

KJMC CORPORATE ADVISORS (INDIA) LIMITED

**22nd
Annual Report
2019 - 2020**

BOARD OF DIRECTORS

Mr. Inderchand Jain
 Mr. Girish Jain
 Mr. Rajnesh Jain
 Mrs. Shraddha Jain
 Mr. Anil Sampat
 Mr. Nitin Kulkarni
 Mr. S. C. Aythora
 Mr. Vijay Joshi

Chairman
 Whole Time Director
 Director
 Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director

CHIEF FINANCIAL OFFICER

Mr. Kartik Konar

COMPANY SECRETARY

Ms. Bhavika Dalal

STATUTORY AUDITOR

M/s. V. P. Thacker & Co.,
 1105 Embassy Centre,
 Nariman Point,
 Mumbai-400021.

BANKERS

HDFC Bank Limited
 Union Bank of India
 ICICI Bank Limited

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited
 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@kjmc.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.

22ND ANNUAL GENERAL MEETING	
Date	: Thursday, December 24, 2020
Time	: 10.30 a.m.
Venue	: Kamalnayan Bajaj Hall,
	Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point,
	Mumbai - 400021

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NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of KJMC Corporate Advisors (India) Limited (CIN: L67120MH1998PLC113888) will be held on Thursday, December 24, 2020, at 10:30 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021 to transact the following businesses: -

ORDINARY BUSINESSES: -

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, 2020, and the Reports of the Board of Directors and Auditors thereon.
2. To consider re-appointment of Mr. Inderchand Jain (DIN: 00178901), Chairman & Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Inderchand Jain (DIN: 00178901), Chairman & Non-Executive Director, aged above 75 years who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESSES:-

3. To appoint Statutory Auditors to fill casual vacancy 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 (8) 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. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V P Thacker & Co., Chartered Accountants, (Firm Registration No. 118696W).;

RESOLVED FURTHER THAT M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from November 13, 2020, until the conclusion of this Annual General Meeting (22nd) of the Company, at such remuneration as may be mutually decided by the Board of Directors and Auditors”

4. 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, M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of Five (5) consecutive years, to hold office from the conclusion of 22nd Annual General Meeting until the conclusion of 27th Annual General Meeting of the Company to be held in the year 2025 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

RESOLVED FURTHER THAT any of the Board of Directors, be and are hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

5. To appoint Mr. Vijay Joshi (DIN: 00151550) as an Independent Director of the Company and in this regard, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”), Regulation 16(1)(b)&17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force), Mr. Vijay Joshi (DIN: 00151550), who was appointed as an Additional (Independent) Director of the Company with effect from September 15, 2020, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from September 15, 2020.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/ or key managerial personnel and/ or officers of the Company to take necessary actions on behalf of the Company in that regard.”

6. To increase the investment limits and in this regard, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (Act), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Act (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to (a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; (b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and (c) acquire by way of subscription,

purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 50 crores notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to invest in the Subsidiaries, Associates, Related Parties, whether Indian or overseas, give loans to them; provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company and/ or person authorized by the Board from time to time, be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

7. To borrow money in excess of the prescribed limit and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to mortgage, hypothecate, pledge, charge, encumber, transfer, sell, lease, assign, deliver or otherwise dispose off, in addition to the mortgage/charges created/ to be created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion think fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be, Company's assets and properties including stock in trade in respect of all such borrowings including any increase as a result of devaluation/ revaluation/ fluctuation in the rate of exchange and all other monies payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/ to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s), in favour of the Lenders including but not limited to bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons and/or such other parties, as may be required, to secure borrowings whether fund based or non fund based including term loan and working capital assistance obtained/to be obtained by the Company, and/or any of the Company's subsidiary/affiliate/associate company upto an aggregate amount not exceeding Rs. 50/- Crores (Rupees Fifty Crores only) or equivalent amount in foreign currency.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorised to execute such agreements, papers, deeds and other instruments or writings containing such conditions, covenants as it may think fit to give effect to this resolution.

RESOLVED FURTHER THAT Board be and is hereby severally authorised to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/whole time director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution."

