



KJMC FINSERV
ADVICE MATTERS

KJMC CORPORATE ADVISORS (INDIA) LIMITED

**21st
Annual Report
2018 - 2019**

21ST ANNUAL REPORT 2018-2019

BOARD OF DIRECTORS

Mr. Inderchand Jain	<i>Chairman</i>
Mr. Girish Jain	<i>Whole Time Director</i>
Mr. Rajnesh Jain	<i>Director</i>
Mrs. Shraddha Jain	<i>Director</i>
Mr. Anil Sampat	<i>Independent Director</i>
Mr. Nitin Kulkarni	<i>Independent Director</i>
Mr. Rameshchandra Jain	<i>Independent Director</i>
Mr. S. C. Aythora	<i>Independent Director</i>

CHIEF FINANCIAL OFFICER

Mr. Kartik Konar

COMPANY SECRETARY

Ms. Bhavika Dalal

STATUTORY AUDITOR

M/s. K. S. Aiyar & Co.
Chartered Accountants,
F-7, Laxmi Mills,
Shakti Mills Lane,
Mahalaxmi, Mumbai - 400 011.

BANKERS

HDFC Bank Limited
Union Bank of India
ICICI Bank Limited

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.,
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East) Mumbai 400059
Tel. No. 022 62638200, Fax No. 022 62638299,
Mail id: investor@bigshareonline.com.
Counter Timings : 10.00 a.m. to 12.30 p.m. : 1.30 p.m. to 3.30 p.m.

REGISTERED OFFICE

162, 16th Floor, Atlanta,
Nariman Point, Mumbai – 400 021
Tel.No.: 022-4094 5500
Email : investor.corporate@kjmcc.com
CIN : L67120MH1998PLC113888

GROUP BRANCH OFFICE

New Delhi
G8 & 9, Hans Bhavan, Ground floor,
1, Bahadur Shah Zafar Marg,
Near ITO Office, New Delhi - 110 002.

Jaipur
41, Jai Jawan Colony II,
Tonk Road, Durgapur,
Jaipur - 302 018.

21st ANNUAL GENERAL MEETING	
Date	: Monday, September 30, 2019
Time	: 11.30 a.m.
Venue	: Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of KJMC Corporate Advisors (India) Limited (CIN: L67120MH1998PLC113888) will be held on Monday, September 30, 2019, at 11:30 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021 to transact the following businesses:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Rajnesh Jain (DIN: 00151988) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and 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 any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time and based on the recommendation received from the Audit Committee, M/s. V P Thacker & Co., Chartered Accountants, (Firm Registration No. 118696W), be and is hereby appointed as the Statutory Auditors of the Company for a term of three consecutive years, to hold office from the conclusion of 21st Annual General Meeting until conclusion of 24th Annual General Meeting to be held in the year 2022, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:-

4. To re-appoint Mr. Girish Jain (DIN: 00151673) as a Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the reappointment of Mr. Girish Jain (DIN: 00151673) as Whole Time Director (WTD) of the Company, for a period of 3 (three) years with effect from 1st April, 2019 to 31st March, 2022, on the following terms and conditions:

I. Basic Salary:

Rs. 2,00,000/- (Rupees Two lakhs only) per month with such increases as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

II. Perquisites and allowances:

In addition to the Salary, the following perquisites, allowances shall be allowed:

- (i) Payment/ Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air-fare, boarding/lodging for patient and attendant.
- (ii) Payment/ Reimbursement of actual traveling expenses in India or abroad for proceeding on leave twice in a block of four years in respect of himself and family.
- (iii) Payment/ Reimbursement of membership fees for clubs in India or abroad, including any admission / life membership fees.
- (iv) Mediclaim and Life insurance policy for himself and family.
- (v) Keyman insurance policy.
- (vi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (vii) Payment/ Reimbursement of entertainment expenses incurred in the course of business of the Company.
- (viii) Payment/ Reimbursement of educational expenses including academic fees, tuition fees, hostel charges, travelling expenses,

housing expenses, food/ meal expenses, travel and health insurance etc. for maximum of two children's in India or outside India.

