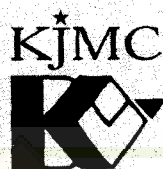


*Performing to Grow  
Growing to Excel*



**KJMC Financial Services Limited**

**21st Annual Report  
2008-2009**



KJMC Financial Services Limited

<b>BOARD OF DIRECTORS</b>	:	Mr. I. C. Jain Mr. R. R. Kumar Mr. Rajnesh Jain Mr. Girish Jain Mr. S. C. Aythora Mr. Nitin Kulkarni	<i>Chairman</i>
<b>AUDITORS</b>	:	Batliboi and Purohit Chartered Accountants National Insurance Building, 204, D. N. Road, Fort, Mumbai - 400 001.	
<b>ADVOCATES AND SOLICITORS</b>	:	Malvi Ranchoddas & Co. Yusuf Building, 3rd Floor, Mahatma Gandhi Road, Mumbai - 400 023.	
<b>BANKERS</b>	:	HDFC Bank Limited Union Bank of India	Citi Bank UCO Bank
<b>REGISTERED OFFICE</b>	:	168, Atlanta, 16th Floor, Nariman Point, Mumbai - 400 021. Tel. Nos. (022) - 4094 5500 (022) - 22832350 / 52 Fax No. 91-022 - 22852892 Website : www.kjmc.com	
<b>REGISTRAR &amp; TRANSFER AGENTS</b>	:	Bigshare Services Pvt. Ltd. E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400072 Tel. No. : 28470652/53 • Fax No. 28475207 E-mail : info@bigshareonline.com Counter Timings : 10.30 a.m. to 12.30 p.m. • 1.30 p.m. to 3.30 p.m.	
<b>GROUP BRANCH OFFICES</b>	:	<b>NEW DELHI</b> 221, Hans Bhavan Bahadur Shah Zafar Marg, New Delhi - 110 002.	<b>JAIPUR</b> 41, Jai Jawan Colony II Tonk Road, Durgapur, Jaipur - 302018.
		<b>AHMEDABAD</b> Broadway Business Centre, 1st Floor, Shahjanand Complex, C. G. Road, Ahmedabad 380 008.	

**TWENTYFIRST ANNUAL GENERAL MEETING**

**DATE** Saturday, 26th September, 2009  
**TIME** 3.30 P.M.  
**VENUE** S. K. SOMANI MEMORIAL HALL  
HINDI VIDYA BHAWAN  
79, MARINE DRIVE, 'F' ROAD,  
MUMBAI - 400020.

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## 21st Annual Report 2008-2009

**NOTICE**

Notice is hereby given that Twenty First Annual General Meeting of the Members of **KJMC Financial Services Limited** will be held on Saturday, 26<sup>th</sup> September, 2009 at 3.30 P.M. at S. K. Somani Memorial Hall, Hindi Vidya Bhawan, 79-Marine Drive, 'F' Road, Mumbai - 400 020, to transact the following business :-

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2009 and the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon .
2. To declare Dividend on 12% Non Cumulative Redeemable Preference Shares
3. To appoint a Director in place of Mr. Rajnesh Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Girish Jain, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to authorize Board of Directors to fix their remuneration.

**FOR KJMC FINANCIAL SERVICES LIMITED**

Place: Mumbai  
Date: 27<sup>th</sup> June, 2009

(I. C. JAIN)  
CHAIRMAN

**NOTES:**

- A) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company at 168, Atlanta, Nariman Point, Mumbai - 400021, not less than forty eight hours before the commencement of the meeting
- B) Members who hold Shares in dematerialized form are requested to bring their client ID and DP ID number for easy identification of attendance in the meeting.
- C) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19<sup>th</sup> September, 2009 to Saturday, 26<sup>th</sup> September, 2009 (both days inclusive) for the purpose of Annual General Meeting.
- D) As per the provisions of the Companies Act, 1956, facility for making nomination is available for shareholders in respect of their holdings. Nomination Form can be obtained from the Company's Registrar and Transfer Agents
- E) Information required to be furnished under the Listing Agreement :The information required to be provided under the listing agreement entered into with the stock exchange regarding the Directors who are proposed to be re-appointed at the Annual General Meeting is given hereunder :

1. Name & Designation	Mr. Rajnesh Jain, Director
Date of Birth	31 <sup>st</sup> January, 1967
Qualifications	B Com FCA
Expertise	Having vast experience in Corporate Finance, Merchant Banking and Capital Market
Director of the Company since	30/06/2001

The other Directorships / Committee Membership of Shri Rajnesh Jain are as follows:

Name of the Company	Committee Membership	Board Membership
KJMC Global Market (India) Limited		Executive Director
KJMC Technologies & Systems Ltd.		Director
Port City Infrastructure Development (India) Ltd.		Director
KJMC Shares & Securities Ltd.		Director
KJMC Capital Market Services Ltd.	Member of an Audit Committee	Director
KJMC Credit Marketing Limited		Director
KJMC Commodities Market India Ltd.		Director
Graham Firth Steel Products (India) Ltd.		Director
KJMC Golden Realty Pvt. Ltd.		Director
KJMC Realty Pvt. Ltd.		Director
Prathamesh Enterprises Pvt. Ltd.		Director

2. Name & Designation	Mr. Girish Jain, Director
Date of Birth	7 <sup>th</sup> May, 1971
Qualifications	B.E.(Electronics), MBA (Finance)
Expertise	He is having over 13 years of experience in Corporate Finance, Merchant Banking, Broking and Distribution.
Director of the Company since	21/09/1994

The other Directorships / Committee Membership of Shri Girish Jain are as follows:

Name of the Company	Committee Membership	Board Membership
KJMC Global Market (India) Limited	Member of Share Transfer Committee	Director
KJMC Capital Market Services Limited	Member of an Audit Committee	Executive Director
KJMC Shares and Securities Ltd		Director
KJMC Technologies and Systems Limited		Director
KJMC Asset Management Company Ltd.		Director
KJMC Credit Marketing Limited		Director
KJMC Commodities Market India Limited		Director
KJMC Platinum Builders Private Limited		Director
KJMC Golden Realty Private Limited		Director

F) Members are requested to:

- To bring their copy of the Annual Report at the meeting.
- Quote their Folio No./ Client ID No. in all correspondence with the Company.
- Notify immediately to the Company or Present R&T Agents viz Big Share Services Private Limited, any change in their address and their mandates, if any. Pin Code Nos. at the end of address should positively be mentioned in order to ensure that postal authorities deliver the envelopes easily and on time.
- Handover the enclosed attendance slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting hall.
- Any member requiring further information on accounts at the meeting is requested to address their queries in writing to the Company at least 10 days in advance from the date of the meeting so that the required information may be made readily available at the meeting.

For KJMC FINANCIAL SERVICES LIMITED

Place: Mumbai  
Date: 27<sup>th</sup> June, 2009

(I. C. JAIN)  
CHAIRMAN

**DIRECTORS' REPORT**

Members,

KJMC Financial Services Limited

Your Directors present the 21<sup>st</sup> Annual Report of the Company and the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2009.

**FINANCIAL RESULTS**

	Year ended 31 <sup>st</sup> March, 2009 (Rs. in lakhs)	Year ended 31 <sup>st</sup> March, 2008 (Rs. in lakhs)
Total Income	94.81	152.65
Total Expenditure	70.00	78.13
<b>Profit Before Depreciation and Tax</b>	<b>24.81</b>	<b>74.52</b>
Less : Depreciation	7.29	6.03
Provision for Tax (Current & Deferred)	(8.68)	(19.73)
<b>Profit / (Loss) After Tax</b>	<b>26.20</b>	<b>88.22</b>
Add : Prior period item (net)	(0.02)	(1.74)
Add : Surplus as per last account	69.18	-
<b>Disposible Profits</b>	<b>95.36</b>	<b>86.48</b>
Appropriations towards :		
Special Reserve	5.24	17.30
General Reserve	2.62	—
Dividend on 12% Redeemable Preference Shares	10.20	0.00
Tax on Preference Dividend	1.73	0.00
Surplus Balance carried to Balance Sheet	75.57	69.18

**PERFORMANCE REVIEW**

During the year under review, your Company earned the gross income of Rs. 94.81 Lakhs as against Rs. 152.65 Lakhs in the previous year. The total expenditure during the year under review was Rs. 70.00 Lakhs as against Rs. 78.13 Lakhs in the previous year. The Net Profit after tax was Rs. 26.20 Lakhs as against Rs. 88.22 Lakhs in the previous year. Considering expectation of the Country's faster revival in the economy and consequential positive capital market sentiment, your directors expect better performance of the Company in the coming years.

**DIVIDEND: -**

In order to conserve the financial resources of the Company for the better future growth, your directors do not recommend any dividend on Equity Shares for the year under review. Your Directors recommend Dividend of Rs. 12/- per share on 12% Non Cumulative Redeemable Preference Shares of Rs.100/- each.

**RBI PRUDENTIAL NORMS: -**

Since the Company does not accept and hold any public deposits, Non-Banking Financial Companies Prudential Norms (Reserve Bank of India) Directions, 1998 are not applicable to the Company in regard to capital adequacy.

**DIRECTORS: -**

Shri Rajnesh Jain and Shri Girish Jain, the Directors of the Company are retiring by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

**AUDITORS: -**

M/s. Baliboi & Purohit, Chartered Accountants, the Auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting. Your Company has received certificate from the Auditors u/s. 224(1B) of the Companies Act, 1956 to the effect that their reappointment, if made, will be within the limit prescribed. Members are requested to appoint Auditors and authorize the Board to fix their remuneration.

**FIXED DEPOSITS: -**

The Company has neither invited, nor accepted, nor renewed any fixed deposit from the public during the year and there was no outstanding deposit payable during the financial year ended 31<sup>st</sup> March, 2009.

**SUBSIDIARY COMPANIES: -**

The financial performance of the Company is presented in the standalone as well as consolidated statements. The accounts of the subsidiary companies for the year ended 31<sup>st</sup> March, 2009 are attached to the accounts of the company along with a statement in terms of section 212 of the Companies Act, 1956. The company is actively engaged in reviewing and re-organising its investments in Subsidiary Companies so as to channelise investments into those businesses which will contribute towards the future growth. During the year under review, your Company disposed off 100% of its holdings in KJMC Technologies & Systems Limited, Port City Infrastructure Development (India) Limited. Your Company also sold & transferred 50% of its holding in KJMC Capital Market Services Limited, KJMC Commodities Market India Limited and KJMC Credit Marketing Limited to KJMC Global Market (India) Limited after seeking necessary approvals wherever required. Consequently, these Companies have ceased to be the Company's Subsidiary.

**DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956.**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

1. In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial Year 31<sup>st</sup> March, 2009 and of the profit of the Company for that period ;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the annual accounts on a going concern basis.

**CORPORATE GOVERNANCE: -**

The Company has complied with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange. A separate section on Corporate Governance, along with a certificate from the Auditors for the compliance is annexed and forms part of this report.

**MANAGEMENT DISCUSSION AND ANALYSIS :**

A report on the Management Discussion and Analysis for the financial year under review is annexed and forms part of the report.

**LISTING OF SHARES: -**

Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE). Annual listing fees upto the year 2009-10 has been paid to the Bombay Stock Exchange Limited (BSE). The Company complied with the delisting formalities in respect of the other stock exchanges and consequently the Equity Shares of the Company were delisted from Jaipur Stock Exchange Limited, The Stock Exchange, Ahmedabad and Delhi Stock Exchange Association Limited. The delisting approval from Bhubaneswar and Calcutta Stock exchanges is awaited.

