committee held on August 14, 2014 and thereafter considered in the Board Meeting held on the same date.

Mr. J. Alexander and Mr. V. Ramanan have given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 and the Rules made thereunder, alongwith their affirmance to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from Members along with a deposit of ₹ 1,00,000/- each proposing the candidature of the above two directors for the office of IDs.

In the opinion of the Board, the above two directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and they are Independent of the Management. The Board also considers that their continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail their services.

Accordingly, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. J. Alexander for a term of five consecutive years commencing from September 30, 2014 upto September 29, 2019 and of Mr. V. Ramanan for a term of five consecutive years commencing from August 13, 2014 upto August 12, 2019, subject to the approval of Members at ensuing AGM and whose term is not liable to retire by rotation.

The detailed profiles of all the above directors have been given in the Exhibit to this Notice. The Board recommends passing of Resolution No. 5 & 6 as contained in the Notice for the approval by the Members as Ordinary Resolution.

All the documents pertaining to the appointment of IDs are available for inspection at the Registered office of the Company on all working days except Saturday, Sunday and Public Holiday between 10.00 a.m. to 12.00 noon up to the date of the AGM.

Except Mr. J. Alexander and Mr. V. Ramanan, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Item No. 7:**

The tenure of Mr. Ravindra Kumar Belapurkar as Whole-time Director was completed on August 11, 2014. The Board of Directors of the Company, at its meeting held on September 04, 2014, recommends re-appointment of Mr. Ravindra Kumar Belapurkar as the Whole-time director of the Company for a tenure of one year effective from August 12, 2014.

The material terms of re-appointment and conditions including remuneration of Mr. Ravindra Kumar Belapurkar as the Whole-time Director is mentioned in the Agreement.

Copy of the Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during any time between 10:00 a.m. to 12:00 p.m. on all working days upto and including the date of the AGM except Saturday, Sunday and Public Holiday.

Mr. Ravindra Kumar Belapurkar satisfies all the conditions set out in Part-I of the Schedule V to the Act also conditions set out under sub-section(3) of Section 196 of the Act for being eligible for his re-appointment as the Whole-time director of the Company.

Detail of the above Whole-time director has been given in the Exhibit to this Notice. The Board recommends passing of Resolution No. 7 as contained in the Notice for the approval by the Members as Ordinary Resolution.

Except Mr. Ravindra Kumar Belapurkar, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Item No. 8:**

The Members of the Company had, at the 14th Annual General Meeting held on October 31, 2008, approved the proposal to borrow monies up to ₹ 400 crore (Rupees Four Hundred Crores only) under the then applicable Section 293(1)(d) of the erstwhile Companies Act, 1956.

Under the Companies Act, 2013, Section 180(1)(c) inter alia deals with powers to borrow funds. While the provisions of Section 293(1)(d) of the erstwhile Companies Act, 1956 required the Companies to pass an Ordinary Resolution for approving the borrowing limits, the provisions of Section 180(1)(c) of the Companies Act, 2013, requires a Special Resolution to be passed for borrowing funds.

The Ministry of Corporate Affairs had, vide its Circular No. 4/2014 dated March 25, 2014, clarified that the Ordinary Resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the notification of Section 180, i.e. September 12, 2013. Thus, the Ordinary Resolution passed by the Company at the 14th Annual General Meeting held on October 31, 2008 would be applicable and operative till September 11, 2014 and hence, it is necessary for the Company to pass a Special Resolution under the provisions of Section 180(1)(c) to ensure continuous compliance pertaining to borrowing of funds.

The Board recommends passing of Resolution No. 8 as contained in the Notice for the approval by the Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**Item No. 9 and 10:**

The Company had conducted postal ballot procedure under the then applicable Section 192A of the erstwhile Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for seeking approval of the Members for the 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) 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;
- ii) Issue of 4,00,00,000 (Four Crores) Preference Shares of ₹10/- (Rupees Ten only) on preferential basis to Awaita Properties Private Limited, Promoter of the Company.

The Postal Ballot Resolutions were passed with requisite majority of Members on April 12, 2013.

The Board of Directors of the Company, in the Board Meeting held on March 31, 2014, decided to rescind the aforesaid decisions with a view that increasing Authorised Share Capital will not benefit the Company for time being and therefore it was not to go ahead for the said resolutions passed through postal ballot.