- (ix) Company's contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income-Tax Act.
- (x) Gratuity at the rate of half month's salary for each year of service.
- (xi) Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
- (xii) Free use of Company's car along with driver for Company's works and Private purpose.
- (xiii) Telephone, Mobile, Tele-fax and other communication facilities at company's cost.
- (xiv) Rent free accommodation including payment of electricity bill, water charges and all other expenses for the upkeep and maintenance of residence.
- (xv) Payment/ Reimbursement of expenditure incurred towards membership fees for gym, etc.
- (xvi) Payment of tax on perquisites, in addition to the salary and other perquisites.

Subject to any statutory ceiling/s, Mr. Girish Jain may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

III. Valuation of perquisites:

Perquisites / Allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

IV. Other terms:

- a) No sitting fees shall be paid to Mr. Girish Jain for attending the meetings of the Board of Directors or any Committee thereof, during his tenure as 'Whole Time Director' of the Company.
- b) Compensation for loss of office before the expiry of the terms of office would be payable to him as per the provisions of the Companies Act, 2013.

V. Minimum Remuneration:

The aforesaid remuneration in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may, for the time being in force. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of Salary, Perquisites and Allowances not exceeding Rs. 1,20,00,000 (Rupees One Crore Twenty lakhs Only) in compliance with Section II of Part II of Schedule V of the Companies Act, 2013, as may be agreed to the Board of Directors of the Company and Mr. Girish Jain.

RESOLVED FURTHER THAT Mr. Inderchand Jain, Chairman and/or Mr. Rajnesh Jain, Director and/or Ms. Bhavika Dalal, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Mr. S C Aythora (DIN: 00085407) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. C. Aythora (DIN: 00085407), be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 26th September, 2019 to 25th September, 2024 AND THAT his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Girish Jain, Whole Time Director and/ or Mr. Rajnesh Jain, Director and/ or Ms. Bhavika Dalal, Company Secretary of the Company be and are hereby authorised to do all acts,

deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

6. To re-appoint Mr. Nitin Kulkarni (DIN: 02297383) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Kulkarni (DIN: 02297383), be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 26th September, 2019 to 25th September, 2024 AND THAT his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Girish Jain, Whole Time Director and/ or Mr. Rajnesh Jain, Director and/ or Ms. Bhavika Dalal, Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

**By Order of the Board of Directors
For KJMC Corporate Advisors (India) Ltd.**

**Bhavika Dalal
Company Secretary
ACS 55493**

Place: Mumbai
Date: August 22, 2019
Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.corporate@kjmc.com
Website: www.kjmcfinserve.com
CIN: L67120MH1998PLC113888

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member 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 a proxy for any other member.
3. Members, Proxies and Authorised Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorisations,

authorising them to attend and vote on their behalf at the Meeting.

5. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
6. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
7. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. The proxy – holder shall prove his identity at the time of attending the Meeting.
9. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
10. In case of joint holders attending the Annual General Meeting (AGM), only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
12. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, 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 advance notice in writing is given to the Company.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of AGM.
15. Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
16. Members are requested to address all correspondence to the Registrar and Share Transfer Agent (RTA), Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Tel. No. 022 62638200, Fax No. 022 62638299, Mail id: rajeshm@bigshareonline.com, investor@bigshareonline.com.
17. As per regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the securities of the company can be transferred only in dematerialized form with effect from April 01, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agent.

