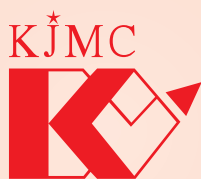


*Performing to Grow
Growing to Excel*



KJMC Financial Services Limited

**22nd Annual Report
2009-2010**



| | | | |
|--|---|--|--|
| BOARD OF DIRECTORS | : | Mr. I.C. Jain Mr. R. R. Kumar Mr. Rajnesh Jain Mr. Girish Jain Mr. S. C. Aythora Mr. Nitin Kulkarni | <i>Chairman</i> |
| AUDITORS | : | Batliboi and Purohit Chartered Accountants National Insurance Building, 204, D. N. Road, Fort, Mumbai - 400 001. | |
| BANKERS | : | HDFC Bank Limited Union Bank of India | Citi Bank UCO Bank |
| REGISTERED OFFICE | : | 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 | |
| REGISTRAR & TRANSFER AGENTS | : | 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. | |
| GROUP BRANCH OFFICES | : | NEW DELHI 221, Hans Bhavan Bahadur Shah Zafar Marg, New Delhi - 110 002. AHMEDABAD Brodway Business Centre, 1st Floor, Shahjanand Complex, C. G. Road, Ahmedabad 380 008. | JAIPUR 41, Jai Jawan Colony II Tonk Road, Durgapur, Jaipur - 302018. |

TWENTY SECOND ANNUAL GENERAL MEETING

DATE Saturday, 25th September, 2010
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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22nd Annual Report 2009-2010

NOTICE

Notice is hereby given that Twenty Second Annual General Meeting of the Members of KJMC Financial Services Limited will be held on Saturday, 25th September, 2010 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 31st March, 2010 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 Shri R. R. Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Nitin Kulkarni, 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 : 27th May, 2010

(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, 18th September, 2010 to Saturday, 25th September, 2010 (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(s) regarding the Directors who are proposed to be re-appointed / Directors seeking appointment at the Annual General Meeting is given hereunder:

| | | |
|----|-------------------------------|--|
| 1. | Name & Designation | Mr. R. R. Kumar, Director |
| | Date of Birth | 15 th November, 1925 |
| | Qualifications | B.A.,LL.B. |
| | Expertise | Former Chairman of Union Bank of India, having vast experience in Banking Sector |
| | Director of the Company since | 15 th November, 1994 |

The other Directorships / Committee Memberships of Mr. R. R. Kumar are as follows:

| Name of the Company | Committee Memberships | Board Memberships |
|--|--|--------------------------|
| Haldyn Glass Limited | Member - Audit Committee | Chairman |
| Rolta India Limited | Chairman- Audit Committee Member-Investors' Grievance Committee | Director |
| Eastern Medikit Limited | - | Director |
| Golden Tobacco Limited (Formerly known GTC Industries Limited) | Chairman- Audit Committee Chairman - Investors' Grievance Committee | Director |
| IVP Limited | Member- Audit Committee | Director |
| Golden Realty & Infrastructure Limited | - | Director |

| | | |
|----|-------------------------------|--|
| 2. | Name & Designation | Mr. Nitin Kulkarni, Director |
| | Date of Birth | 21 st January, 1956 |
| | Qualifications | B.Com (Hons), F.C.A., A.C.S. |
| | Expertise | He is a Practicing Chartered Accountant having more than 20 years experience in Corporate Accounts, Audit, Taxation and Company Law Matters. |
| | Director of the Company since | 31 st July, 2008 |

The other Directorships / Committee Memberships of Mr. Nitin Kulkarni are as follows:

| Name of the Company | Committee Memberships | Board Memberships |
|------------------------------------|---|--------------------------|
| KJMC Global Market (India) Limited | Member- Audit Committee Member -Share Transfer and Investors' Grievance Committee Member-Remuneration Committee | Director |

F) Members are requested to:

- i) To bring their copy of the Annual Report at the meeting.
- ii) Quote their Folio No./ Client ID No. in all correspondence with the Company.
- iii) 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.
- iv) Handover the enclosed attendance slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting hall.

