



KJMC FINSERV
MONEY MATTERS

KJMC FINANCIAL SERVICES LIMITED

31st
Annual Report
2018 - 2019

31ST ANNUAL REPORT 2018-2019

BOARD OF DIRECTORS

Mr. Inderchand Jain	Chairman
Mr. Rajnesh Jain	Whole Time Director
Mr. Girish Jain	Director
Mrs. Shraddha Jain	Director
Mr. S. C. Aythora	Independent Director
Mr. Nitin Kulkarni	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Pradeep Poddar

COMPANY SECRETARY

Mr. Akash Anchan

STATUTORY AUDITOR

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

BANKERS

HDFC Bank Limited
Union Bank of India
ICICI Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

162, 16th Floor, Atlanta,
Nariman Point, Mumbai – 400 021
Tel.No.: 022-4094 5500
Email : investor.finance@kjmc.com
CIN : L65100MH1988PLC047873

GROUP BRANCH OFFICE

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

31ST ANNUAL GENERAL MEETING	
Date	: Monday, September 30, 2019
Time	: 12.15 p.m.
Venue	: Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of KJMC Financial Services Limited (CIN:L65100MH1988PLC047873) will be held on Monday, September 30, 2019, at 12:15 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point Mumbai - 400021 to transact the following businesses :-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Girish Inderchand Jain (DIN: 00151673), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fixed their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. V. P. Thacker & Co., Chartered Accountants, (Firm Registration No. 118696W), be and are hereby appointed as the Statutory Auditors of the Company for a term of (3) three consecutive years, to hold office from the conclusion of 31st Annual General Meeting until conclusion of 34th Annual General Meeting to be held in the year 2022, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:-

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

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

RESOLVED FURTHER THAT Mr. Rajnesh Jain, Whole Time Director, Mr. Girish Jain, Director and Mr. Akash Anchan, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things they may deem desirable and necessary for the purpose of giving effect to the above resolution.”

5. To re-appoint Mr. Nitin Kulkarni (DIN : 02297383) as an Independent Director of the company and in this regard, to consider and if thought fit, to pass with or without modification(s), pass the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies

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

RESOLVED FURTHER THAT Mr. Rajnesh Jain, Whole Time Director, Mr. Girish Jain, Director and Mr. Akash Anchan, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things they may deem desirable and necessary for the purpose of giving effect to the above resolution.”

6. To regularize the appointment of Mrs. Shraddha Jain (DIN : 00156306) as Director and in this regard to consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Shraddha Jain (DIN: 00156306), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors with effect from May 22, 2019 in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Rajnesh Jain, Whole Time Director, Mr. Girish Jain, Director and Mr. Akash Anchan, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things they may deem desirable and necessary for the purpose of giving effect to the above resolution.”

**By Order of the Board of Directors
For KJMC Financial Services Limited**

Akash Anchan
Company Secretary
ACS-48123

Place: Mumbai
Date: August 22, 2019

Registered Office:
162, Atlanta, 16th Floor,
Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.kjmcfinserve.com
CIN: L65100MH1988PLC047873

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting

("AGM") are also annexed.

2. 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder

3. Members / proxies and authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorising them to attend and vote on their behalf at the Meeting.
5. For the convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
6. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
7. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. The proxy – holder shall prove his identity at the time of attending the Meeting.
9. Members and Proxies attending the meeting are requested to bring the annual report to the meeting as extra copies will not be distributed.
10. In case of joint holders attending the Annual General Meeting (AGM), only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members desirous of getting any information on the Annual Accounts, at the AGM, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
12. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be

available for inspection by the members at the AGM.

14. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of AGM.
15. Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
16. Members are requested to address all correspondence to the Registrar and Share Transfer Agents (RTA), Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Tel. No. 022- 62638200, Fax No. 022- 62638299, mail id : investor@bigshareonline.com and rajeshm@bigshareonline.com.
17. As per regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended the securities of the company can be transferred only in dematerialized form with effect from April 01, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents.
18. Copies of the Annual Report 2018-2019, the notice of the 31st AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
19. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd., / Depository participants.
20. Members may also note that the Notice of the 31st AGM, Attendance Slip, Proxy Form, Route Map, Ballot paper and the Annual Report - 2018-2019 will be available on the Company's website, www.kjmcfinserve.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members, who require communication in physical form in addition to e-communication or have any other queries, may write to us at: investor.finance@kjmc.com.
21. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
22. Members having multiple folios are requested to consolidate their folios into single folio and for this purpose send request along with the original certificates to the RTA specifying the folio number under which they desire to hold the shares.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/ Registrar and Share Transfer Agents.

24. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
25. The remote e-voting period commences from Wednesday, September 25, 2019 at 9.00 a.m. and ends on Sunday, September 29, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on September 23, 2019 (cut-off date) may cast their vote electronically.
26. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
27. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on September 23, 2019, the cut off date.
28. The Company has appointed M/s S. S. Rauthan & Associates., a firm of Company Secretaries in Practice, as a scrutinizer for conducting the e-voting and polling process at the ensuing AGM in a fair and transparent manner.
29. The scrutinizer shall, not later than forty eight (48) hours, from the conclusion of the meeting, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorized by him in writing, who shall countersign the same.
30. In the event of a poll at the meeting, please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules.
31. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 31st Annual General Meeting of the Company scheduled to be held on Monday, September 30, 2019. The results along with the scrutinizer's report shall be placed on the Company's website www.kjmcfinserve.com, within 48 hours from the conclusion of the 31st Annual General Meeting of the Company and communicated to BSE Limited.
32. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re appointment.

I) Mr. Girish Jain

Name & Designation	Mr. Girish Jain, Non- Executive Director
Director Identification Number (DIN)	00151673
Date of Birth	May 7, 1971
Qualifications	B.E. (Electronic) and PGDBM (Finance)
Expertise in specific functional area	<ul style="list-style-type: none"> Engineer and a graduate in Business Management Responsible for setting up and running the Investment Banking, Broking, Research and Distribution Business Director in KJMC Corporate Advisors (India) Limited., KJMC Financial Services Ltd. and its subsidiary and associate companies Full time Group Executive Director Past Chairman of the Association of Merchant Bankers of India (AMBI) Ex member of SEBI committee of primary market advisory committee

Director of the Company since	September 21, 1994.		
Number of Shares held in the Company as on March 31, 2019	1,22,335		
Disclosure of relationships between directors inter-se	Sr. No.	Name & Designation of Director	Relationship
	1.	Mr. Inderchand Jain, Director	Father
	2.	Mr. Rajnesh Jain, Director	Brother
	3.	Mrs. Shraddha Jain	Brother's Wife

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

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

II) Mr. S C Aythora

Name & Designation	Mr. S C Aythora, Independent Director
Director Identification Number (DIN)	00085407
Date of Birth	January 10, 1951
Qualifications	B. Com (Hons), FCA
Expertise in specific functional area	Mr. S C Aythora is a Chartered Accountant in Practice and has more than 32 years of experience in the field of Corporate Accounts, Audit, Taxation and Company Law matters.
Director of the Company since	June 9, 2004
Number of Shares held in the Company as on March 31, 2019	350
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel

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

Name of the Company (Directorship)	Committee Chairmanship/ Membership
Gold Rock Investments Limited	1. Member - Audit Committee 2. Member – Shareholders / Investor Grievance Committee
Gold Rock World Trade Limited	
Gold Rock Metals Limited	
Gold Rock Agro-Tech Limited	
Sugata Investments Limited	
Blue Point Leasing Limited	
KJMC Corporate Advisors (India) Limited	1.Member - Audit Committee 2.Member – Nomination & Remuneration Committee.
LML Holdings Limited	
Picanova Investments Pvt. Ltd.	
Saryu Investment & Trading Pvt. Ltd.	
Seattle Online Pvt. Ltd.	
Splendour Trade Place Private Ltd.	
Panki Roadlines Private Ltd.	