18. In pursuance of Sections 124 and 125 of the Companies Act 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, be transferred to the Investor Education and Protection Fund. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. Members wishing to claim unclaimed interim dividend declared on August 12, 2013, are requested to correspond with registrar and shares transfer agent of the Company M/s Bigshare Services Pvt. Ltd or Compliance Officer/Company Secretary, at the Company's registered office. The details regarding unpaid and unclaimed amounts lying with company are available on the website under "Investor Centre" section on the Website of the Company viz. www.kjmcfinserve.com.
19. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.
20. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
21. Members having multiple folios are requested to consolidate their folios into single folio and for this purpose send request along with the original certificates to the RTA specifying the folio number under which they desire to hold the shares.
22. Copies of the Annual Report 2018-19, the Notice of the 21st AGM and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company/depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
23. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd., / Depository participants.
24. Members may also note that the Notice of the 21st AGM, Attendance Slip, Proxy Form, Route Map, Ballot paper and the Annual Report, 2018-19 will be available on the Company's website www.kjmcfinserve.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investor.corporate@kjmc.com.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/ Registrar and Share Transfer Agents of the Company.
26. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
27. The remote e-voting period commences from Wednesday, September 25, 2019 at 9.00 a.m. and ends on Sunday, September 29, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on September 23, 2019 (cut-off date) may cast their vote electronically.
28. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
29. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on September 23, 2019, the cut off date.
30. The Company has appointed M/s S. S. Rauthan & Associates, a firm of Practicing Company Secretaries as a scrutinizer for conducting the remote e-voting and polling process at the Annual General Meeting in a fair and transparent manner.
31. The scrutinizer shall not later than forty eight (48) hours from the conclusion of the meeting, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorised by him in writing, who shall countersign the same.
32. In the event of a poll at the meeting, please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules.
33. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 21st Annual General Meeting of the Company scheduled to be held on Monday, September 30, 2019. The results along with the scrutinizer's report shall be placed on the Company's website www.kjmcfinserve.com, within 48 hours from the conclusion of the 21st Annual General Meeting of the Company and communicated to BSE Limited.
34. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

I) Mr. Rajnesh Jain

Name & Designation	Mr. Rajnesh Jain, Non- Executive Director		
Director Identification Number (DIN)	00151988		
Date of Birth	January 31, 1967		
Qualifications	B. Com, FCA		
Expertise in specific functional area	He is having vast experience in Corporate Finance, Financial Services, Merchant Banking, Capital Market and fund and non fund based activities		
Director of the Company since	November 01, 2007.		
Number of Shares held in the Company as on March 31, 2019	2,20,518		
Disclosure of relationships between directors inter-se	Sr. No.	Name & Designation of Director	Relationship
	1.	Mr. Inderchand Jain, Chairman	Father
	2.	Mr. Girish Jain, Whole time Director	Brother
	3.	Mrs. Shraddha Jain, Director	Spouse

Directorships / Committee Membership of Mr. Rajnesh Jain in the other Companies:

Name of the Company (Directorship)	Committee Chairmanship / Membership
KJMC Capital Market Services Limited	1. Member - Audit Committee 2. Member - Nomination & Remuneration Committee.
KJMC Financial Services Limited	1. Member - Share Transfer and Stakeholders Relationship Committee. 2. Member - Credit & Investment Committee
KJMC Credit Marketing Limited	-
KJMC Commodities Market India Limited	-
KJMC Asset Management Company Limited	-
KJMC Trading & Agency Limited	-
Graham Firth Steel Products (India) Limited	-
KJMC e.Business Ventures Private Limited	-
Prathamesh Enterprises Private Limited	-
KJMC Realty Private Limited	-

II) Mr. Girish Jain

Name & Designation	Mr. Girish Jain, Whole Time Director		
Director Identification Number (DIN)	00151673		
Date of Birth	May 7, 1971		
Qualifications	B.E. (Electronic) and PGDBM (Finance)		
Expertise in specific functional area	He is having vast experience in Corporate Finance, Merchant Banking and Capital Market		
Director of the Company since	March 3, 1998.		
Number of Shares held in the Company as on March 31, 2019	2,20,518		
Disclosure of relationships between directors inter-se	Sr. No.	Name & Designation of Director	Relationship
	1.	Mr. Inderchand Jain, Chairman	Father
	2.	Mr. Rajnesh Jain, Director	Brother
	3.	Mrs. Shraddha Jain, Director	Brother's wife

Directorships / Committee Membership of Mr. Girish Jain in the other Companies:

Name of the Company (Directorship)	Committee Chairmanship / Membership
KJMC Asset Management Company Limited	1. Member - Audit Committee 2. Member - Nomination & Remuneration Committee.

