

KJMC FINANCIAL SERVICES LIMITED

**33rd
Annual Report
2020 - 2021**

33RD ANNUAL REPORT 2020 - 2021

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
Mr. Anil Sampat	Independent Director
Mr. Vijay Joshi	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Sajjan Bawri

COMPANY SECRETARY

Mr. Akash Anchan

STATUTORY AUDITOR

M/s. Batliboi & Purohit & Co.
204, Dadabhoy Naoroji Road, Fort,
Mumbai-400 001

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@kjm.com
CIN : L65100MH1988PLC047873

33 rd ANNUAL GENERAL MEETING		
Date	:	Wednesday, September 29, 2021
Time	:	11.00 a.m.
Venue	:	Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **KJMC Financial Services Limited (CIN:L65100MH1988PLC047873)** will be held on Wednesday, September 29, 2021, at 11:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point Mumbai - 400021 to transact the following businesses :-

ORDINARY BUSINESSES: -

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider re-appointment of Mrs. Shraddha Rajnesh Jain (DIN: 00156306), Director who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:-**3. ISSUE OF NON- CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT**

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

"RESOLVED THAT pursuant to the provisions of Section(s) 42, and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable SEBI Regulations and Guidelines, if any, the Foreign Exchange Management Act, as amended, applicable Master Directions, relevant guidelines, circulars and clarifications issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies ("NBFC") from time to time, the provisions of Memorandum and Articles of Association of the Company, and such any other laws, acts, rules, guidelines, regulations for the time being in force and any other circulars, notifications and/or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such other consent(s)/permission(s)/sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee constituted / may be constituted of the Board of Directors of the Company) to raise funds from time to time by way of issue, offer, invite for subscription and to allot rated/unrated, Secured/unsecured, listed/unlisted, Redeemable Non Convertible Debentures ('NCDs'), on a private placement basis, in one or more series / tranches, aggregating upto Rs. 25,00,00,000/- (Rupees Twenty five Crores only), during the period of 1 (one) year from the date of passing of this Special Resolution, to Bank(s), Financial Institution(s), International Lenders, Multilateral Financial Institutions, Agencies, Qualified Institutional Buyers, Mutual Funds, Pension Fund, Provident Fund and Gratuity Funds, Corporate, Insurance

Companies, Investors and such other entities/ eligible persons as the Board may in absolute discretion decide, within the overall borrowing limits of the Company as approved by the Members of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to above Resolution, the Board/Committee of the Board or officers authorized by them in this regard be and are hereby severally authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and the post issue, in respect of issue of Non- Convertible Debentures including but not limited to number of issue/tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security/charge creation, coupon/interest rate(s), yield, listing, allotment and other terms and conditions of issue of Non-Convertible Debentures as proper and most beneficial to the Company, including as to when the said Non-Convertible Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto and to select, appoint and finalize the Remuneration of various agencies, including but not limited to Credit Rating Agencies, Trustee, Legal Counsels, Arrangers, Joint Lead Managers, Process Agents and any other agency associated with the issue of secured/unsecured Redeemable Non-Convertible Debentures as they may be, in their absolute discretion, deemed necessary for this purpose, as the case may be."

4. TO APPROVE MATERIAL RELATED PARTY TRANSACTION

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

"RESOLVED THAT pursuant to the applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and Regulation 23 and the other applicable regulations 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), the Company be and is hereby authorised to grant loan to Mr. Rajnesh Jain, (DIN: 00151988) Whole-Time-Director of the Company, for a period of 12 months up to an amount of Rs.1,00,00,000/- (Rupees One Crore only) at an interest of 14% p.a. and such other terms and conditions as may be approved by the Board from time to time.;

RESOLVED FURTHER THAT the Board of Directors 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 09, 2021

Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmcs.com
Website: www.kjmcsfinserv.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 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 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. In case of joint holders attending the Annual General Meeting (AGM), only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
 10. Members desirous of getting any information on the Annual Accounts, at the 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.
 11. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
 12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 13. The Register of Members and Share Transfer Books will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of AGM.
 14. Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
 15. Members are requested to address all correspondence to the Registrar and Share Transfer 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 bhagwan@bigshareonline.com.
 16. Copies of the Annual Report 2020-2021, the Notice of the 33rd 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. In view of the continuation of outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular and subsequently SEBI vide its circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company.
- Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 33rd AGM and Annual Report for the financial year 2020-2021 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: cosec@kjmc.com

- B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
17. 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.
18. Members may also note that the Notice of the 33rd AGM, Attendance Slip, Proxy Form, Route Map, Ballot paper and the Annual Report, 2020-2021 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.
19. 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. The Forms can be downloaded from Company's website. www.Kjmcfinserve.com. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
20. 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.
21. 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.
22. 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.
23. The remote e-voting period commences from Friday September 24, 2021 (09:00 a.m.) and ends on Tuesday September 28, 2021 (05.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on 22nd September, 2021 (cut-off date) may cast their vote electronically.
24. 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.
25. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on 22nd September, 2021, the cutoff date.
26. 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.
27. 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.
28. 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.
29. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 33rd Annual General Meeting of the Company scheduled to be held on Wednesday, September 29, 2021. 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 33rd Annual General Meeting of the Company and communicated to BSE Limited.
30. 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) Mrs. Shraddha Jain**
- | Name & Designation | Mrs. Shraddha Jain,
Non- Executive Director | | | | | | | | | | | | |
|---|---|-------------------|--------------------------------|--------------|----|---------------------------------|---------------|----|-----------------------------|-------------------|----|------------------------------|---------|
| Director Identification Number (DIN) | 00156306 | | | | | | | | | | | | |
| Date of Birth | May 23, 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, 2021 | Nil | | | | | | | | | | | | |
| Disclosure of relationships between directors inter-se | <table border="1"> <tr> <th>Sr. No.</th><th>Name & Designation of Director</th><th>Relationship</th></tr> <tr> <td>1.</td><td>Shri. Inderchand Jain, Director</td><td>Father in law</td></tr> <tr> <td>2.</td><td>Shri. Girish Jain, Director</td><td>Husband's brother</td></tr> <tr> <td>3.</td><td>Shri. Rajnesh Jain, Director</td><td>Husband</td></tr> </table> | Sr. No. | Name & Designation of Director | Relationship | 1. | Shri. Inderchand Jain, Director | Father in law | 2. | Shri. Girish Jain, Director | Husband's brother | 3. | Shri. Rajnesh Jain, Director | Husband |
| Sr. No. | Name & Designation of Director | Relationship | | | | | | | | | | | |
| 1. | Shri. Inderchand Jain, Director | Father in law | | | | | | | | | | | |
| 2. | Shri. Girish Jain, Director | Husband's brother | | | | | | | | | | | |
| 3. | Shri. Rajnesh Jain, Director | Husband | | | | | | | | | | | |

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

Name of the Company (Directorship)	Committee Chairmanship/ Membership
Puja Trades & Investments Private Limited- Whole Time Director	Chairperson of Credit & Investment Committee
KJMC Realty Private Limited	-
KJMC Platinum Builders Private Limited	-
KJMC Shares & Securities Limited	-
AKIP Venture Private Limited	-
KJMC Corporate Advisors (India) Limited	-
KJMC Capital Market Services Limited	-

31. The route map showing directions to reach the venue of the 33rd AGM is annexed herewith to this Annual Report.

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

- Compulsory body temperature checks will be conducted on every attendee at the entrance of the AGM venue. Any person above specified body temperature may be denied entry into the AGM venue or be required to leave the AGM venue.
- The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines issued by the Government of India the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights.

33. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the company is providing to its members the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") as

an alternative to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM, through e-voting services provided by CDSL. Shareholders who have already voted prior to the date of AGM would not be entitled to vote at the meeting venue.

