

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting ('AGM') of the Members of JPT Securities Limited will be held on Friday, September 28, 2018 at 3.30 p.m. at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s. Bharat Shah & Associates, as the Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. Bharat Shah & Co., Chartered Accountants (Firm Registration No.101249W), be and are hereby appointed as the Statutory Auditors of the Company for a term of five years i.e., till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2023; on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution for Re-appointment of Mr. Chintan Chheda as a Manager of the Company:-**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board, subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re - appointment of Mr. Chintan Chheda, as the Manager of the Company with effect from November 4, 2017 for a period of two years on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting.

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

4. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Ms. Akshita Gandhi:-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 as amended from time to time and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Akshita Gandhi (DIN: 05246232), who was appointed as an Additional Director of the Company with effect from May 28, 2018 on the Board of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company whose office shall be liable to retire by rotation."

Registered Office:

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

**By Order of the Board of Directors
For JPT Securities Limited**

**Mandar Desai
Company Secretary**

Place: Mumbai
Date: August 14, 2018

NOTES:

1. Pursuant to the requirements on Secretarial Standards (“SS-2”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of the Director/ Key Managerial Person’s (KMP) proposed to be Appointed/ Re-appointed is given in the Exhibit to Notice.
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 the proxy(ies) so appointed need not be a member of the company. Proxy(ies) in order to be effective, must be received at the company’s registered office not less than 48 hours before the commencement of the meeting. Only duly completed, signed and stamped proxy will be considered valid. A proxy form is attached herewith.
 - b) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer are a companies, societies, partnership firms, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.
 - c) During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, at any time during the business hours at the Registered Office of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. Members / Proxies / Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangement in which directors are interested maintained under section 170 and Section 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the AGM.
7. The Register of Members and Transfer Books of the Company shall remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of the AGM of the Company.
8. The members are requested to:
 - a) Intimate to Company’s Registrar and Transfer Agent, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020, (for shares held in physical form) and to their respective Depository Participant (“DP”) (for shares held in Dematerialized form) the changes, if any, in their registered address, Bank account details, Email address etc., at an early date. The said details will be automatically reflected in the Company’s records. This will help the Company and the Registrar and Share Transfer Agents to provide efficient and better services to the Members.
 - b) Quote the Ledger Folio numbers/DP Identity and Client Identity Numbers in all Communications with the Company/ RTA.
 - c) Approach the Company for consolidation of folios, if shareholdings are under multiple folios.
 - d) Register their e-mail address with Depositories who have not registered their email addresses so that Company can send the Annual Report and other communication electronically.
 - e) Submit Permanent Account Number (‘PAN’) to their Depository Participants with whom they are maintaining their demat accounts in case of members holding shares in electronic form and with the Company/RTA in case of members holding shares in physical form as Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market.
9. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Chief Financial Officer at least seven working days in advance of the AGM so that the information required can be made readily available at the meeting.
10. In support of Green Initiative, copies of the Annual Report for FY 2017-18 along with the Notice of the AGM, Attendance Slip and Proxy Forms are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) (“DPs”) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report,

etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, August 24, 2018. However, if such a person is not a Member on the cut-off date of Friday, September 21, 2018; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is also available for download from the website of the Company i.e. www.jptsecurities.com.

11. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard – 2 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The Company has availed the e-voting services of Central Depository Services (India) Limited (“CDSL”). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Tuesday, September 25, 2018 at 09.00 a.m and ends on Thursday, September 27, 2018 at 05.00 p.m. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date) of Friday, September 21, 2018, 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.
- (iii) Click on Shareholders / Members
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 (EVSN- 180820036) of JPT Securities Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
14. The Company has appointed Mr. Aashish Bhatt (C.P No. 7023), Company Secretary in Practice, Mumbai, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director so authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Result declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.jptsecurities.com and CDSL's website and shall also be communicated to BSE Limited where the shares of the Company are listed.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participation in securities. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details and bank account details to the Registrars and Share Transfer Agents of the Company. SEBI vide their circular dated April 20, 2018 has mandated that dividend warrant/ demand draft revalidation request can be processed only if the bank account details are registered with Depository Participants (for demat shareholders) and Registrars and Share Transfer Agents of the Company (for shareholders holding shares in physical form). Hence, the shareholders are requested to immediately register their PAN and bank account details.
17. SEBI has mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. The shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI.
18. Pursuant to the provisions of the Companies Act, 2013 and SS-2: Secretarial Standard on General Meetings, the Company wishes to inform that no distribution of gift will be made by the Company in connection with the 24th Annual General Meeting.

EXHIBIT TO NOTICE**Annexure I**

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

Name of Manager	Mr. Chintan Chheda
Date of Birth	August 29, 1988
Age	30 Years
Qualification	Bachelor of Engineering (Information Technology), e-MBA – Digital Business Management
Nationality	Indian
Date of Re-appointment	November 4, 2017
Designation	Manager
Brief profile including nature of Expertise in specific functional areas	Mr. Chintan Chheda is affiliated with e-commerce and digital marketing. He has experience in market research and formulating business plans.
Inter-se relationship with other directors and Key Managerial Personnel	None
Number of Board Meetings attended during the year.	Four
Directorship held in other Companies as on March 31, 2018	• Nayroh Lifestyle and Leisure Infrastructure Limited
Chairmanship / Membership of the Committee of the Board of Directors of other public Companies as on March 31, 2018	
a) Audit Committee	Nil
b) Stakeholders Relationship Committee	Nil
c) Nomination, Remuneration Committee	Nil
Shareholding in the Companies as on March 31, 2018	Nil
Remuneration	Nil