Name of the Company (Directorship)	Committee Chairmanship / Membership
KJMC Financial Services Limited	1. Member - Share Transfer and Stakeholders Relationship Committee. 2. Member - Nomination & Remuneration Committee. 3. Member - Credit & Investment Committee
KJMC Credit Marketing Limited	-
KJMC Commodities Market India Limited	-
KJMC Capital Market Services Limited	-
KJMC Shares and Securities Limited	-
KJMC Platinum Builders Private Limited	-

III) Mr. S C Aythora

Name & Designation	Mr. S C Aythora, Non - Executive Independent Director
Director Identification Number (DIN)	00085407
Date of Birth	January 10, 1951
Qualifications	B. Com (Hons), FCA
Expertise in specific functional area	Mr. S C Aythora is a Chartered Accountant in Practice and has more than 32 years of experience in the field of Corporate Accounts, Audit, Taxation and Company Law matters.
Director of the Company since	December 26, 2008
Number of Shares held in the Company as on March 31, 2019	350
Disclosure of relationships between directors inter-se.	Not related to any Director / Key Managerial Personnel

Directorships/Committee Membership of Mr. S C Aythora in other companies:

Name of the Company (Directorship)	Committee Chairmanship / Membership
Gold Rock Investments Limited	1. Member - Audit Committee 2. Chairman - Shareholders / Investor Grievance Committee
Gold Rock World Trade Limited	-
Gold Rock Metals Limited	-
Gold Rock Agro-Tech Limited	-
Sugata Investments Limited	-
Blue Point Leasing Limited	-
KJMC Financial Services Ltd.	1. Chairman - Audit Committee 2. Chairman - Nomination Remuneration Committee.
Picanova Investments Pvt. Ltd.	-
LML Holdings Limited	-
Saryu Investment & Trading Pvt. Ltd.	-



Name of the Company (Directorship)	Committee Chairmanship / Membership
Seattle Online Pvt. Ltd.	-
Splendour Trade Place Private Ltd.	-
Panki Roadlines Private Ltd.	-

IV) Mr. Nitin Kulkarni

Name & Designation	Mr. Nitin Kulkarni, Non - Executive Independent Director
Director Identification Number (DIN)	02297383
Date of Birth	January 21, 1956
Qualifications	B.Com (Hons), FCA, ACS
Expertise in specific functional area	Mr. Nitin Kulkarni is a Chartered Accountant in Practice and has more than 30 years of experience in the field of Corporate Accounts, Audit, Taxation and Company Law matters.
Director of the Company since	July 31, 2008
Number of Shares held in the Company as on March 31, 2019	250
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel.

Directorships/Committee Membership of Mr. Nitin Kulkarni in other companies:

Name of the Company (Directorship)	Committee Chairmanship / Membership
KJMC Financial Services Limited	1.Member - Audit Committee. 2.Member- Share Transfer & Relationship Committee. 3.Member- Nomination & Remuneration Committee.
KJMC Capital Market Services Limited	1.Chairman - Audit Committee. 2.Chairman- Nomination & Remuneration Committee.
KJMC Asset Management Company Ltd	1.Member - Audit Committee. 2.Member- Nomination & Remuneration Committee.

35. The route map showing directions to reach the venue of the 21st AGM is annexed.
36. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the company is providing to its members the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") as an alternate to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM, through e-voting services provided by CDSL. Shareholders who have already voted prior to the date of AGM would not be entitled to vote at the meeting venue.

The procedure and instructions for remote e-voting are as under:-

- (i) The e-voting period begins from Wednesday, September 25, 2019 (09:00 a.m.) and ends on Sunday, September 29, 2019 (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 September 23, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Now click on "Shareholders" tab.
- (iv) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 (refer serial no. printed on the name and address sticker/mail) 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 folio number 1 then enter RA00000001 in
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. 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 EVSN for the "KJMC Corporate Advisors (India) Limited" on which you choose to vote.
- (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 "RESOLUTION 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 changed 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 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (ix) above to cast vote.
- (B) The voting period begins on September 25, 2019 (09:00 a.m.) and ends on September 29, 2019 (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 September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