**PREFERENTIAL ALLOTMENT OF EQUITY SHARES**

During the year under review, the Company allotted 1,44,200 Equity Shares of Rs. 10/- each to 'I.C. Jain HUF', the person belonging to Promoter Group, consequent upon conversion of 1<sup>st</sup> tranche of warrants at a price of Rs. 23.19 (including premium of Rs. 13.19 per share) being the price determined in accordance with SEBI (Disclosure & Investor Protection ) Guidelines, 2000 on Preferential Issues and Listing Agreement. The proceeds of equity shares issued by company are being used for the purpose for which they were raised.

**PARTICULARS OF EMPLOYEES: -**

Since there are no employees falling within the purview of the provisions of Section 217(2A) of the Companies Act, 1956, no such details are required to be given.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

Since the Company is a Financial Services Company, the details required under Section 217(1)(e) of the Companies Act, 1956 are not applicable.

**FOREIGN EXCHANGE EARNINGS AND OUTGO: -**

There was no earnings in foreign exchange nor was there any outflow during the year under review.

**INSURANCE:-**

The Company's fixed assets as well as current assets have been adequately insured.

**ACKNOWLEDGMENTS:-**

The Directors wish to place on record their appreciation of the contribution made by the executives and employees at all levels for their dedication and commitment to the Company throughout the year.

Your Directors also appreciate with gratitude the continuous support of the Bankers, Clients and the Company's Shareholders.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : 27<sup>th</sup> June, 2009

(I.C. Jain)  
Chairman



**MANAGEMENT DISCUSSION & ANALYSIS****1. ECONOMIC ENVIRONMENT:-**

During the large part of the financial year 2008-09 the leading financial markets across the globe developed strains and remained subdued with the adverse outcome of sub prime crises. Following the financial meltdown, global economic growth slowed down considerably reflecting drop in economic activities.

Powered by the size of its domestic market, Indian economy exhibited resilience to the pull down pressure of the global financial meltdown. The financial market continued to function in orderly fashion despite paralytic symptoms visible across developed markets. However, the economic growth momentum slowed down and capital inflow thinned out leading to subdued capital market and erosion in overall business sentiment.

As per the revised estimates of the Central Statistical Organisation (CSO), growth momentum of the domestic economy is estimated to be 6.7% during 2008-09 as compared to 9.0% during 2007-08. When the global economy stumbled during the year, such a growth may be viewed with positive prospects. All the constituent sectors experienced reduced growth, where the downside is more prominent in case of agriculture and manufacturing sectors.

**2. BUSINESS AND INDUSTRY REVIEW:-**

KJMC has been involved in providing fund based financial services and funding solutions to the Indian Corporates, Institutions, SME's etc. Your company, along with its associates forms an integrated financial services group providing wide range of services to its clients. The organization structure is designed to be flexible and customer focused to ensure effective control, supervision and consistency in standards across the organization.

Though market conditions would remain under pressure and volatile, growth of the economy is expected to remain above 5.5% during FY 2009-10. Such growth momentum and the revival plan would bestow sufficient platform to financial services companies to enlarge their business level. Your Company is currently well poised to play a larger role in the growth story of the economy and optimize its performance by leveraging the investments that have been made in the past and which are likely to have positive impact on the bottom line of your Company in the coming years.

Your company plans to step up its presence in areas such as bills discounting, securitization of rent receivables, loan against shares, Margin funding, Promoter funding etc. to meet the needs of its customers. Your company is making investments in infrastructure & technology to meet the demands of a growing business. Your Company is in the process of tying up debt financing for growing this business.

**3. FINANCIAL REVIEW**

During the year under review, your Company earned the gross income of Rs. 94.81 Lakhs as against Rs. 152.65 Lakhs in the previous year. The total expenditure during the year under review was Rs. 70.00 Lakhs as against Rs. 78.13 Lakhs in the previous year. The Net Profit after tax was Rs. 26.20 Lakhs as against Rs. 88.22 Lakhs in the previous year. Considering expectation of the Country's faster revival in the economy and consequential positive capital market sentiment, your directors expect better performance of the Company in the coming years.

**4. BUSINESS OUTLOOK**

The Indian economy is likely to continue to see further pressure in the year ahead. Growth is likely to slowdown further from 6.7% in the year ending March 31, 2009 to around 5.8% next year as industrial growth continues to decelerate. Investment momentum is likely to remain subdued amidst flat local demand even as accommodative monetary policy alongside receding inflationary risks, provide some support to growth. Demand for credit is unlikely to recover till domestic growth conditions improve. However, India will remain one of the fastest growing economy in the world and if risk appetite and global stability were to stage a comeback by the end of 2009-10, India will remain an attractive foreign investment destination. Your Company will increase its product base as far as raising resources and deploying them in sale and profitable manner. As far as Subsidiary Companies are concerned, your Company is working on plans to activate / expand them including looking for tie-ups / associations / joint ventures for fast-paced the business plans.

**5. RISKS AND CONCERNS**

The Company is exposed to specific risks that are particular to its business and the environment within which it operates including economic cycle, market risks etc. The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk practices. Being engaged in the business in a highly regulated industry; we are presented with risk containment measures in the very regulations. The company's business could potentially be affected by the following factors:-

- Impact of markets on our revenues and investments, sustainability of the business across cycles
- Sharp movement in prevailing interest rates in the market.
- Risk that a client will fail to deliver as per the terms of a contract with us or apother party at the time of settlement.
- Risk due to uncertainty of a counterparty's ability to meet its financial obligations to us.
- Inability to conduct business and service clients in the event of a contingency such as a natural calamity breakdown of infrastructure, etc.

