

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of **KEN FINANCIAL SERVICES LIMITED** will be held on Wednesday, 30th September, 2015 at 4:30 p.m. at Registered Office of the Company at 302, 3rd Floor, Standard House, 83, M K Road, Mumbai – 400 002 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Akash Sukhdev Swami (DIN 06938405) who retires by rotation and being eligible, offers him-self for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the reappointment of the statutory auditors, M/s. Motilal & Associates., Chartered Accountants, Mumbai (Registration No. 106584W), as the Statutory Auditors of the Company be and is hereby ratified by the members of the Company for the financial year 2015-16 at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Gangaben Raman Pagi, (DIN 05136544), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 30th June, 2015 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of her appointment as Additional Director i.e. 30th June, 2015 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2019-20 or 29th June, 2020, whichever is earlier.”

REGISTERED OFFICE:

302, 3rd Floor,
Standard House,
83, M K Road,
Mumbai – 400 002.

FOR AND ON BEHALF OF THE BOARD

Date: 3rd September 2015

**SUMIT GUPTA
DIN 06938413
CHAIRMAN**

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.
3. In terms with Articles of Association, read with Section 152 of the Companies Act, 2013, Mr. Akash Sukhdev Swami (DIN 06938405), Director retire by rotation and being eligible, offer himself for reappointment. The Board of Directors commends his reappointment.

Mr. Manoj Kumar More (DIN 00040190), Mr. Sunil Saini (DIN 00673578), Mr. Dinesh Dhokar (DIN 03476436), Mr. Ronak Salecha (DIN 03625993) and Mrs. Gangaben Raman Pagi (DIN 05136544), Non-executive Directors of the Company were Independent Directors as per Clause 49 of the Listing Agreement with Stock Exchanges. As per Explanation to Section 152(6)(e) of the Companies Act 2013, total number of Directors for the purpose of determining directors liable to retire by rotation shall not include independent directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.

4. Brief resume of all Directors proposed to be re-appointed / appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges are provided in the annexure to the notice.
5. Explanatory Statement under section 102 of the Companies Act, 2013 is annexed hereto.
6. The Register of Members and the Share Transfer Books of the Company will be closed from 26-09-2015 to 30-09-2015 (both days inclusive).
7. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.

8. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Ltd.
10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to M/s. Purva Sharegistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company/M/s. Purva Sharegistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
12. Electronic copy of the annual report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2015 is being sent in the permitted mode.
13. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
14. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-

voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

15. Members may please note that the Notice of the 21st Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.kenfin.com for their download. 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. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: kenfsl@rediffmail.com

16. Voting through electronic means

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• 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 last 8 digits of the demat account/sequence number 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. E.g. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
Dividend Bank	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.

Detail OR Date of Birth (DOB)	<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).
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- (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 relevant company <KEN FINANCIAL SERVICES LTD.> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <September 27, 2015 (09.00 a.m.)> and ends on <September 29, 2015 (5.00 p.m.)>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 23, 2015>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE:

Explanatory Statement under Section 102 of the Companies Act, 2013 and details pursuant to clause 49 of the Listing Agreement.

ITEM NO. 4:

Mrs. Gangaben Raman Pagi, aged about 51 years, has joined the Board as Non-executive Woman Independent Director with effect from June 30, 2015. Mrs. Gangaben Raman Pagi holds directorship in i other Companies – Shlok Mercantile Private Limited.

The Company has received from Mrs. Gangaben Raman Pagi:

- (i) Consent in writing to act as Woman Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014.
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mrs. Gangaben Raman Pagi fulfills the conditions specified in the Act and the Rules made thereunder and also the provisions as laid down in Listing Agreement to be eligible to be appointed as Woman Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mrs. Gangaben Raman Pagi is independent of the management of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Gangaben Raman Pagi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Gangaben Raman Pagi as Woman Independent Director of the Company for a term of 5 years pursuant to provisions of section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mrs. Gangaben Raman Pagi shall not be liable to retire by rotation.