**By Order of the Board of Directors
For KJMC Corporate Advisors (India) Ltd.**

**Bhavika Dalal
Company Secretary
ACS 55493**

Place: Mumbai
Date: August 22, 2019
Registered Office:
162, Atlanta, 16th Floor,
Nariman Point, Mumbai-400021.
Email: investor.corporate@kjmc.com
Website: www.kjmcfinserve.com
CIN: L67120MH1998PLC113888

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required under Section 102 Of the Companies Act, 2013 the following explanatory statement sets out the material facts relating to business mentioned in Item Nos 3 to 6 of the accompanying Notice:

ITEM NO. 3

Disclosure in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The members of the Company had approved the appointment of M/s. K. S. Aiyar & Co, Chartered Accountants, Mumbai (Firm Registration No. 100186W) as the Statutory Auditors of the Company for the term of 5 (five years) at the 16th AGM of the Company held on September 27, 2019 which is valid till 21st AGM i.e. the forthcoming AGM of the Company. It is therefore required to appoint statutory auditors at the forthcoming AGM of the Company.

At the Board meeting held on August 22, 2019, on the recommendation of Audit committee and in the best interest of the Company, it was proposed to appoint M/s V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) having requisite expertise and resources as new Statutory Auditors in place of retiring auditors. The Board recommends the appointment of M/s. V. P. Thacker & Co., Chartered Accountants as Statutory Auditors for a term of (3) three consecutive years i.e. from the conclusion of this AGM till the conclusion of 24th AGM for their approval.

M/s. V. P. Thacker & Co., Chartered Accountants is a well reputed Chartered Accountants firm, member of Crowe Global established as back in 1999 and its partners are associated with Crowe Global for over 36 years. The firm has diligently carried out various assignments including service audit, tax, corporate finance, risk and business process & advisory services for listed and privately owned companies, government companies, banks, mutual funds and global businesses.

M/s. V. P. Thacker & Co., Chartered Accountants have provided their consent and confirmed that their appointment, if made, would be within the limits specified under section 141(3) (g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The details of the proposed remuneration to be paid to M/s. V. P. Thacker & Co. Chartered Accountants for the financial year is ₹ 40,000/- as against ₹ 38,000/- paid to existing auditors.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Ordinary Resolution as set out at Item No.3 of the Notice.

The Board recommends the members to pass Resolution set out at Item No. 3 of the Notice as an Ordinary resolution.

ITEM NO. 4

In accordance with the provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013, re-appointment of

Mr. Girish Jain, Whole Time Director requires approval of the members Based on the recommendation of the Nomination and Remuneration Committee and after considering his performance, the Board of Directors at their meeting held on January 23, 2019 have approved the re-appointment of Mr. Girish Jain as Whole-time Director of the Company for a consecutive period of three years with effect from April 1, 2019 to March 31, 2022 as the tenure of Whole Time Directorship of Mr. Girish Jain has expired on March 31, 2019.

Further, in the meeting of the Nomination and Remuneration Committee held on May 22, 2019 has recommended change in the terms of remuneration, which is approved by the Board of Directors in their meeting held on same day, subject to the approval of the members at the ensuing Annual General Meeting by way of Special Resolution.

Information required to be given to members as per Schedule V of the Companies Act, 2013:

Information about the appointee

1. Nature of Industry (Merchant Banker)	Corporate Advisory Services
2. Date of expected date of commencement of commercial production	Not applicable



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KJMC CORPORATE ADVISORS (INDIA) LIMITED