III) Mr. Nitin Kulkarni

Name & Designation	Mr. Nitin Kulkarni, Independent Director
Director Identification Number (DIN)	02297383
Date of Birth	January 21, 1956
Qualifications	B.Com (Hons), F.C.A., A.C.S
Expertise in specific functional area	Mr. Nitin Kulkarni is a Chartered Accountant in Practice and has more than 30 years of experience in the field of Corporate Accounts, Audit, Taxation and Company Law matters.
Director of the Company since	September 27, 2008
Number of Shares held in the Company as on March 31, 2019	250
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel

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

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

IV) Mrs. Shraddha Jain

Name & Designation	Mrs. Shraddha Jain		
Director Identification Number (DIN)	00156306		
Date of Birth	May 24, 1973		
Qualifications	Degree in Bachelor of Arts (B.A)		
Expertise in specific functional area	She is having vast experience in holding management positions in the stream of Human Resources and Administration, NBFC etc.		
Director of the Company since	May 22, 2019.		
Number of Shares held in the Company as on March 31, 2019	Nil		
Disclosure of relationships between directors inter-se	Sr. No.	Name & Designation of Director	Relationship
	1.	Mr. Inderchand Jain, Director	Father in law
	2.	Mr. Girish Jain, Director	Husband's brother
	3.	Mr. Rajnesh Jain, Director	Husband

Directorships / Committee Membership of Mrs. Shraddha Jain in other companies:

Name of the Company (Directorship)	Committee Chairmanship/ Membership
KJMC Capital Market Services Limited	-
AKIP Venture Private Limited	-
KJ Golden real Estate Private Limited	-
KJ Diamond real Estate Private Limited	-
Puja Trades and Investments Pvt Ltd	-
KJMC Realty Private Limited	-
KJMC e. Business Ventures Private Limited	-
KJMC Corporate Advisors (India) Limited	-
KJMC Shares and Securities Limited	-
KJMC Platinum Builders Private Limited	-

33. The route map showing directions to reach the venue of the 31st AGM is annexed.
34. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the company is

providing to its members the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") as an alternate to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM, through e-voting services provided by CDSL. Shareholders who have already voted prior to the date of AGM would not be entitled to vote at the meeting venue.

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

- (i) The e-voting period begins from September 25, 2019 (09:00 a.m.) and ends on September 29, 2019 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Now click on "Shareholders" tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the "KJMC Financial Services Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the

entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins from September 25, 2019 (09:00 a.m.) and ends on September 29, 2019 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board of Directors
For KJMC Financial Services Limited**

**Akash Anchan
Company Secretary
ACS-48123**

Place: Mumbai
Date: August 22, 2019

Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.kjmcfinserve.com
CIN: L65100MH1988PLC047873

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

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

ITEM NO. 3

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

The members of the Company had approved the appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No. 100186W) as the Statutory Auditors of the Company for the term of 5 (five) years at the 26th AGM of the Company held on September 27, 2014 which is valid till 31st AGM i.e. the ensuing AGM of the Company. It is therefore required to appoint statutory auditors at the ensuing AGM of the Company.

At the Board meeting held on August 22, 2019, on the recommendation of Audit committee and in the best interest of the Company, it was proposed to appoint M/s V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) having requisite expertise and resources as new Statutory Auditors in place of retiring auditors. The Board recommends the appointment of M/s. V. P. Thacker & Co., Chartered Accountants as Statutory Auditors for a term of (3) three consecutive years i.e. from the conclusion of this AGM till the conclusion of 34th AGM for their approval.

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

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

The details of the proposed remuneration to be paid to M/s. V. P. Thacker & Co. Chartered Accountants for the financial year is ₹ 50,000/- as against ₹ 30,000/- paid to existing auditors.