G) 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 : 27th May, 2010

(I.C. JAIN)
CHAIRMAN

**DIRECTORS' REPORT**

To,
The Members of
KJMC Financial Services Limited
Your Directors herewith present the 22nd Annual Report, together with the audited statement of accounts of the Company for the year ended 31st March, 2010.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2010 is summarised below:

| | (Rs. in lakhs) | |
|--|--|--|
| | Year ended 31 st March, 2010 | Year ended 31 st March, 2009 |
| Total Income | 75.15 | 94.81 |
| Total Expenditure | 42.43 | 70.00 |
| Profit before Depreciation and Tax | 32.72 | 24.81 |
| Less : Depreciation | 6.37 | 7.29 |
| Provision for Tax | | |
| - (Current & Deferred) | 4.88 | (8.69) |
| Profit / (Loss) After Tax | 21.47 | 26.21 |
| Add : Prior period item (net) | (0.04) | (0.03) |
| Add : Surplus as per last account | 75.56 | 69.18 |
| Disposable Profits | 96.99 | 95.36 |
| Appropriations towards : | | |
| Special Reserve | 4.29 | 5.24 |
| General Reserve | 2.15 | 2.62 |
| Dividend on 12% Redeemable Preference Shares | 10.20 | 10.20 |
| Tax on Preference Dividend | 1.69 | 1.73 |
| Surplus Balance carried to Balance Sheet | 78.66 | 75.57 |

PERFORMANCE REVIEW

During the year under review, your Company earned the gross income of Rs. 75.15 Lakhs as against Rs. 94.81 Lakhs in the previous year. The total expenditure during the year under review was Rs. 42.43 Lakhs as against Rs. 70.00 Lakhs in the previous year. The Net Profit after tax was Rs. 21.47 Lakhs as against Rs. 26.21 Lakhs in the previous year. Considering expectations of Country's gradual improvement in effective demand and GDP growth rate coupled with upward movements in capital market, your directors expect better performance of the Company in the coming years.

DIVIDEND

In view of the inadequate profits, 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 GUIDELINES

The Company has complied with all the applicable regulations of the Reserve Bank of India as on 31st March, 2010.

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

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. R. R. Kumar and Mr. Nitin Kulkarni, the Directors of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS

M/s. Batliboi & 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 31st March, 2010.

SUBSIDIARY COMPANIES

The accounts of the subsidiary Companies viz. M/s. KJMC Asset Management Company Limited and KJMC Investment Trust Company Limited for the financial year ended 31st March, 2010 are attached to the accounts of the Company in terms of section 212 of the Companies Act, 1956.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchange, your Directors have pleasure in attaching the Consolidated Financial Statements for the financial year ended 31st March, 2010, prepared in accordance with the Accounting Standards 21 (AS 21) prescribed by the Institute of Chartered Accountants of India, in this regard.

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 31st March, 2010 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 2010-11 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 CONVERTIBLE WARRANTS

During the year under review, the Company allotted 76,300 Equity Shares of Rs. 10/- each to 'I.C. Jain HUF', the person belonging to Promoter Group, consequent upon conversion of 2nd tranche of convertible 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 the 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 BOARD OF DIRECTORS

Place : Mumbai

Date : 27th May, 2010

(I.C.JAIN)

CHAIRMAN

MANAGEMENT DISCUSSION & ANALYSIS

1. ECONOMIC ENVIRONMENT

The global economy continues to recover amidst ongoing policy support and improving financial market conditions. During the fiscal 2010, India witnessed a significant revival in economic activity despite deterrent factors like errant monsoon. The economic recovery was evident across a wide range of sectors with the momentum gaining strength in the second half of fiscal 2010. The overall growth of GDP as per revised estimates of the Central Statistical Organisation (CSO) was 7.2%. As at March 31, 2010, India's foreign exchange reserves stood at USD 279.1 billion, which were higher by USD 27.1 billion as compared to previous year as at March 31, 2009.