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4. Financial performance based on given indicators financial year :-	As per the Audited Accounts of the Company for the following (₹ in “000”)		
	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
	Total Revenue	52,071	1,47,437
	Profit Before Tax	322	63,098
	Profit for the period	3710	44,380
5. Foreign Investments or collaborators, if any	Not applicable		
1 Background details	Mr. Girish Jain is B.E. (Electronic) and PGDBM (Finance) having vast experience in Corporate Finance, Merchant Banking and Capital Market and is in charge of the overall management of your Company Subject to the director's supervision and control of the Board of Directors of the Company. He is also the promoter of the Company and associated with the Company for more than a decade. He is also a Whole time Director of KJMC Capital Market Services Limited, Wholly owned Subsidiary of KJMC Corporate Advisors (India) Limited.		
2 Past remuneration	Remuneration of Mr. Girish Jain for the FY 2018-19 are as under:		
		KJMC Corporate Advisors (India) Limited	KJMC Capital Market Services Limited
	Salary	Rs. 2,00,000/- per month	Rs. 1,80,000/- per month
	Perquisites	Actual	Actual
3 Job profile	Mr. Girish Jain shall, subject to the directions, supervision and control of the Board of Directors of the Company, shall manage and conducts the business and affairs of your Company.		
4 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	The Remuneration of Mr. Girish Jain is fully justifiable and comparable to that prevailing in the industry keeping in view the profile of Whole time Director with his enriched knowledge and vast experience. He is looking after and responsible for the whole affairs of the Management of the Company and be accountable for the Board of Directors of the Company.		
5. Remuneration proposed	The proposed Remuneration of the appointee would comprise basic salary, perquisites as mentioned.		
6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the proposed remuneration payable to him, he does not have any other pecuniary relationship with the Company or with managerial personnel.		

Other information:

1. Reasons for inadequacy of profits	The company is exposed to specific risks that are peculiar to its business and the environment within which it operates including the economic cycle, market risk, etc. therefore, the profitability of the company varies accordingly.
2. Steps taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	Your directors expect better performance of the Company in the coming years.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that appointment of Mr. Girish Jain as a 'Whole Time Director' would be in the interest of your Company.

Mr. Girish Jain himself and his relative's viz. Mr. Inderchand Jain, Mr. Rajnesh Jain and Mrs. Shraddha Jain, Directors of the Company are concerned or interested in this Resolution.

Save and except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the members to pass the Resolution set out at Item No. 4 of the Notice as Special resolution

ITEM NO. 5

Mr. S. C. Aythura was appointed as Independent Director on the Board of the Company pursuant to Sections 149 and 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the erstwhile Clause 49 of the Listing Agreement with the stock exchange. He holds office as Independent Director of the Company up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Mr. S. C. Aythura has been associated with the Company since 2008. Mr. S C Aythura possesses appropriate skills, experience and knowledge. Considering his vast expertise, knowledge and his valuable contributions to the Company and based on the performance evaluation, Nomination and Remuneration Committee and the Board, at their meeting held on May 22, 2019, have recommended the re-appointment of Mr. S C Aythura as an Independent Director for a second term of 5 consecutive years with effect from 26th September 2019 to 25th September 2024.

Mr. S C Aythura is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. S C Aythura that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. S C Aythura, fulfils the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Brief profile of Mr. S C Aythura is mentioned in the notes to the Notice, pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except above, none of the Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the members to pass resolution set out at Item No. 5 of the Notice as Special Resolution.

ITEM NO. 6

Mr. Nitin Kulkarni was appointed as Independent Director on the Board of the Company pursuant to Sections 149 and 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the erstwhile Clause 49 of the Listing Agreement with the stock exchange. He holds office as Independent Director of the Company up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Mr. Nitin Kulkarni has been associated with the Company since 2008. Mr. Nitin Kulkarni possesses appropriate skills, experience and knowledge. Considering his vast expertise, knowledge and his valuable contributions to the Company and based on the performance evaluation, Nomination and Remuneration Committee and the Board, at their meeting held on May 22, 2019, have recommended the re-appointment of Mr. Nitin Kulkarni as an Independent Director for a second term of 5 consecutive years with effect from 26th September 2019 to 25th September 2024.

Mr. Nitin Kulkarni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Nitin Kulkarni that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Nitin Kulkarni, fulfils the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Brief profile of Mr. Nitin Kulkarni is mentioned in the notes to the Notice, pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except above, none of the Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the members to pass resolution set out at Item No. 6 of the Notice as Special Resolution..

**By Order of the Board of Directors
For KJMC Corporate Advisors (India) Ltd.**

**Bhavika Dalal
Company Secretary
ACS 55493**

Place: Mumbai
Date: August 22, 2019
Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.corporate@kjmc.com
Website: www.kjmcfinserve.com
CIN: L67120MH1998PLC113888