The Board recommends passing of Resolution No. 9 and 10 as contained in the Notice for the approval by the Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board of Directors**

**Place** : Mumbai  
**Date** : September 04, 2014

**Alexander Joseph**  
**Chairman**

**Registered Office:**  
SKIL House,  
209, Bank Street Cross Lane,  
Fort, Mumbai - 400 023  
**CIN** : L67120MH1994PLC204636  
**Email** : company.secretary@jptsecurities.com  
**Website** : www.jptsecurities.com

## EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement, the following information is furnished about the Directors proposed to be appointed/re-appointed at 20th AGM to be held on Tuesday, September 30, 2014

Name of the Director	Mr. Nikhil Gandhi	Mr. Ravindra Kumar Belapurkar	Mr. J. Alexander	Mr. V. Ramanan
Date of Birth	April 25, 1959	November 11, 1947	August 8, 1938	June 6, 1941
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	October 03, 2008	August 12, 2011	October 03, 2008	August 13, 2014
Designation	Non-Executive, Non-Independent Director	Executive, Whole Time Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Brief Profile including nature of Expertise in specific functional areas	<p>Mr. Nikhil Gandhi is a first-generation entrepreneur. Under his leadership, the first private port in India was set up through Gujarat Pipavav Port Limited. He was nominated as a trustee of the Mumbai Port Trust on two occasions. In 1990, he received the 'Best Young Entrepreneur' award from the Ministry of Chemicals and Petrochemicals, Government of India and in 2001, he was conferred the 'Great Son of Soil' award by the All India Conference of Intellectuals. He has 27 years of experience in conceiving and developing infrastructure projects across India</p>	<p>Mr. Ravindra kumar Belapurkar holds Masters Degree in Technology (Power Systems) from the Indian Institute of Technology, Delhi. He has 39 years of experience in Power sector. He 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 &amp; 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 &amp; P, Gold medals for preparing and presenting the All India Perspective Power Generation &amp; Transmission alternatives.</p>	<p>Mr. J. Alexander an M.A. (English Language &amp; Literature) and Phd. (Philosophy) is a retired senior bureaucrat. After teaching English Literature in Kerala University, he joined the Indian Administration Service in 1963. He has held important positions in his long professional career to name few; Managing Director - Karnataka State Ware Housing Corporation; Chief Executive Officer - Karnataka State Road Transport Corporation, Commissioner of Bangalore City Corporation; Chairman - Karnataka State Housing Board and Karnataka State Slums Clearance Board, Bangalore; Chairman and Managing Director - Mangalore Chemicals and Fertilisers, Mangalore; Chairman - Bangalore Water Supply and Sewerage Board, Karnataka State Finance Corporation, Mysore Sales International Limited, Bangalore Development Authority, Karnataka State Pollution Control Board; and Chief Secretary to Government of Karnataka. His last posting was Secretary to Government of India for Social, Women and Child Welfare Development. He was elected as Member of Legislative Assembly from Bharathi Nagar Constituency in Bangalore and subsequently as Minister for Tourism, Government of Karnataka. In his capacity as a Chairman of Central Coir Board, he also worked as Consultant for Agriculture Organisation of United Nation</p>	<p>Mr. V. Ramanan is a Commerce Graduate. He has held important positions in his long career with Indian Bank, which he joined as a Probationary Officer in the year 1968 and he retired as a Senior General Manager. He has an aggregate experience of 33 years in banking sector.</p>



Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Pipavav Defence and Offshore Engineering Company Limited</li> <li>• SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited)</li> <li>• Mumbai SEZ Limited</li> <li>• SKIL-Himachal Infrastructure and Tourism Limited</li> <li>• KLG Capital Services Limited</li> <li>• Nayroh Lifestyle and Leisure Infrastructure Limited</li> <li>• Awaita Properties Private Limited</li> <li>• Urban Infrastructure Holdings Private Limited</li> <li>• Karanja Terminal &amp; Logistics Private Limited</li> <li>• Navi Mumbai SEZ Private Limited</li> <li>• SKIL Institute of Nursing Private Limited</li> <li>• Pipavav Electronic Warfare Systems Private Limited</li> <li>• Sohar Free Zone LLC</li> <li>• SKIL Ports &amp; Logistics Limited</li> <li>• PDOC Pte. Limited</li> <li>• SKIL (Singapore) Pte. Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Fortbridge Consulting Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited)</li> <li>• Namtech Electronic Devices Limited</li> <li>• Chemmanur Jewellers Limited</li> <li>• SKIL Karnataka Infrastructure Limited</li> <li>• Symphony TV and Entertainments 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>• Mahakaleshwar Knowledge Infrastructure Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited)</li> <li>• KLG Capital Services Limited</li> <li>• Mahakaleshwar Knowledge Infrastructure Private Limited</li> <li>• Metrotech Technology Park Private Limited</li> <li>• IFIN Securities Finance Limited</li> </ul>
Memberships/ Chairmanships of committees of other public companies (only Audit and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> <li>• SKIL- Himachal Infrastructure and Tourism Limited - Member of Audit Committee</li> <li>• Pipavav Defence and Offshore Engineering Company Limited - Chairman of Stakeholders Relationship Committee</li> <li>• SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) - Member of Stakeholders Relationship Committee</li> <li>• KLG Capital Services Limited - Member of Stakeholders Relationship Committee</li> </ul>	None	<ul style="list-style-type: none"> <li>• Namtech Electronic Devices Limited - Member of Audit Committee</li> <li>• SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) - Member of Audit Committee</li> </ul>	<ul style="list-style-type: none"> <li>• SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) - Chairman of Audit Committee</li> <li>• KLG Capital Services Limited - Member of Audit Committee</li> </ul>
Shareholding in the Company	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors	None	None	None	None