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

- The e-voting period begins from September 24, 2021 (09:00 a.m.) and ends on September 28, 2021 (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 22, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- Log on to the e-voting website www.evotingindia.com
- Now click on "Shareholders" tab.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 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.
- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins from September 24, 2021 (09:00 a.m.) and ends on September 28, 2021 (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 22, 2021, 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 09, 2021

Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.Kjmcfinanserv.com
CIN: [L65100MH1988PLC047873](https://www.cin.com/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 and 4 of the accompanying Notice:

ITEM NO. 3

As per the provisions of Section 42 of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make an offer or invitation to subscribe to securities through Private Placement unless the proposal has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. Further, in case of offer or invitation to subscribe Non-Convertible Debentures (NCDs) on private placement basis, where the proposed amount to be raised through such offer or invitation exceeds the limits specified in clause (c) of sub-section (1) of section 180 it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitations to subscribe NCDs. The Special Resolution shall be valid for a period of one year from the date of passing of the resolution

The Non-Convertible Debentures (NCDs) issued on private placement basis is one of the most cost effective sources for long term borrowings.

As part of the measures to further strengthen its funds position and to augment the long term resources of the Company for its lending, Financing and Investment activities, inter alia, for the strategic business expansion in future and for general corporate purpose, the Board of Directors at their meeting held on August, 09, 2021, subject to the approval of the Members of the Company, accorded their approval to raise funds from time to time by way of issue, offer, invite for subscription and to allot rated/unrated, Secured/unsecured, listed/unlisted, redeemable Non Convertible Debentures ('NCDs'), for Cash on a private placement basis, in one or more series / tranches, aggregating upto Rs. 25,00,00,000 /- (Rupees Twenty five Crores only) within the overall borrowing limits of the Company of Rs. 2000 crores at any point of time, as approved by the Members of the Company.

Accordingly, Consent of the members is sought for passing the Special Resolution as set out in Item no. 3. This is enabling resolution to authorize the Board of Directors of the Company to issue, offer, invite for subscription of the NCDs as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed Resolution.

The Board recommends the Special Resolution as set out at Item No. 3 for approval by the members.

ITEM NO. 4

Mr. Rajnesh Jain (DIN: 00151988) is the Whole time Director of the Company and is responsible for managing the day to day operations and management of the Company.

The Company has received a request from Mr. Rajnesh Jain (DIN: 00151988) for availing a loan upto an amount of Rs. 1,00,00,000 (Rupees One Crore) from the Company. The said loan is proposed to be given for a period of 1 year bearing interest of 14% p.a.. The said transaction is on arm's length basis and since the Company is a Registered Non-Banking Financial Company, the said loan is also in the ordinary course of business of the Company.

However, pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Company is required to obtain the approval of shareholders by way of a Special Resolution for entering into any transaction with Related Party which is in nature of material transaction as per SEBI (LODR) Regulation 2015.

Since, the aforesaid transaction is falling in the ambit of the material transaction as per SEBI (LODR) Regulation 2015, the said matter is placed before the members at Item no. 4 for approval. Considering the contributions made by Mr. Rajnesh Jain (DIN: 00151988) over the period of time for growth of the Company and since the transaction is also on arm's length basis, the Board intends to extend the said loan to Mr. Rajnesh Jain and accordingly, recommends the members to approve the same.

Mr. Rajnesh Jain (DIN: 00151988) himself alongwith his relatives viz. Mr. Inderchand Jain, Mr. Girish Jain and Mrs. Shraddha Jain can be deemed concerned or interested in the Resolution. No other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested financially or otherwise in the proposed Resolution.

The Board recommends the Special Resolution as set out at Item No.4. For approval by the members.