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

**Bhavika Dalal
Company Secretary
ACS 55493**

Place: Mumbai

Date: November 13, 2020

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. 2 to 8 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. 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.
10. 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.

11. 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.
12. 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.
13. The Register of Members and Share Transfer Books will remain closed from Friday, December 18, 2020 to Thursday, December 24, 2020 (both days inclusive) for the purpose of AGM.
14. 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).
15. Members are requested to address all correspondence to the Registrar and Share Transfer Agent (RTA), Bigshare Services Private Limited, 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.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
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 Registrars 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, have been transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years are in the process for transfer to the IEPF as per Section 124 of the Act, and the applicable rules.
19. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

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 2019-20, the Notice of the 22nd 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). In view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated May 05, 2020 and subsequently SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company .
23. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Private Limited / Depository participants.
24. Members may also note that the Notice of the 22nd AGM, Attendance Slip, Proxy Form, Route Map, Ballot paper and the Annual Report, 2019-20 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. 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.
26. The remote e-voting period commences from Saturday, December 19, 2020 at 9.00 a.m. and ends on Wednesday, December 23, 2020 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on December 17, 2020 (cut-off date) may cast their vote electronically.
27. 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.
28. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on December 17, 2020, the cut off date.
29. 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.
30. 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.

31. 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.
32. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 22nd Annual General Meeting of the Company scheduled to be held on Thursday, December 24, 2020. 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 22nd Annual General Meeting of the Company and communicated to BSE Limited.
33. 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. Inderchand Jain

Name & Designation	Mr. Inderchand Jain, Non- Executive Director & Chairman		
Director Identification Number (DIN)	00178901		
Date of Birth	November 07, 1939		
Qualifications	FCA, B.Com		
Expertise in specific functional area	He is having over five decades of experience in Income Tax Counseling, Corporate Finance, Merchant Banking and Company Audit etc.		
Director of the Company since	March 3, 1998		
Number of Shares held in the Company as on March 31, 2020	1000 (0.03%)		
Disclosure of relationships between directors inter-se	Sr. No.	Name & Designation of Director	Relationship
	1.	Mr. Rajnesh Jain, Director	Son of Mr. Inderchand Jain
	2.	Mr. Girish Jain, Director	Son of Mr. Inderchand Jain
	3.	Mrs.. Shraddha Jain, Director	Son's Wife

Directorships/Committee Membership of Mr. Inderchand Jain in other companies:

Name of the Company (Directorship)	Committee Chairmanship/ Membership
KJMC Financial Services Limited (Listed Company)	1. Member - Audit Committee 2. Chairman - Share Transfer & Stakeholders Relationship Committee. 3. Chairman - Credit & Investment Committee.
KJMC Trading & Agency Limited	-
KJMC Realty Private Limited	-
KJMC e. Business Ventures Private Limited	-
Prathamesh Enterprises Private Limited	-

II) Mr. Vijay Joshi

Name & Designation	Mr. Vijay Joshi, Independent Director
Director Identification Number (DIN)	00151550
Date of Birth	January 7, 1963
Qualifications	ACS, BCOM
Expertise in specific functional area	Mr. Vijay Joshi is a 'Company Secretary' with over 25 years of rich and varied professional experience in the areas of Secretarial, Legal and Corporate Finance.
Director of the Company since	With effect from September 15, 2020 subject to approval of members at ensuing Annual General Meeting.
Number of Shares held in the Company as on March 31, 2020	Nil
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel

Directorships/Committee Membership of Mr. Vijay Joshi in other companies:

Name of the Company (Directorship)	Committee Chairmanship/ Membership
KJMC Financial Services Limited	-

34. The route map showing directions to reach the venue of the 22nd AGM is annexed.

35. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING:

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- Compulsory body temperature checks will be conducted on every attendee at the entrance of the AGM venue. Any person above specified body temperature may be denied entry into the AGM venue or be required to leave the AGM venue.
- The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.
- In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines issued by the Government of India the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted,

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:-

- The e-voting period begins from Saturday, December 19, 2020 at 9.00 a.m. and ends on Wednesday, December 23, 2020 at 5.00 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 December 17, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasius using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-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 Shareholders 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 "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 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". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote 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 onto 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:

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on Saturday, December 19, 2020 at 9.00 a.m. and ends on Wednesday, December 23, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date December 17, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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) Limited**

**Bhavika Dalal
Company Secretary
ACS 55493**

Place: Mumbai
Date: November 13, 2020
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. 2 to 8 of the accompanying Notice:

ITEM NO. 2

Mr. Inderchand Jain (DIN: 00178901), aged 81 years, is the Chairman and Non- Executive Director of the Company and pursuant to the Articles of Association, his office is subject to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as a Non-Executive Director of the Company.