India's strong domestic fundamentals are expected to remain operative over the long term as the twin drivers of growth viz. consumption and investment continues to remain strong and positive. The Government's proposed move to a Common Goods and Service tax (GST) regime, the adoption of Direct Tax Code, the decision to make scarce resources such as Telecom spectrum, oil and gas blocks, coal mine through available auction, the proposed disinvestment in public sector units are all opening up revenue avenues for the government and expected to impact positively on the growth story of the Indian economy. The upsurge in economic recovery is expected to strengthen further and broad based in nature.

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.

Indian economy has posted sound growth and the growth of the economy is expected to remain above 7% during FY 2010-11. 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.

3. FINANCIAL REVIEW

During the year under review, your Company earned the gross income of Rs. 75.15 Lakhs as against Rs. 94.81 Lakhs in the previous year. The total expenditure during the year under review was Rs. 42.43 Lakhs as against Rs. 70.00 Lakhs in the previous year. The Net Profit after tax was Rs. 21.47 Lakhs as against Rs. 26.21 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

India has survived one of the worst global crises in history better than most other economies. The recent recovery in many of the leading macro indicators of economic activity has led many to believe that the worst is over for the Indian economy and we are on our way to a higher growth trajectory. Economy growth is likely to increase further from 7.2% in the year ending 31st March, 2010 to around 8% as industrial growth continues to accelerate in near future.

Your Company will increase its product base as far as raising resources and deploying them in safe 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, competition risk, interest rate volatility, human resource risk and execution risk 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 another 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:

- Low retail penetration of financial services / products in India
- Tremendous brand strength
- Opportunity to cross sell services
- Increasing per-capita GDP
- Utilize technology to provide solutions to customers

Threats:

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

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

Your Company continues to lay great stress on its most valuable resource - people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the rapidly growing customer base of your Company. 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. 2009-2010
PHILOSOPHY OF CORPORATE GOVERNANCE

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. Your Company will constantly endeavour to improve on these aspects on an on going basis.

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. The Directors have been contributing their diversified knowledge, experience and expertise in respective areas of their specialization for the growth of the Company. During the Financial Year 2009-2010, Six Meetings of the Board of Directors were held on 20th June 2009, 27th June, 2009, 29th July, 2009, 26th September 2009, 31st October, 2009 and 30th January, 2010.

The particulars of Directors as on 31st March, 2010 are as follows:

| Sr. No. | Director | Category of Directorship | No. of BM Attended | Last AGM attended | No. of Other Directorships held | Committee Memberships | |
|---------|--------------------|--------------------------------------|--------------------|-------------------|---------------------------------|-----------------------|--------|
| | | | | | | Chairman | Member |
| 1. | Mr. I. C. Jain | Chairman / Non-Executive Director | 6 | No | 7 | 1 | 3 |
| 2. | Mr. R. R. Kumar | Non-Executive & Independent Director | 3 | No | 6 | 3 | 3 |
| 3. | Mr. Girish Jain | Non-Executive Director | 6 | Yes | 8 | 1 | 3 |
| 4. | Mr. Rajnesh Jain | Non-Executive Director | 6 | Yes | 11 | 1 | 1 |
| 5. | Mr. S.C. Aythora | Non-Executive & Independent Director | 6 | Yes | 15 | 3 | 1 |
| 6. | Mr. Nitin Kulkarni | Non-Executive & Independent Director | 6 | Yes | 1 | - | 4 |

None of the Directors hold directorship in more than 15 public limited 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 to the Board of Directors. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In additions 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 Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit and management audit. The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements, fixing the audit fees and also approving the payment for any other services, reviewing the annual financial statements before submission to the Board, reviewing adequacy of internal control systems, structure and staffing of the internal audit function, reviewing findings of the internal investigations, etc.

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 Committee met four times during the year on 27th June 2009, 29th July 2009, 31st October 2009 and 30th January 2010.

(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 Director | 4 |
| Mr. S. C. Aythora | Chairman of the Committee and Independent Director | 4 |
| Mr. Nitin Kulkarni | Independent Director | 4 |

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 the 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 |

No Remuneration Committee Meeting was held during the year.

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 overviews the steps to be taken for further value addition in the quality of service to the investors.