**6. OPPORTUNITIES AND THREATS****Opportunities :**

- > Being a part of India's growth story
- > Utilize technology to provide solutions to customers
- > Low retail penetration of financial services

**Threats :**

- > Competition from established companies and new entrants
- > Execution risk
- > Volatile environment
- > Attrition and retention of human capital
- > Regulatory changes

**7. ADEQUACY OF INTERNAL CONTROLS:-**

Your Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transaction are authorised, recorded and reported correctly. The Company has an extensive system of internal control which ensures optimal utilisation and protection of resources, its security, accurate reporting of financial transactions and compliances of applicable laws and regulations as also internal policies and procedures.

**8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES**

During the year under review your company continued to lay great emphasis on human resources development to make its employees attain high standards in efficiency and productivity. It is our endeavour to create an environment where people can use all of their capabilities in support of the business. Therefore, your company encourages its employees to balance their work and personal responsibilities.

**REPORT ON CORPORATE GOVERNANCE FOR THE F.Y. 2008-2009****PHILOSOPHY OF CORPORATE GOVERNANCE**

Companies stand to gain immensely in the long run by adopting systems that increase accountability, transparency and fairness.

Your Company is committed to upholding the highest standards of Corporate Governance in its operations. The policies and practices are not only in line with the statutory requirement, but also reflect your Company's commitment to operate in the best interest of its stake holders. The responsibility for maintaining high standards of governance lies with your Company's Board of Directors and various Committee of the Board, which are empowered to monitor implementation of the best Corporate Governance practices including making necessary disclosures within the framework of legal and regulatory provisions and Company conventions besides its employees.

In this direction, your Company is committed to ensure that the Company's Board of Directors continued to be constituted as per the prescribed norms, meets regularly as per the prescribed frequency, provides effective leadership, exercises control over the management, monitors executive performance and makes appropriate disclosures. In addition, establishment of a framework of strategic control and continuous reviewing of its efficacy and establishment of clearly documented and transparent management processes for policy development, implementation and review, decision making, monitoring control and reporting are the other policy directives. Your Company provides free access to the Board of all relevant information, advices and resources to enable it to carry out its role effectively. In addition, the Company has appointed Compliance / Nodal officer for matters relating to RBI & Companies Act, etc.

Pursuant to Clause 49 of the Listing Agreement, your Company has complied fully with all the mandatory requirements of the Corporate Governance in all material aspects. As required by the Listing Agreement, a report on Corporate Governance is given below:

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Your Company is committed to bring about the good corporate governance practice. The Company has laid emphasis on cardinal values of fairness, transparency, accountability and equity, in all its operations, and in its interactions with stakeholders including shareholders, employees, the government and the lenders, thereby enhancing the shareholders' value and protecting the interest of shareholders.

**2. BOARD OF DIRECTORS:**

The Company has a Non - Executive Chairman and the number of Independent Directors is one half of the total number of Directors. During the Financial Year 2008-2009, Six Meetings of the Board of Directors were held on 30<sup>th</sup> June 2008, 31<sup>st</sup> July, 2008, 27<sup>th</sup> September 2008, 25<sup>th</sup> October 2008, 31<sup>st</sup> January 2009 and 21<sup>st</sup> March 2009.

The particulars of Directors as on 31<sup>st</sup> March, 2009 are as follows:

Sr.No	Director	Category of Directorship	No. of BM attended		No. of Other Directorships held	Committee Membership(s)	
			attended	Last AGM attended		Chairman	Member
1	Mr. I. C. Jain	Chairman Non- Executive	5	No	7	1	3
2	Mr. R. R. Kumar	Non-Executive & Independent	6	Yes	6	3	3
3	Mr. Girish Jain	Non-Executive	6	Yes	9	1	4
4	Mr. Rajnesh Jain	Non-Executive	6	Yes	11	1	1
5	Mr. S.C. Aythora	Non-Executive & Independent	6	Yes	15	2	1
6	Mr. Nitin Kulkarni	Non-Executive & Independent	5	Yes	1		2



## KJMC Financial Services Limited

None of the Directors hold directorship in more than 15 companies, membership in committees of Board in more than 10 companies and chairmanship of committee of Board of more than 5 committees.

### Board Procedures

The Agenda is circulated well in advance for the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Annexure IA to clause 49 of the Listing Agreement, the Board is also kept informed of major events/items and approvals taken wherever necessary. At the Board meetings, the Board is apprised of the overall performance of the Company.

### 3. AUDIT COMMITTEE:

#### (a) Terms of Reference:

The terms of reference and powers of the Audit Committee are as per Clause 49 of the Listing Agreement and also as per Section 292A of the Companies Act, 1956. The functions of the Audit Committee are as per provisions of Company Law and Listing Agreement with the Stock Exchange. These include review of accounting and financial policies and procedures, review of financial reporting system, internal control procedures and risk management policies. The Audit Committee discusses the Company's accounts before these are placed before the Board of Directors and also takes an overview of the company's financial reporting process. The Committee met four times during the year on 30<sup>th</sup> June 2008, 31<sup>st</sup> July 2008, 25<sup>th</sup> October 2008 and 31<sup>st</sup> January 2009.

#### (b) Composition:

The Audit Committee consists of the following Directors:

Name of Director	Executive/Non-Executive /Independent	No. of meetings attended
Mr. I. C. Jain	Non Executive	4
Mr. S. C. Aythora	Chairman of the Committee and Independent Director	4
Mr. Nitin Kulkarni	Independent Director	2

### 4. REMUNERATION COMMITTEE:

#### (a) Terms of Reference:

The Remuneration Committee was formed by the Board of Directors at their meeting held on July 7, 2007. The terms of reference of the Committee is to review and recommend compensation payable to the Executive Directors and also to formulate and administer Employees Stock Option Scheme, including the review and grant of options to eligible employees under the scheme. The Committee also ensures the Compensation Policy of the Company and Performance Oriented Scheme for Senior Managers. The overall function of the Committee consists of the following:

- ◆ Assist the Board of Directors in ensuring that affordable, fair and effective compensation policies are implemented.
- ◆ Approve and make recommendations to the Board in respect of Directors' fees, Salary Structure and actual compensation (inclusive of Performance based incentives and benefits) of the Executive Director(s).
- ◆ Review and approve the overall budgetary increment proposals for annual increase of compensation and benefits for the employees.
- ◆ Review and approve the change in terms and conditions of the ESOP.
- ◆ Review and approve the criteria for selection and appointment of Non-Executive Directors.