Except Mrs. Gangaben Raman Pagi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

REGISTERED OFFICE:

302, 3rd Floor,
Standard House,
83, M K Road,
Mumbai – 400 002.

Date: 3rd September 2015

FOR AND ON BEHALF OF THE BOARD

**SUMIT GUPTA
DIN 06938413
CHAIRMAN**

DIRECTORS' REPORT

To,
The Members,
Ken Financial Services Limited

Your Directors have pleasure in presenting their Twenty First Annual Report together with the Audited Accounts of the Company for the year ended on 31st March, 2015.

1. **Financial Results**

The financial results are summarized below:

(Amount in ₹)

	Particulars	Year ended 31st March 2015	Year ended 31st March 2014
A	Total Income / (Loss) From Operation	6,74,795	(4,33,989)
B	Less: Expenses	9,16,789	7,42,408
C	Profit/(Loss) Before Tax	(2,41,993)	(11,76,398)
D	Less: Provision for Taxation Provision for Deferred Tax	NIL NIL	NIL NIL
E	Profit/(Loss) after Tax	(2,41,993)	(11,76,398)

2. **Financial Performance**

During the year under review, the Company has suffered loss from operation of ₹ 6.75 Lacs in comparison with ₹ 4.34 Lacs during the previous year. The Net Loss after tax was ₹ 2.42 Lacs in comparison with ₹ 11.76 Lacs during the previous year. Your Directors are hopeful of better performance in the forthcoming year. There was no change in the nature of the business of the Company during the year.

3. **Dividend & Reserves**

Your Directors abstain from declaring any dividend for the year and no amount of profit earned during the year was transferred to General Reserve.

4. **Management Discussion & Analysis**

Management Discussion & Analysis report is being given under Corporate Governance Report. There are no material changes between the end of the financial year and the date of the report which may affect the financial position of the Company.

5. **Listing With Stock Exchanges**

At Present, the Equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE).

6. **Dematerialisation of Shares**

99.39% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2015 and balances 0.61% is in physical form. The Company's Registrar and Transfer Agent is Purva Sharegistry (India) Private Limited. having their registered office at No.9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 011.

7. **Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

8. **Finance & Accounts**

The Company has not raised any finance by issue of any securities during the year. The Company has adequate financial resources at its disposal for carrying on its business. Details of transactions are given in the Notes to the Financial Statements.

Your Company prepares its financial statements in compliance with the requirements of Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and profit for the year ended 31st March, 2015.

9. **Subsidiaries, Joint Ventures and Associates Companies**

The Company does not have any Subsidiary/Joint Ventures/Associate Companies.

10. **Deposits**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

11. **Extract of The Annual Return**

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure A".

12. **Statutory Auditors**

(a) Comments and notes by auditors in the opinion of the management are self-explanatory and do not require any further comments.

(b) M/s. Motilal & Associates., Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

13. **Secretarial Auditors**

In terms of Section 204 of the Act and Rules made there under, M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is annexed as “Annexure B” to this report. The report is self-explanatory and do not call for any further comments.

14. **Particulars Regarding Conservation Of Energy, Technology Absorption**

Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 requires disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company is not having manufacturing facilities of its own; therefore information required under this clause is not applicable to the Company.

15. **Foreign Exchange Earnings / Outgo**

The Company has neither incurred any expenditure nor earned any income in foreign exchange.

16. **Corporate Social Responsibility (CSR)**

The Company does not fall under the prescribed class of companies' u/s 135(2) of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014. Hence CSR is not applicable to the Company.

17. **Human Resources**

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

18. **Directors and Key Managerial Personnel**

(i) **Changes in Directors and Key Managerial Personnel:**

i. **Appointment of Directors retiring by rotation:**

Mr. Akash Sukhdev Swami (DIN 06938405), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

(ii) **Declaration by Independent Directors:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

19. **Meetings of the Board**

The Board of Directors duly met 5 times during the financial year, the details of the same are being given in the Corporate Governance Report.

20. **Vigil Mechanism**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is posted on the website of Company.