(b) 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. Rajnesh Jain | - Member |
| Mr. Inderchand Jain | - Member |
| Mr. Nitin Kulkarni | - Member |

During the year, the Company did not receive any complaints from the shareholders / investors. As on 31st March, 2010, 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 11 meetings during the year and approved the transfer of shares lodged with the Company and attended the investors' queries & complaints.

6. 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 |
|------|---------|--|------------|-------------|
| 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 nd 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. |
| 2009 | AGM | S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 'F' Road, Marine Lines, Mumbai | 26/09/2009 | 3.30P.M. |

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

7. 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.

8. 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 31st March 2010. 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.

9. 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, 25 th September, 2010 |
| 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, 18th September, 2010 to Saturday, 25th September, 2010 (both days inclusive).

3. Financial Calendar (tentative):

| Financial Reporting for the Financial Year 2010-11 | Tentative month of reporting |
|--|------------------------------|
| Un-audited Financial Results for the quarter ending 30 th June, 2010 | July, 2010 |
| Un-audited Financial Results for the half year ending 30 th September, 2010 | October, 2010 |
| Un-audited Financial Results for the quarter ending 31 st December, 2010 | January, 2011 |
| Audited Financial Results for the year ending 31 st March, 2011 | May, 2011 |

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 2010-11 has been paid to the Bombay Stock Exchange Limited, Mumbai.
- 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 Bhubaneshwar and Calcutta Stock exchanges is awaited.

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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, 2009 to March, 2010

| Month | Bombay Stock Exchange Limited (BSE) | |
|----------------|-------------------------------------|------------|
| | High (Rs.) | Low (Rs.) |
| April 2009 | 17.30 | 15.80 |
| May 2009 | 20.05 | 15.75 |
| June 2009 | 23.50 | 20.00 |
| July 2009 | 25.55 | 24.35 |
| August 2009 | 28.75 | 23.40 |
| September 2009 | 32.50 | 28.50 |
| October 2009 | 39.00 | 31.00 |
| November 2009 | No trading | No trading |
| December 2009 | 35.20 | 30.75 |
| January 2010 | 32.00 | 31.70 |
| February 2010 | No trading | No trading |
| March 2010 | 30.09 | 28.90 |

7. Compliance Officer:

Ms. Akanksha Mota
168, Atlanta, 16th 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, 16th 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 29th January 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on 31st March 2010, out of total Equity Capital 31,35,740 Equity Shares, 28,16,424 Equity Shares representing 89.82 % 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 31st March, 2010

| Range in rupees | Number of Shareholders | % of Total Holders |
|-------------------|------------------------|--------------------|
| Upto 5000 | 3782 | 96.70 |
| 5001 to 10000 | 43 | 1.10 |
| 10001 to 20000 | 24 | 0.61 |
| 20001 to 30000 | 8 | 0.21 |
| 30001 to 40000 | 8 | 0.21 |
| 40001 to 50000 | 11 | 0.28 |
| 50001 to 100000 | 9 | 0.23 |
| 100001 and above | 26 | 0.66 |
| TOTAL..... | 3,911 | 100 |

12. Shareholding Pattern as on 31st March, 2010

| 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 | 1581854 | 50.45 |
| (b) | Central Govt. / State Govts. | 0 | 0 |
| (c) | Bodies Corporate | 0 | 0 |
| (d) | Financial Institutions / Banks | 0 | 0 |
| (e) | Any other | 0 | 0 |
| | Sub Total – A(1) | 1581854 | 50.45 |
| 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 |
| | Sub Total A(2) | 0 | 0 |