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

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

ITEM NO. 4

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

Mr. S. C. Aythora has been associated with the Company since 2004. Mr. S C Aythora, possesses appropriate skills, experience and knowledge. Considering his vast expertise, knowledge and his valuable contributions to the Company and based on the performance evaluation, Nomination and Remuneration Committee and the Board, at their meeting held on May 22, 2019, have recommended the re-appointment of Mr. S C Aythora as an Independent Director for a second term of 5 consecutive years with effect from September 26, 2019 to September 25, 2024.

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

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

Save and except above, none of the Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

ITEM NO. 5

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

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

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

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

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

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

ITEM NO. 6

Mrs. Shraddha Jain (DIN: 00156306) was appointed as an Additional Non-Executive Director of the Company with effect from May 22, 2019.

The Company had intimated BSE Limited and the Reserve Bank of India for the said appointment.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. Shraddha Jain holds office as Additional Director only till the date of the ensuing Annual General Meeting; however she is eligible to be regularized as Director.

Mrs. Shraddha Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. In the opinion of the Board, Mrs. Shraddha Jain fulfils the conditions for her appointment as Non- Executive Director of the Company as specified in the Companies Act, 2013 and the rules made thereunder. Mrs. Shraddha Jain possesses appropriate skills, experience and knowledge.

Mrs. Shraddha Jain is having degree in Bachelor of Arts (B.A.) and has experience in the field of human resources and administration related functions. The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mrs. Shraddha Jain in NBFC Segment.

Your Directors, therefore recommend the Ordinary Resolution set out at item no. 6 of the Notice for approval by the members.

Mrs. Shraddha Jain, the appointee and her relatives Mr. Inderchand Jain, Mr. Rajnesh Jain and Mr. Girish Jain are concerned or interested in the proposed resolution.

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

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

**By Order of the Board of Directors
For KJMC Financial Services Limited**

**Akash Anchan
Company Secretary
ACS-48123**

Place: Mumbai
Date: August 22 2019

Registered Office:
162, Atlanta, 16th Floor,
Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.kjmcfinserve.com
CIN: L65100MH1988PLC047873

DIRECTORS REPORT

Dear Members,

Your Directors' have pleasure in presenting the 31st Annual Report of the KJMC Financial Services Limited (KFSL), together with the Audited Financial Statements of the Company for the financial year ended March 31, 2019. The consolidated performances of the Company and its subsidiaries have been referred to wherever required.

FINANCIAL RESULTS

The performance of the Company for the financial year ended March 31, 2019 is summarized below:

(₹ in "000")

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018	Year Ended March 31, 2019	Year Ended March 31, 2018
	Standalone	Standalone	Consolidated	Consolidated
FINANCIAL RESULTS				
Revenue from operations	70,365	69,242	76,692	69,444
Other Income	556	652	3,515	840
Total Revenue	70,921	69,894	80,207	70,284
Total Expenses	69,520	63,871	69,419	64,166
Profit before Tax	1,401	6,023	10,788	6,118
Less: Provision for Tax				
- Current Tax	-	-	1835	973
- Deferred Tax	340	1049	228	1,049
- MAT Credit	-	-	(1837)	(964)
- Prior period taxes	47	-	47	2
Profit/(loss) after tax	1014	4974	5,058	5,058
Share in Associates' profit/(Loss)	NA	NA	(1081)	1,350
Profit/(loss) for the year	1,014	4,974	9,434	6,408
APPROPRIATIONS				
Profit/(loss) for the year	1,014	4,974	9,434	6,408
Add: Balance brought forward from previous year	31,972	28,116	32,277	26,988
Amount available for appropriations	32,986	33,091	32,277	33,396
Less: Appropriations				
Special Reserve	203	995	203	995
General Reserve	25	124	25	124
Balance carried to Balance Sheet	32,757	31,972	41,484	32,277
EPS				
- Basic	0.21	1.04	1.97	1.34
- Diluted	0.21	1.04	1.97	1.34

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

On standalone basis, your Company earned the gross income of Rs 709.21 Lakhs as against Rs 698.94 Lakhs in the previous year. The total expenditure during the year under review was Rs 695.20 Lakhs as against Rs 638.71 Lakhs in the previous year. The Net Profit after tax was Rs 10.14 Lakhs as against Rs 49.74 Lakhs in the previous year.