21. **Particulars of Loans, Guarantees or Investments**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

22. **Related Party Transactions**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC 2 is not required. During the year, no material related party transactions were entered into with related parties by the Company. Details of transactions with related parties are given in the Notes to the Financial Statements.

23. **Risk Management:**

The Company has adequate internal controls in place at various functional levels and does not foresee any major risk such as financial, credit, legal, regulatory and other risk keeping in view the nature and size of its business.

24. **Safety:**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

25. **Significant and Material Orders Passed by the Regulators or Courts:**

There are no significant and material orders passed by Regulators/Courts that would impact the going concern status of the Company and its future operations.

26. **Material changes and commitment:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report.

27. **Audit Committee:**

The Audit Committee is comprised of one executive and two Independent Directors. The composition of the Audit Committee is as follows:-

Sr. No.	Members
1	Mr. Manoj More
2	Mr. Sumit Gupta
3	Mr. Sunil Saini

All the recommendations made by the Audit Committee were accepted by the Board.

28. **Board Evaluation:-**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India under Clause 49 of the Listing Agreements.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

29. **Corporate Governance:**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that our company affairs are managed in fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

We comply with the Securities and Exchange Board of India (SEBI)'s guidelines on corporate governance. We have documented our internal policies on corporate governance. Several aspects of the act such as Whistle Blower Policy and Code of Conduct and Ethics, have been incorporated into our policies. A report on a Corporate Governance is appended as annexure to this report.

30. **Ratio of Remuneration:**

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Sr. No.	Name	Designation	Remuneration FY 2014-15	% increase from previous year	Ratio/Times per Median of Employee Remuneration
1.	Mr. Akash Swami	Whole Time Director	2,57,383	N. A.	17
2.	Mr. Sumit Gupta	Whole Time Director	1,87,333	N. A.	12
3.	Mr. Mukesh Saini	Whole Time Director	1,17,133	N. A.	8

The particulars of the employees as required under Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the employees of the Company was in receipt of remuneration as prescribed under the said Rules.

31. **Share Capital**

A) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

B) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

C) Bonus Shares

No Bonus Shares were issued during the year under review.

D) Employees Stock Option Plan

The Company has not provided any stock option plan during the year under review.

32. **Directors Responsibility Statement:-**

According to the provisions of section 134(3)(c) of the Companies Act, 2013, the directors confirm that:

- a) in the preparation of annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the accounting policies as selected are consistently applied and made judgements and estimates that are reasonable and prudent manner so as to ensure true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date.
- c) adequate accounting records are maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) financial statements have been drawn up on a going concern basis.
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

33. **Acknowledgment**

Your directors take the opportunity to record their deep sense of gratitude for the valuable support and cooperation extended to the Company by its shareholders and bankers.

Registered Office:

302, 3rd Floor,
Standard House,
83, M. K. Road,
Mumbai - 400 002.

Dated: 30th May 2015

For and on behalf of the Board

Sumit Gupta
DIN: 06938413
Director

Annexure A

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i	CIN	L65990MH1994PLC078898
ii	Registration Date	10-06-1994
iii	Name of the Company	Ken Financial Services Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered Office & contact details	302, 3rd Floor, Standard House, 83, M. K. Road, Mumbai - 400 002.
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J R Borich Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400011.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Financial Intermediation, Except Insurance and Pension Funding	65	100

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NONE				

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

i) Category-Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	41,900	0	41,900	1.40	41,900	0	41,900	1.40	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (1) :-	41,900	0	41,900	1.40	41,900	0	41,900	1.40	0.00
(2) Foreign									
a) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2) :-	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter									
(A)= (A)(1)+(A)(2)	41,900	0	41,900	1.40	41,900	0	41,900	1.40	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
C) Cenntal Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s).	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1) :-	0	0	0	0.00	0	0	0	0.00	0.00