| | | | |
|------|--|----------------|--------------|
| | Total Shareholding of Promoter Group | 1581854 | 50.45 |
| (B) | Public Shareholding | | |
| 1 | Institutions | | |
| (a) | Mutual Funds / UTI | 0 | 0 |
| (b) | Financial Institutions / Banks | 65400 | 2.09 |
| (c) | Central Govt. / State Govt. | 7050 | 0.22 |
| (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) | NRI Banks | 0 | 0 |
| | Sub Total B(1) | 72450 | 2.31 |
| 2 | Non Institutions | | |
| (a) | Bodies Corporate / Trust | 604279 | 19.27 |
| (b1) | Individuals-shareholders holding normal Share Capital up to Rs. 1 Lac | 484653 | 15.46 |
| (b2) | Individuals-shareholders holding normal Share Capital in excess of Rs. 1 Lac | 391836 | 12.49 |
| (c) | Any other | 0 | 0 |
| (c1) | Clearing Member | 150 | 0.004 |
| (c2) | NRI | 518 | 0.016 |
| (c3) | OCB's | 0 | 0 |
| | Sub Total B(2) | 1481436 | 47.24 |
| | Total Public Shareholding B(1) + B(2) | 1553886 | 49.55 |
| | Total (A) + (B) | 3135740 | 100 |
| C | Shares held by Custodians and against which Depository receipts have been issued | 0 | 0 |
| | Grand Total | 3135740 | 100 |

Note: The total foreign shareholding as on 31st March, 2010, is 518 Equity shares, which in percentage terms is 0.016% 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 on Code of Conduct

As required by Clause 49(I)(D) of the Listing Agreement with the Stock Exchange(s), it is hereby declared that all the Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2010.

FOR KJMC FINANCIAL SERVICES LIMITED

(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 31st March, 2010 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 abovementioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2010, 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
FRN No. 101048W

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

Place : Mumbai
Date : 27th May, 2010

**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 31st March, 2010 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 is 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, 2010
 - 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
 FRN No. 101048W

(R.D. Hangekar)

Partner

Membership No. 30615

Place : Mumbai

Dated : 27th May, 2010

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, 2010)

- 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) 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 301 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 in respect of dealing or trading in shares and securities 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) According to the information and explanation given to us, the Company has not given any guarantees for loans taken by others from banks and financial institutions.
- 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
 FRN No. 101048W

(R.D. Hangekar)

Partner

Membership No. 30615

Place : Mumbai

Dated : 27/05/ 2010

BALANCE SHEET AS ON 31ST MARCH, 2010

| | Schedules | As on 31.03.2010 (Rs.) | As on 31.03.2009 (Rs.) |
|--|------------------|---------------------------------------|---------------------------------------|
| SOURCES OF FUNDS : | | | |
| (1) Shareholders' Funds | | | |
| (a) Capital | 1 | 39,857,400 | 39,094,400 |
| (b) Reserves and Surplus | 2 | 65,085,446 | 63,125,844 |
| (c) Share Warrants (Pending Allotment) | | - | 177,016 |
| (2) Loan Funds | | | |
| (a) Secured Loans | 3 | 16,358,072 | 2,487,285 |
| (b) Unsecured Loans | 4 | - | 33,203,381 |
| Deferred Tax Liabilities | - | - | |
| TOTAL | | 121,300,918 | 138,087,926 |
| APPLICATION OF FUNDS: | | | |
| (1) Fixed Assets | 5 | | |
| a) Gross Block | | 20,200,169 | 20,165,170 |
| b) Less: Depreciation | | 13,592,631 | 12,955,403 |
| c) Net Block | | 6,607,538 | 7,209,767 |
| (2) Investments | 6 | 202,792,305 | 203,356,145 |
| (3) Current assets , loans and advances | | | |
| a) Inventories | | - | 3 |
| b) Sundry debtors | 7 | 450,000 | 8,570,160 |
| c) Cash and bank balances | | 1,095,769 | 715,764 |
| d) Loans and advances | 8 | 21,225,200 | 3,706,220 |
| | | 22,770,969 | 12,992,147 |
| Less : Current Liabilities and Provisions | | | |
| a) Liabilities | 9 | 110,313,228 | 85,263,224 |
| b) Provisions | 10 | 556,667 | 206,909 |
| | | 110,869,895 | 85,470,133 |
| Net Current Assets | | (88,098,926) | (72,477,986) |
| TOTAL | | 121,300,918 | 138,087,926 |
| 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 & PUROHITChartered Accountants
FRN No.101048W**R. D. HANGEKAR**Partner
Membership No.30615**RAJNESH JAIN**

Director

GIRISH JAIN

Director

AKANKSHA MOTA

Company Secretary

Place : Mumbai
Date : 27th May 2010Place : Mumbai
Date : 27th May 2010