#### (b) Composition:

The Remuneration Committee consists of the following Directors:

Name of Director	Executive/Non-Executive/Independent
Mr. S. C. Aythora	Chairman of the Committee and Independent Director
Mr. R. R. Kumar	Independent Director
Mr. Girish Jain	Non-Executive Director

The Remuneration Committee met once a year on 31<sup>st</sup> July, 2008.

### 5. SHARE TRANSFER / INVESTOR GRIEVANCE COMMITTEE:

#### (a) Terms of Reference:

The role and functions of the Share Transfer / Investor's Grievances Committee are the effective redressal of the Complaints of the Shareholders regarding dematerialization, transfer, non-receipt of balance sheet/ dividend/interest etc. The Committee oversees the steps to be taken for further value addition in the quality of service to the investors.

#### 6. Composition:

Pursuant to Clause 49 of the Listing Agreement, the Company is required to have Share Transfer / Investor Grievance Committee. Accordingly, the Board of Directors formed a Share Transfer / Investor Grievance Committee, consisting of following Directors:

- Mr. Girish Jain - Chairman
- Mr. Inderchand Jain - Member
- Mr. Rajnesh Jain - Member

During the year, the Company received 2 complaints and all were resolved within the stipulated time to the satisfaction of the shareholders / investors. As on 31<sup>st</sup> March, 2009, no transfer was pending. The Board has delegated the powers to approve transfer of securities allotted by the Company to this Committee. The Committee held 15 meetings during the year and approved the transfer of shares lodged with the Company and attended the investor's queries & complaints.

### 7. GENERAL BODY MEETINGS:

The particulars of Annual General Meetings and Extra Ordinary General Meeting of the Company held in last three years are as under:

Year	AGM/EGM	Location	Date	Time
2006	AGM	S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 'F' Road, Marine Lines, Mumbai.	27/9/2006	4.00 P.M.
2007	AGM	S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 'F' Road, Marine Lines, Mumbai	29/09/2007	4.30 P.M.
2007	EGM	M. C. Ghia Hall, Bhogilal Hargovindas Building, 2 <sup>nd</sup> Floor, 18/20 Kaikhushru Dubash Marg, Kalaghodha, Mumbai - 400001	08/12/2007	11.30 A.M.
2008	AGM	S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 'F' Road, Marine Lines, Mumbai	27/09/2008	3.30 P.M.

No Special Resolution was put through Postal Ballot last year nor proposed at the ensuing Annual General Meeting.

### 8. CODE OF CONDUCT

The code of conduct for the Directors and the Employees of the Company has been laid down by the Board and it is internally circulated and necessary declaration has been obtained.

### 9. DISCLOSURES:

Regarding, related party transactions i.e. transactions of the Company with its Promoters, Directors or Management, their subsidiaries or relatives, not conflicting with Company's interest, the details of which have been shown in Schedule - 16 Notes to Accounts to the Annual Accounts for the year ended 31<sup>st</sup> March 2009. No penalties, strictures have been imposed on the Company by Stock Exchanges or SEBI, on any matter related to capital market, during the last three years.

### 10. MEANS OF COMMUNICATION:

The Company publishes its quarterly, half yearly, financial results in national and regional newspapers. The Company also sends the financial results to the Stock Exchanges immediately after its approval by the Board. The Company has not sent half yearly report to the shareholders. No presentations were made to the Institutional Investor's or analysts during the year under review. The Management Discussions and Analysis (MD&A) Report is annexed and forms part of this Report.

### GENERAL SHAREHOLDER'S INFORMATION:

#### 1. Annual General Meeting scheduled to be held:

Date : Saturday, 26<sup>th</sup> September, 2009  
Time : 3.30 P.M.  
Venue : S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 'F' Road, Marine Lines, Mumbai - 400 020.

#### 2. Book Closure:

Saturday, 19<sup>th</sup> September, 2009 to Saturday, 26<sup>th</sup> September, 2009 (both days inclusive).

#### 3. Financial Calendar (tentative):

Financial Reporting for the Financial Year 2009-10	Tentative month of reporting
Unaudited Financial Results for the quarter ending 30 <sup>th</sup> June, 2009	July, 2009
Unaudited Financial Results for the half year ending 30 <sup>th</sup> September, 2009	October, 2009
Unaudited Financial Results for the quarter ending 31 <sup>st</sup> December, 2009	January, 2010
Audited Financial Results for the year ending 31 <sup>st</sup> March, 2010	June, 2010

#### 4. Listing of Equity Shares on Stock Exchanges :

- Equity Shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai (BSE). Annual listing fees for the year 2009-10 has been paid to the Bombay Stock Exchange Limited, Mumbai (BSE).
- The Company complied with the delisting formalities with other stock exchanges and consequently the Company got its shares delisted from Jaipur Stock Exchange Limited, The Stock Exchange, Ahmedabad and The Delhi Stock Exchange Association Limited. The delisting approval from Bhubaneswar and Calcutta Stock exchanges is awaited.