On consolidated basis, your Company earned the gross income of Rs 802.07 Lakhs as against Rs 702.84 Lakhs in the previous year. The total expenditure during the year under review was Rs 694.19 Lakhs as against Rs 641.66 Lakhs in the previous year. The Net Profit after tax was Rs 94.34 Lakhs as against Rs 64.08 Lakhs in the previous year.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as "the Act"), Regulation 33 of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2018-19, together with the Auditors' Report form part of this Annual Report.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARIES AND ASSOCIATES

Subsidiary Companies:

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the report on performance and financial position of subsidiaries included in the Consolidated Financial Statements (CFS) in the Company is annexed to this report.

A statement containing the salient features of financial statements of subsidiaries/joint venture companies of the Company in the prescribed Form AOC - 1 is annexed herewith & forms part of this Report in compliance with Section 129 (3) and other applicable provisions, if any, of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

In accordance with Section 136 of the Act, the financial statements of the subsidiary and associate companies are available for inspection by the members at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of the Company. The financial statements including the CFS, and all other documents required to be attached to this report have been uploaded on the website of the Company at www.kjmcfinserv.com.

Brief Financial and Operation of subsidiary companies are given hereunder:

- KJMC Asset Management Company Limited: It earned gross income of Rs 106.97 Lakhs as against Rs 10.62 Lakhs in the previous year. The total expenditure during the year under review was Rs 11.01 Lakhs as against Rs 10.58 Lakhs in the previous year. The Net Profit after tax was Rs 95.96 Lakhs as against Rs 0.04 Lakhs in the previous year.
- KJMC Investment Trust Company Limited: It earned gross income of Rs 0.97 Lakhs as against Rs 0.96 Lakhs in the previous year. The total expenditure during the year under review was Rs 0.61 Lakhs as against Rs 0.68 Lakhs in the previous year. The Net Profit after tax was Rs 0.37 Lakhs as against Rs 0.20 Lakhs in the previous year.
- KJMC Trading & Agency Limited: It earned gross income of Rs 1.98 Lakhs as against Rs 1.62 Lakhs in the previous year. The total expenditure during the year under review was Rs 5.07 Lakhs as against Rs 0.99 Lakhs in the previous year. The Net Profit after tax was Rs (1.33) Lakhs as against Rs 0.61 Lakhs in the previous year.

Associates

- KJMC Platinum Builders Private Limited: It earned gross income of Rs 10.74 Lakhs as against Rs 10.69 Lakhs in the previous year. The total expenditure during the year under review was Rs 5.95 Lakhs as against Rs 5.68 Lakhs in the previous year. The Net Profit after tax was Rs 2.30 Lakhs as against Rs 4.49 Lakhs in the previous year.

- KJMC Reality Pvt. Ltd. has ceased to be the associate of the Company w.e.f. March 29, 2019.

DIVIDEND

In order to conserve the resources for operations of the Company, your Directors regret their inability to recommend any dividend for the year under review.

TRANSFER TO RESERVES

The Company proposes to transfer Rs 0.25 Lakhs to the general reserve and Rs. 2.03 Lakhs to Special Reserves out of the amount available for appropriation and an amount of Rs 327.57 Lakhs is proposed to be retained in the profit and loss account.

RBI PRUDENTIAL NORMS

Since the Company does not accept and hold any public deposits, the Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 are not applicable to the Company as regard to capital adequacy requirement.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return of the Company as on March 31, 2019 in Form MGT - 9 in accordance with Section 92 (3) of the Act read with Companies (Management and Administration) Rules, 2014, is available on