(2) Non Institutions									
a) Bodies corporates									
i) Indian	6,94,196	0	6,94,196	23.14	6,22,648	0	6,22,648	20.75	(2.38)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	5,25,485	18,400	5,43,885	18.13	4,84,968	18,400	5,03,368	16.78	(1.35)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	15,34,634	0	15,34,634	51.15	16,79,358	0	16,79,358	55.98	4.82
c) Others (specify)									
NRI (Repat & Non Repat)	146	0	146	0.00	57	0	57	0.00	(0.00)
HUF	1,77,438	0	1,77,438	5.91	1,52,269	0	1,52,269	5.08	(0.84)
Clearing Members	7,901	0	7,901	0.26	500	0	500	0.02	(0.25)
SUB TOTAL (B)(2) :-	29,39,800	18,400	29,58,200	98.60	29,39,800	18,400	29,58,200	98.60	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	29,39,800	18,400	29,58,200	98.60	29,39,800	18,400	29,58,200	98.60	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	29,81,700	18,400	30,00,100	100.00	29,81,700	18,400	30,00,100	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. Aashish Jajodia	41,900	1.40	0.00	41,900	1.40	0.00	0.00
	Total	41,900	1.40	0.00	41,900	1.40	0.00	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No changes in Promoters shareholding during the year			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No changes in Promoters shareholding during the year			
3	At the end of the year	No changes in Promoters shareholding during the year			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the Beginning of the Year		Shareholding at the end of the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sanjay Choudhary	3,51,900	11.73	3,51,900	11.73
2	Arcadia Share & Stock Brokers Pvt. Ltd.	1,24,379	4.15	1,23,170	4.11
3	Ishwar Lal Kalantri	1,10,000	3.67	1,10,000	3.67
4	Nandkishore Bhandari	90,000	3.00	90,000	3.00
5	Prakash Shankar Bhosale	78,344	2.61	80,744	2.69
6	Milestone Shares & Stock Broking	77,037	2.57	77,037	2.57
7	Vidyadhar Ramnaresh Dubey	65,346	2.18	73,191	2.44
8	Yoke Securities Limited	1,45,001	4.83	70,993	2.37
9	Umashankar Vedprakash Agarwal	0	0.00	63,378	2.11
10	Yoke Commodities Pvt. Ltd.	0	0.00	60,000	2.00

(v) Shareholding of Directors & Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at the Beginning of the Year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	None of the Directors or KMP hold shares in Company			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	None of the Directors or KMP hold shares in Company			
3	At the end of the year	None of the Directors or KMP hold shares in Company			

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	0	6,49,733	0	6,49,733
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0		
Total (i+ii+iii)	0	6,49,733	0	6,49,733
Change in Indebtedness during the financial year				
Additions	0	20,00,000	0	20,00,000
Reduction	0	3,10,121	0	3,10,121
Net Change	0	16,89,879	0	16,89,879
Indebtedness at the end of the financial year				
i) Principal Amount	0	23,39,612	0	23,39,612
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	23,39,612	0	23,39,612

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		WTD	WTD	WTD	
1.	Gross salary	Mr. Akash Swami	Mr. Sumit Gupta	Mr. Mukesh Saini	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	2,57,383	1,87,333	1,17,133	5,61,849
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	-as % of profit	0	0	0	0
	-others, Specify....	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	2,57,383	1,87,333	1,17,133	5,61,849

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors	NIL	NIL
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2.	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
1	Gross Salary	CEO	Company Secretary	CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	NIL			
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	-as % of profit				
	-others, specify				
5	Others, please specify				
	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

Annexure B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ken Financial Services Limited
302, 3rd Floor, Standard House,
83, M. K. Road,
Mumbai – 400 002.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ken Financial Services Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2015** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 **(Not applicable to the Company during the Audit Period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;
- (vi) We have relied on the information and representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under the other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not applicable to the Company during the Audit Period)**.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above mentioned above subject to the following observations:

1. Pursuant to the provisions of Clause 49 of the listing agreement and second proviso to Section 149(1) of the Companies Act, 2013, the Company was required to appoint woman director on the Board of the Company upto 31st March, 2015; however the appointment of woman director is yet to be made.
2. Certain filings with the Registrar of Companies, Maharashtra are yet to be made.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

R. C. Bagdi
Proprietor
C. P. No. - 2871

Place: Indore
Dated: 30th May 2015

Encl: Annexure "1" forming an integral part of this Report.