# 21st Annual Report 2008-2009

5. **Stock Code:**  
(i) Bombay Stock Exchange Limited, Mumbai (BSE): B - 530235  
(ii) ISIN - INE533C01018
6. **Stock Price Data:**  
Month wise high and low price of the Company's Shares at Bombay Stock Exchange Limited (BSE) from April, 2008 to March, 2009

Month	Bombay Stock Exchange Limited (BSE)	
	High(Rs.)	Low(Rs.)
April 2008	31.80	24.50
May 2008	45.70	31.50
June 2008	46.00	41.50
July 2008	44.95	29.50
August 2008	36.70	34.90
September 2008	39.75	36.20
October 2008	37.90	36.25
November 2008	34.45	30.90
December 2008	No trading	No trading
January 2009	30.00	30.00
February 2009	29.90	24.75
March 2009	23.75	16.50

7. **Compliance Officer:**  
**Mr. Anand Kumar**  
168, Atlanta, 16<sup>th</sup> Floor, Nariman Point, Mumbai - 400 021.  
Ph: 022- 22885201, email: cosec@kjmc.com
8. **Address For Correspondence:**  
Shareholders can correspond to :  
Secretarial Department: 168, Atlanta, 16<sup>th</sup> Floor, Nariman Point, Mumbai - 400 021.  
Or  
**Bigshare Services Pvt. Ltd.,** E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400072, Tel.No.022-28470652/53, Fax No. 022-28475207, email id: info@bigshareonline.com.  
Shareholders holding shares in electronic mode should address their Correspondence to their respective Depository Participants. The company also has designated email id: investor.finance@kjmc.com where shareholders can correspond with the company.
9. **Share Transfer System**  
Shares sent for transfer in physical form to R&T Agents, are registered and returned within a period of 30 days from the date of receipt, if the documents are in order. The Share Transfer Committee meets generally on a fortnightly basis to consider the transfer proposals. All requests for dematerialisation of shares are processed by R&T Agent within 15 days.
10. **Dematerialisation of Shares**  
Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 29<sup>th</sup> January 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on 31<sup>st</sup> March 2009, out of total Equity Capital 30,59,440 Equity Shares, 25,93,374 Equity Shares representing 84.77 % of the total Equity Shares are held in dematerialised form with NSDL and CDSL. Transfer cum demat facility is available to all Shareholders of the Company, who request for such facility.

## 11. Distribution of Shareholding as on 31<sup>st</sup> March, 2009

Range in rupees	Number of Shareholders	% of Total Holders
Upto 5000	3,821	96.46
5001 to 10000	47	1.19
10001 to 20000	27	0.68
20001 to 30000	13	0.33
30001 to 40000	8	0.20
40001 to 50000	12	0.30
50001 to 100000	9	0.23
100001 and above	24	0.61
<b>TOTAL.....</b>	<b>3,961</b>	<b>100</b>

## 12. Shareholding Pattern as on 31<sup>st</sup> March, 2009

Cat. Code	Category of Shareholder	Total No. of Shares held	%Shareholding
A	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals / Hindu Undivided Family	1505554	49.21
(b)	Central Govt. / State Govts.	0	0
(c)	Bodies Corporate	0	0
(d)	Financial Institutions / Banks	0	0
(e)	Any other	0	0
	<b>Sub Total - A(1)</b>	<b>1505554</b>	<b>49.21</b>
2	Foreign	0	0
(a)	Non-Resident Individuals / Foreign Individuals	0	0
(b)	Bodies Corporate	0	0
(c)	Institutions	0	0
(d)	Any other	0	0

	<b>Sub Total A(2)</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter Group</b>	<b>1505554</b>	<b>49.21</b>
(B)	<b>Public Shareholding</b>		
1	Institutions	0	0
(a)	Mutual Funds / UTI	0	0
(b)	Financial Institutions / Banks	65400	2.14
(c)	Central Govt. / State Govt.	7050	0.23
(d)	Venture Capital Funds	0	0
(e)	Insurance Companies	0	0
(f)	Foreign Institutional Investors	0	0
(g)	Foreign Venture Capital Investors	0	0
(h)	Any other	0	0
(h1)	<b>NRI Banks</b>	<b>0</b>	<b>0</b>
	<b>Sub Total B(1)</b>	<b>72450</b>	<b>2.37</b>
2	<b>Non Institutions</b>		
(a)	Bodies Corporate / Trust	588737	19.24
(b1)	Individuals-shareholders holding normal Share Capital up to Rs. 1 Lac	511499	16.72
(b2)	Individuals-shareholders holding normal Share Capital in excess of Rs. 1 Lac	377461	12.34
(c)	Any other	0	0
(c1)	Clearing Member	0	0.00
(c2)	NRI	3739	0.12
(c3)	OCB's	0	0
	<b>Sub Total B(2)</b>	<b>1481436</b>	<b>48.42</b>
	<b>Total Public Shareholding B(1) + B(2)</b>	<b>1553886</b>	<b>50.79</b>
	<b>Total (A) + (B)</b>	<b>3059440</b>	<b>100</b>
C	Shares held by Custodians and against which Depository receipts have been issued	0	0
	<b>Grand Total</b>	<b>3059440</b>	<b>100</b>

Note: The total foreign shareholding as on 31<sup>st</sup> March, 2009, is 3739 shares, which in percentage terms is 0.12% of the issued and subscribed capital.

## OTHER INFORMATION

### Code of conduct for Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended (the Regulations), the Board of Directors of the Company adopted the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (the Code) to be followed by Directors, Officers and other Employees. The code is based on the principle that Directors, Officers and Employees of KJMC Financial Services Limited owe a fiduciary duty to, among others, the shareholders of the company to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the company to enable them to take informed investment decision with regard to the Company's Securities.

### Declaration regarding affirmation and Compliance of Code of Conduct

This is to confirm that the Company has adopted the code of conduct for its Board Members and for the Senior Management Personnel of the Company. The Company has obtained affirmation as to Compliance of the Code of Conduct from all the Board Members and all the Senior Management Personnel of the Company on an Annual basis. This is a declaration as required under clause 49 I(D)(ii) of the Listing Agreement entered with the Stock Exchange.