Annexure II

Name of Director	Ms. Akshita Gandhi
Date of Birth	April 18, 1988
Age	30 Years
Qualification	B.B.A, Finance from the American University in Dubai
Nationality	Indian
Date of Appointment	May 28, 2018
Designation	Additional Director
Brief profile including nature of Expertise in specific functional areas	Ms. Akshita Gandhi has completed her International Baccalaureate from the American School of Bombay. After that she went ahead and pursued her B.B.A, Finance from the American University in Dubai. She is associated with SKIL Group since 2012 and has been involved in urban infrastructure projects. Ms. Akshita has a keen interest in maritime and superstructure infrastructure.
Inter-se relationship with other directors and Key Managerial Personnel	None
Number of Board Meetings attended during the year.	NA
Directorship held in other Companies as on March 31, 2018	Nayroh Lifestyle and Leisure Infrastructure Limited
Chairmanship / Membership of the Committee of the Board of Directors of other public Companies as on March 31, 2018	Nayroh Goa Resort Private Limited Dua Foundation
a) Audit Committee	Nil
b) Stakeholders Relationship Committee	Nil
c) Nomination, Remuneration Committee	Nil
Shareholding in the Companies as on March 31, 2018	Nil
Remuneration	Nil

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

Mr. Chintan Chheda was appointed as a Manager of the Company on November 4, 2015 for a period of two years. Since Mr. Chintan Chheda was eligible for a re-appointment, the Board of Directors in their meeting held on November 13, 2017, have re-appointed Mr. Chintan Chheda as a Manager of the Company w.e.f. November 4, 2017 for a period of two years subject to approval of members of the Company, on the terms and conditions of appointment as contained in the draft agreement.

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

Approval of the shareholders is required to be accorded for re-appointment of Mr. Chintan Chheda as Manager of the Company by way of passing an Ordinary Resolution. Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel apart from Mr. Chintan Chheda and their relatives are concerned or interested in the passing of the aforesaid resolution.

The Directors recommend the passing of the Resolution as Ordinary Resolution under Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

Brief Profile of Mr. Chintan Chheda is attached herewith as an Annexure No. I to the Notice.

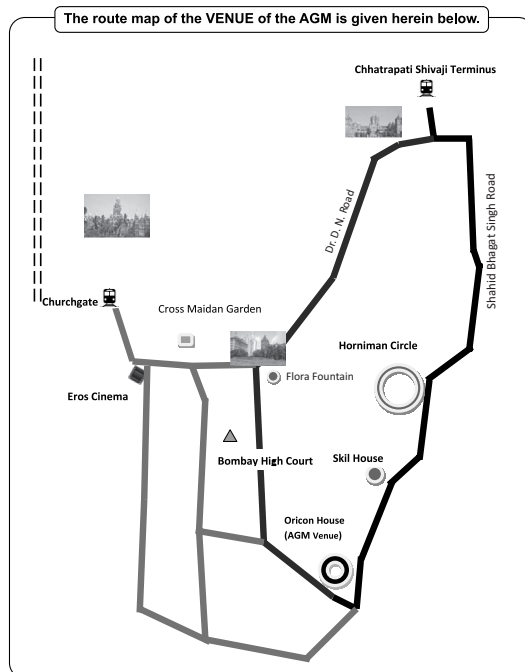
ITEM NO.4

Ms. Akshita Gandhi was appointed as an Additional Director of the Company on the recommendation of Nomination and Remuneration Committee to hold the office upto this Annual General Meeting by the Board of Directors in their meeting held on May 28, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013.

The Board is of the view that the appointment of Ms. Akshita Gandhi on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by way of passing an Ordinary Resolution.

None of the directors, Key Managerial Personnel apart from Ms. Akshita Gandhi and their relatives are concerned or interested in the passing of the aforesaid resolution.

Further Additional Details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the brief profile of Ms. Akshita Gandhi which is attached herewith as an Annexure No. II to the Notice.



JPT SECURITIES LIMITED

CIN: L67120MH1994PLC204636

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023;
Tel: 6619000, Fax: 22696023 E-Mail: company.secretary@jptsecurities.com; Website: www.jptsecurities.com

ATTENDANCE SLIP

24th Annual General Meeting – Friday, September 28, 2018	
Registered Folio No./ DP ID No./ Client ID No.	
Name and address of the Member(s)	
Number of Shares held	

I certify that I am a member of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Members of the Company being held on Friday, September 28, 2018 at 03.30 p.m at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001.

Member's/Proxy's Signature

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

JPT SECURITIES LIMITED

CIN: L67120MH1994PLC204636

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023;
Tel: 022-6619 9000, Fax: 022-2269 6024 E-Mail: company.secretary@jptsecurities.com; Website: www.jptsecurities.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

24 th Annual General Meeting – , September, 2018	
Name	
Registered Address	
Email ID	
DP ID/ Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic form.

I/We, being the Member (s) ofshares of the above named company, hereby appoint

1. Name : Address :
E-Mail: Signature :, or falling him/her
2. Name : Address :
E-Mail: Signature :, or falling him/her
3. Name : Address :
E-Mail: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th ANNUAL GENERAL MEETING of the Company, to be held on Friday, September 28, 2018 at 03.30 p.m at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional*		
		For	Against	Abstain
1.	Ordinary Resolution for adoption of the Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution under section 139 of the Companies Act, 2013, for the appointment of Auditors of the Company and fixing their remuneration			
3.	Ordinary Resolution for Re-appointment of Mr. Chintan Chheda as a Manager of the Company			
4.	Ordinary Resolution for Regularisation of Additional Director, Ms. Akshita Gandhi			

Signed this day of 2018

Signature of shareholder : Signature of Proxy holder(s) :

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the resolutions, explanatory statements and Notes please refer to the Notice of 24th Annual General Meeting.
3. * It is optional to put your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

Affix Revenue Stamp