Pursuant to the Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Companies are mandatorily required to pass a special resolution to continue the directorship of any person as Non-Executive Director of the listed company, who has attained the age of seventy- five years (75 Years). Accordingly his continuation as Non-Executive Director shall require approval of shareholders by way of special resolution.

At the 20th Annual General Meeting of the Company held on September 22, 2018, the members by passing Special Resolution, in terms of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) in past, have approved the continuation of tenure of directorship of Mr. Inderchand Jain as Non-Executive Director.

Accordingly his continuation as Non-Executive Director shall require approval of shareholders by way of special resolution.

Mr. Inderchand Jain (DIN: 00178901), has been serving as a Director of the Company since incorporation of the Company and is a promoter of the Company. It would be in the interest of the Company to continue to avail his services as a Non-Executive Director of the Company. A brief profile of Mr. Inderchand Jain as stipulated under Regulation 36(3) of Listing Regulations is given in this Notice.

Mr. Inderchand Jain (DIN: 00178901), himself and his relatives Mr. Rajnesh Jain, Mr. Girish Jain and Mrs. Shraddha Jain are interested in this resolution. Save and except above, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this Special resolution.

The Board recommends the Special Resolution as set out at Item No. 2 for approval by the members.

ITEM NO. 3 & 4

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

M/s V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) vide their letter dated November 13, 2020 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on November 13, 2020, on the recommendation of Audit committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, appointed M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), to hold office as the Statutory Auditors of the Company till the conclusion of 22nd AGM and to fill the casual vacancy caused by the resignation

of M/s. V. P. Thacker & Co., Chartered Accountants, subject to the approval by the members in ensuing Annual General Meeting of the Company, at a remuneration of Rs.40,000 as against Rs. 40,000/- paid to M/s. V. P. Thacker & Co., Chartered Accountants, resigning Auditors. Further, the Board also approved appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the 22nd AGM, till the conclusion of the 27th AGM to be held in year 2025. Accordingly, your board of directors also recommend passing of resolution for appointment of M/s. Batliboi & Purohit as Statutory Auditor of the Company for a period of 5 consecutive years.

M/s. Batliboi & Purohit, Chartered Accountants, is having requisite expertise and resources as Statutory Auditors. M/s. Batliboi and Purohit, Chartered Accountants is a well reputed Chartered Accountants firm established as back in 1907. The firm has diligently carried out various assignments from Public and Private sectors in the field of Statutory Audits, Concurrent Audits, Internal Audits, Dealing Room Audits, monitoring of finance, Stock and Receivables Audits, Investigative Audits etc.

M/s. Batliboi & Purohit., 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.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No.3 & 4 of the Notice.

The Board recommends the members to pass Resolution set out at Item No. 3 & 4 of the Notice as an Ordinary resolutions.

ITEM NO. 5

Pursuant to Section 161 of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Vijay Joshi (DIN: 00151550) as an Additional Independent Director of the Company at their meeting held on September 15, 2020. Mr. Vijay Joshi (DIN: 00151550) shall hold office for a term of 5 consecutive years with effect from September 15, 2020 as an Independent Director of the Company subject to the approval of the members at the Annual General Meeting.

The Company has received a notice in writing in accordance with provisions of Section 160(1) of the Act, from a Member, proposing his candidature for the office of Independent Director.

Mr. Vijay Joshi (DIN: 00151550) has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In accordance with the provisions of Sections 149 and 152 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Mr. Vijay Joshi (DIN: 00151550) possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vijay Joshi be appointed as an Independent Director of the Company.

Mr. Vijay Joshi (DIN: 00151550) 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. In the opinion of the Board, Mr. Vijay Joshi,