Annexure 1

To,
The Members,
Ken Financial Services Limited

Our Report of even date is to be read alongwith this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation with respect to compliance of laws, rules and regulations and of significant events during the year.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis to the extent applicable to the Company.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

R. C. Bagdi
Proprietor
C. P. No. - 2871

Place: Indore
Dated: 30th May 2015

KEN FINANCIAL SERVICES LIMITED

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company's philosophy of Corporate Governance has evolved from its continued faith in fundamentals of fairness, accountability, disclosures and transparency. The Company believes that Corporate Governance is a pre-requisite for attaining sustainable growth in this competitive corporate world.

The governance practices followed by your company have played a vital role in its journey of continued success. All the procedures, policies and practices followed by your company are based on sound governance principles. Comprehensive disclosures, structured accountability in exercise of powers and commitment in compliance with regulations and statutes in latter as well as spirit have enabled your company to enhance shareholder value.

Your Company has complied with all regulation stipulated by the Clause 49 of the Listing Agreement. The Company's policies and practices cover most of the elements of the corporate governance voluntary guidelines, 2009 issued by the Ministry of Corporate Affairs.

2. BOARD OF DIRECTORS

(i) Composition of Board, Directorships and Committees position held in other Companies as at 31st March 2015.

a) Composition

Company's policy is to maintain optimum combination of executive and non executive Directors. The Board of Directors of the company is comprised of seven directors of whom four are executive directors and four are non executive independent directors.

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside Committees#	
			As Chairman	As Member
Mr. Manoj More	*Non-Executive	7	None	None
Mr. Pramod Kumar Sharma	@Executive Director	8	None	None
Mr. Dinesh Dhokar	*Non-Executive	1	None	None
Mr. Sunil Shivkumar Saini	*Non-Executive	0	None	None
Mr. Ronak Salecha	*Non-Executive	1	None	None
Mr. Akash Swami	Executive	0	None	None
Mr. Mukesh	Executive	0	None	None
Mr. Sumit Gupta	Executive	0	None	None

* Also Independent

@ upto 20-06-2014

Only three Committees viz. Audit Committee, Shareholders' Grievance Committee and Nomination and Remuneration committee are considered for this purpose.

Independent Director is defined as one who apart from receiving sitting fee as a Director, does not have any other material pecuniary relationship or transactions in his personal capacity with the Company, its promoters & management.

The Non-Executive Directors have no material pecuniary relationship or transactions in their personal capacity with the Company.

(ii) Board Meetings:

In financial year 2014-15, the Board met 5 times. The meetings were held on 30-05-2014, 20-06-2014, 14-08-2014, 14-11-2014 and on 14-02-2015.

Attendance of Directors in meetings held during the financial year 2014-2015.

Name of Directors	No. of Board Meeting attended in F. Y. 2014-2015	Attendance AGM
Mr. Manoj More	5	Yes
Mr. Pramod Kumar Sharma	1	
Mr. Dinesh Dhokar	5	Yes
Mr. Sunil Shivkumar Saini	5	Yes
Mr. Ronak Salecha	5	Yes
Mr. Akash Swami	3	Yes
Mr. Mukesh	3	Yes
Mr. Sumit Gupta	3	Yes

None of the Directors are nominee of any Institutions.

The Board of Directors meets atleast once in a quarter to review the quarterly financial results and operation of the company. In addition to the above, the Board also meets as and when necessary to address specific issue relating to the business.

3. AUDIT COMMITTEE

(i) Terms of Reference

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 177 of the Companies Act, 2013 and covers all the aspects stipulated by the SEBI Guidelines.