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

**Akash Anchan
Company Secretary
ACS-48123**

Place: Mumbai
Date: August 09, 2021

Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.Kjmcfinserve.com
CIN: [L65100MH1988PLC047873](https://www.sebi.gov.in/cin/L65100MH1988PLC047873)

DIRECTORS REPORT

Dear Members,

Your Directors' hereby present the 33rd 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, 2021. The consolidated performances of the Company and its subsidiary company has been referred to wherever required.

FINANCIAL RESULTS

The performance of the Company for the financial year ended March 31, 2021 is summarized below:

(Rs. in "000")

Particulars	Standalone		Consolidated	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
FINANCIAL RESULTS				
Revenue from operation	14976	17930	15001	17965
Other Income	4559	5646	4559	5671
Total Revenue	19535	23576	19560	23636
Total Expenses	37901	38988	39290	40400
Profit before Tax	(18366)	(15412)	(19730)	(16764)
Less: Provision for Tax				
- Current Tax	2085		2085	
- Deferred Tax	(4378)	(320)	(4378)	(208)
- MAT Credit	(2085)		(2085)	
- Prior period taxes				
Profit/(loss) after tax	(13988)	(15092)	(15352)	(16556)
Share in Associates' profit/(Loss)	-	-	48	91
Profit/(loss) for the year	(13988)	(15092)	(15304)	(16465)
APPROPRIATIONS				
Profit/(loss) for the year	(13988)	(15092)	(15304)	(16469)
Add: Balance brought forward from previous year	1450	16542	450	16919
Amount available for appropriations	(12538)	1450	(15305)	450
Less: Appropriations				
Special Reserve	-	-	-	-
General Reserve	-	-	-	-
Balance carried to Balance Sheet	(12538)	1450	(14854)	450
EPS				
- Basic	(2.92)	(3.15)	(3.20)	(3.44)
- Diluted	(2.92)	(3.15)	(3.20)	(3.44)

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

On standalone basis, your Company earned the gross income of Rs 19535 (Rs. in 000) as against Rs 23576 (Rs. in 000) in the previous year. The total expenditure during the year under review was Rs 37901 (Rs. in 000) as against Rs 38988 (Rs. in 000) in the previous year. The Net Loss after tax before OCI was Rs (13988) (Rs. in 000) as against Rs (15092) (Rs. in 000) in the previous year.

On consolidated basis, your Company earned the gross income of Rs 19560 (Rs. in 000) as against Rs 23636 (Rs. in 000) in the previous year. The total expenditure during the year under review was Rs 39290 (Rs. in 000) as against Rs 40400 (Rs. in 000) in the previous year. The Net Loss after tax before OCI was Rs (15304) (Rs. in 000) as against Rs (16465) (Rs. in 000) 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 2020-21, together with the Auditors' Report form part of this Annual Report.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY AND ASSOCIATE COMPANY

Subsidiary Company:

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 subsidiary company is included in the Consolidated Financial Statements (CFS) in the Company.

A statement containing the salient features of financial statements of subsidiary and associate company of the Company in the prescribed **Form AOC – 1** forms a part of Consolidated Financial Statements (CFS) 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 up to 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.kjmcfinserve.com.

Brief Financial and Operation of subsidiary and associate company are given hereunder:

(i) **KJMC Trading & Agency Limited:** It earned gross income of Rs 1800 (Rs. in 000) as against Rs 1933 (Rs. in 000) in the previous year. The total expenditure during the year under review was Rs 3164 (Rs. in 000) as against Rs 3288 (Rs. in 000) in the previous year. The Net Profit after tax before OCI was Rs (1364) (Rs. in 000) as against Net Loss of Rs (1467) (Rs. in 000) in the previous year.

Associate

(i) **KJMC Platinum Builders Private Limited:** It earned gross income of Rs 762 (Rs. in 000) as against Rs 961 (Rs. in 000) in the previous year. The total expenditure during the year under review was Rs 572 (Rs. in 000) as against Rs 648 (Rs. in 000) in the previous year. The Net Profit after tax was Rs 190 (Rs. in 000) as against Rs 267 (Rs. in 000) in the previous year.