(I. C. JAIN)  
CHAIRMAN

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of KJMC Financial Services Limited

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to the compliance of conditions of Corporate Governance by KJMC Financial Services Limited for the year ended on 31<sup>st</sup> March, 2009 as stipulated with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was conducted in the manner described in the Guidance on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2009, no investor grievances are pending against the company as per the records maintained by the company and presented to the Investors / Shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

**For BATLIBOI & PUROHIT**  
Chartered Accountants

**R. D. Hangekar**  
Partner  
(Membership No. 30615)

Place : Mumbai  
Date : 27 June, 2009





KJMC Financial Services Limited

**AUDITOR'S REPORT**

To the members of

KJMC Financial Services Limited

1. We have audited the attached Balance Sheet of KJMC Financial Services Limited ("the company") as at 31<sup>st</sup> March, 2009 and the Profit and Loss Account and Cash Flow Statement for the year ended on that date, annexed thereto (all together referred to as 'the Financial Statements'). These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003-(the Order), as amended, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
  - e) On the basis of the written representations received by the Company from its Directors, none of the directors are disqualified as on the balance sheet date from being appointed as a director in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956;
  - f) In our opinion, and to the best of our information and according to the explanations given to us, the financial statements read with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
    - i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
    - ii) in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
    - iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For BATLIBOI & PUROHIT  
Chartered Accountants

(R.D. Hangekar)  
Partner

Membership No: 30615

Place : Mumbai  
Date : 27.06.2009

**Annexure to the Auditor's Report**

(Referred to in paragraph 3 of our report of even date to the members of KJMC Financial Services Limited on the financial statements for the year ended on March 31, 2009)

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
- b) According to the information and explanations given to us, the management conducted physical verification of fixed assets as at the year end, and no material discrepancies were noticed on such verification. In our opinion, having regard to the size of the Company and the nature of its business, the frequency of verification is reasonable.
- c) The Company has not disposed off any substantial part of fixed assets during the year, accordingly, the assumption of the going concern being affected, does not arise.
- ii) a) As the Company held its inventory in dematerialized form during the year, we have no comments to offer on conduct of physical verification and the adequacy of physical verification procedures. In respect of the inventory held in dematerialized form, the Company has received written confirmations from depositories for quantities held at the balance sheet date, and no discrepancies are noticed with respect to the book records maintained.
- b) In our opinion, and on the basis of the records examined by us, and information and explanations given to us, the Company has maintained proper records of inventory.
- iii) a) According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the register maintained under Section 801 of the Companies Act, 1956. Accordingly, sub-clauses (b), (c) and (d) of clause (iii) of paragraph 4 of the said Order, are not applicable.

- b) According to the information and explanations given to us, the Company has not taken any loans from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, sub-clauses (f) and (g) of clause (iii) of paragraph 4 of the said Order, are not applicable.
- iv) In our opinion, the Company has an adequate internal control procedure commensurate with the size of the company and nature of its business for the purchase of inventory and fixed assets and sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- v) a) To the best of our knowledge and belief, and according to the information and explanations given to us, we are of the opinion that particulars of contracts and arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
- b) In our opinion, and according to the information and explanations given to us, in respect of transactions during the year, made pursuant to contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees five hundred thousand in respect of each party, except for certain transactions where there are no comparable transactions with other parties or where prevailing market prices are not available as the services are of specialized nature, transactions have been made at prices which are reasonable having regard to prevailing market prices.
- vi) The Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Sections 58A, 58AA or any other relevant provisions of the Act, or the rules framed there under, are applicable.
- vii) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and the nature of its business.
- viii) The Central Government has not prescribed maintenance of cost records under clause (d) of subsection (1) of Section 209 of the Companies Act, 1956 for any of the activities of the Company.
- ix) a) According to the information and explanations given to us, during the year under report, the Company was generally regular in depositing undisputed statutory dues including Provident fund, Income-tax, service-tax and other material statutory dues with the appropriate authorities. We are informed that the provisions of Employees State Insurance Act are not applicable to the Company during the year under report.
- b) According to the information and explanations given to us there are no undisputed amounts payable in respect of income tax, wealth tax, and service tax, sales tax, customs duty, excise duty and cess which remained unpaid as at the balance sheet date for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of income-tax, sales tax, wealth tax, service tax, customs duty, cess which have not been deposited on account of any dispute.
- x) The company does not have any accumulated losses at the balance sheet date. The Company did not incur cash losses for the year under report, and in the immediately preceding financial year.
- xi) On the basis of our examination and according to the information and explanations given to us, the Company has not defaulted in repayment of the dues to banks. The Company did not have any loans from financial institutions and also did not have any debentures outstanding during the year under report.
- xii) According to the information and explanations given to us, during the year under report, the Company did not grant any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- xiii) In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society to which the provisions of any special statute apply accordingly, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- xiv) On the basis of our examination of books and records of the Company, and according to the information and explanations given to us, in our opinion, the Company has maintained proper records of transactions and contracts entered into, in which entries were made on a timely basis. As at the balance sheet date the shares, securities and other investments were held in the Company's own name.
- xv) The company has given guarantees for loans taken by others from banks and financial institutions. According to the information and explanation given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- xvi) The Company did not have any term loans outstanding during the year under report; accordingly, the provisions of clause (xvi) of paragraph 4 of the Order are not applicable.
- xvii) In our opinion, and according to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, we report that prima facie, no funds raised on short term basis have been used for long-term investment.
- xviii) During the year under report, the Company has made preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956. In our opinion, each of the transactions has been made at price; which are not prejudicial to the interest of the company; as the same has been determined in accordance with the SEBI (Disclosure and Investor Protection Guidelines), 2000.
- xix) The Company did not have any debentures outstanding during the year under report; accordingly, the question of creating security in respect of debentures, does not arise.
- xx) The Company did not have any public issue; accordingly, the question of commenting on end-use of moneys raised, does not arise.
- xxi) To the best of our knowledge and belief, and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the course of our audit.

For Batliboi & Purohit  
Chartered Accountants

Place: Mumbai  
Dated: 27.06.2009

(R.D. Hangekar)  
Partner  
Membership No. 30615



## 21st Annual Report 2008-2009

**BALANCE SHEET AS AT 31ST MARCH, 2009**

	Schedules	As on 31.03.2009 (Rs.)	As on 31.03.2008 (Rs.)
<b><u>SOURCES OF FUNDS :</u></b>			
(1) <i>Shareholders' Funds</i>			
(a) Capital	1	39,094,400	37,652,400
(b) Reserves and Surplus	2	63,125,844	59,799,165
(c) Share Warrants (Pending Allotment)		177,016	511,560
(2) <i>Loan Funds</i>			
(a) Secured Loans	3	2,487,285	10,749,595
(b) Unsecured Loans	4	33,203,381	85,063,395
Deferred Tax Liabilities		-	1,066,514
<b>TOTAL</b>		<b>138,087,926</b>	<b>194,842,629</b>
<b><u>APPLICATION OF FUNDS:</u></b>			
(1) <i>Fixed Assets</i>	5		
a) Gross Block		20,165,170	20,009,124
b) Less: Depreciation		12,955,403	12,226,508
c) Net Block		<b>7,209,767</b>	<b>7,782,616</b>
(2) <i>Investments</i>	6	203,356,145	257,477,730
(3) <i>Current assets , loans and advances</i>			
a) Inventories		3	146,591
b) Sundry debtors	7	8,570,160	10,002,144
c) Cash and bank balances		715,764	1,396,354
d) Loans and advances	8	3,706,220	7,269,811
		<b>12,992,147</b>	<b>18,814,900</b>
<b>Less : Current Liabilities and Provisions</b>			
a) Liabilities	9	85,263,224	88,488,711
b) Provisions	10	206,909	743,906
		<b>85,470,133</b>	<b>89,232,617</b>
<b>Net Current Assets</b>		<b>(72,477,986)</b>	<b>(70,417,717)</b>
<b>TOTAL</b>		<b>138,087,926</b>	<b>194,842,629</b>
SIGNIFICANT ACCOUNTING POLICIES	15		
NOTES FORMING PART OF THE ACCOUNTS	16		

As per our report of even date attached

For and on behalf of the Board of Directors

**For BATLIBOI & PUROHIT**

Chartered Accountants

**R D HANGEKAR**

Partner

Membership No.30615

Place : Mumbai

Date 27th June 2009

**RAJNESH JAIN**

Director

**GIRISH JAIN**

Director

Place : Mumbai

Date 27th June 2009

KJMC



KJMC Financial Services Limited

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

Schedules	For the year ended 31.03.2009 (Rs.)	For the year ended 31.03.2008 (Rs.)
<b>INCOME:</b>		
Professional Fees and Other Income [TDS Rs. NIL (Rs.NIL)] 11	686,806	8,385,525
Interest Income [TDS Rs.NIL (Rs.7375/-) ]	18,873	547,600
Sale of Shares	-	133,466
Profit on Sale of Investments	8,612,374	6,031,285
Trading Profit on shares	162,858	13,165
Profit on Sale of Asset	-	7,288
Closing Stock	3	146,591
Total (A)	<u>9,480,914</u>	<u>15,264,920</u>
<b>EXPENDITURE :</b>		
Opening Stock	146,591	374,329
Salaries and Allowances 12	1,317,499	1,352,242
Operating and Other Administration Expenses 13	1,470,011	3,783,682
Financial Charges 14	922,027	354,991
Loss on Derivatives	2,467,767	1,941,475
Dimunition in value of Investments	249,999	-
Debts written off	425,693	6,520
Total (B)	<u>6,999,588</u>	<u>7,813,239</u>
Profit before depreciation and Tax (A-B)	<u>2,481,327</u>	<u>7,451,681</u>
Depreciation	728,895	603,102
Profit before taxation	<u>1,752,431</u>	<u>6,848,579</u>
Less : Provision for Taxation — Current	145,000	700,000
— Fringe Benefit Tax	53,350	38,906
— Deferred Tax / (Asset)	(1,066,514)	(2,711,731)
<b>Profit After Taxes</b>	<u>2,620,595</u>	<u>8,821,404</u>
Add : Prior Period Income / (Expenses)	(2,565)	(173,906)
Add : Surplus as per last account	<u>6,917,998</u>	<u>-</u>
	<u>9,536,028</u>	<u>8,647,498</u>
<b>Appropriations :</b>		
Special Reserve	524,119	1,729,500
General Reserve	262,060	-
Redeemable Preference shares- Dividend	1,020,000	-
Tax on Dividend	173,349	-
<b>Surplus - Balance Carried to Balance Sheet</b>	<u>7,556,500</u>	<u>6,917,998</u>
<b>EARNING PER EQUITY SHARES (Point 10 Schedule 17)</b>		
(a) Basic Rupees	0.49	2.56
(b) Diluted Rupees	0.48	2.38
SIGNIFICANT ACCOUNTING POLICIES 15		
NOTES FORMING PART OF THE ACCOUNTS 16		
As per our report of even date attached <b>For BATLIBOI &amp; PUROHIT</b> Chartered Accountants <b>R D HANGEKAR</b> Partner Membership No.30615 Place : Mumbai Date 27th June 2009	For and on behalf of the Board of Directors  <b>RAJNESH JAIN</b> Director  <b>GIRISH JAIN</b> Director  Place : Mumbai Date 27th June 2009	