(ii) Composition of the Committee:

The Audit Committee was constituted on 30th May, 2014. The Audit Committee is comprised of three Directors. The composition of the Audit Committee is as follows:-

Sr. No.	Name
1	Mr. Manoj More
2	Mr. Dinesh Dhokar
3	Mr. Sunil Saini

- (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/rules and/or as and when felt necessary)

(a) The Statutory Auditors viz. Motilal & Associates

- (iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30th September, 2014 and provided clarifications to the members of the Company on the matters relating to Accounts and finance.
- (v) An Audit Committee meeting was held on 30th May, 2014 where the Annual Financial Statements for the year ended 31st March, 2014 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly / Half Yearly Un-Audited Financial Results on the following dates before recommending the same to the Board.

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 st March, 2014	30 th May, 2014
Quarter ended 30 th June, 2014	14 th August, 2014
Quarter/Half Year ended 30 th Sept. 2014	14 th November, 2014
Quarter ended 31 st December, 2014	14 th February, 2015

4. NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178 of the Companies Act, 2013 and requirements of Clause 49 of Listing Agreement, The Remuneration Committee was renamed and reconstituted as Nomination and Remuneration Committee by the Board of Directors at its Meeting held on 30th May, 2014 and adopted new terms of reference.

- (i) Terms of Reference

The Company has reconstituted a Nomination and Remuneration Committee to determine the remuneration payable to the Directors and to approve the selection, appointment and remuneration of relatives of Directors for holding an office of profit pursuant to section 188 of the Companies Act, 2013

- (ii) Remuneration Policy:

The Company's remuneration policy aims to attract and retain talent and is in accordance with the industries practices. The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against earmarked objectives.

The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him

The Nomination and Remuneration Committee is comprised of three Non-executive independent Directors. During the financial year 2014-15, One Committee Meeting was held. The composition of the Nomination and Remuneration Committee is as follows:-

Sr. No	Members
1	Mr. Manoj More
2	Mr. Dinesh Dhokar
3	Mr. Sunil Saini

5. SHAREHOLDERS COMMITTEE

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and requirements of Clause 49 of Listing Agreement, The Shareholders Committee was renamed and reconstituted as Stakeholders Relationship Committee by the Board of Directors at its Meeting held on 02nd May, 2014 and adopted new terms of reference.

- (i) The Company has a 'Stakeholders Relationship Committee' to approve transfer and transmission of securities, issue of duplicate certificates, review of share dematerialization and rematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other Shareholder related issues.
- (ii) The Committee headed by Mr. Sumit Gupta, Director to specifically look into redressing of Shareholders' and Investors' complaints. The Committee comprises of Two Non-executive and Independent Directors and One Executive Director, Details of composition are as under:

Sr. No	Members
1	Mr. Manoj More
2	Mr. Sunil Saini
3	Mr. Sumit Gupta

Mr. Sumit Gupta has also been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the Listing Agreement with the Stock Exchange, Mumbai.

- (iii) Number of Shareholders' complaints received during the year : Nil
 Number not solved to the satisfaction of the Shareholders : Nil
 Number of pending share transfers : Nil

6. WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the

Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

7. (i) DETAILS OF GENERAL MEETING

AGM	Date of the meeting	Venue	Time
18 th	28-09-2012	Sai Darshan, Plot No. 97, Daulat Nagar Road No. 8, Borivali (E), Mumbai – 400066.	11.00 a.m.
19 th	30-09-2013	Sai Darshan, Plot No. 97, Daulat Nagar Road No. 8, Borivali (E), Mumbai – 400066.	3.30 p.m.
20 th	30-09-2014	Sai Darshan, Plot No. 97, Daulat Nagar Road No. 8, Borivali (E), Mumbai – 400066.	3.30 p.m.

- (ii) During the F.Y. 2014-15, no Extra-ordinary General Meeting of the members were held.

8. DISCLOSURES

Disclosure on materially significant related party transactions.	:	There were no materially significant related party transactions i.e. transactions of material nature with its promoters, directors or the management or relatives etc. during the year that may have potential conflict with the interests of the Company at large.
Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	:	None
Reconciliation of Share Capital Audit	:	Secretarial Audit was carried out by a practicing firm of Chartered Accountants/Company Secretaries to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

9. MEANS OF COMMUNICATION.

Half yearly report sent to each household of Shareholder	:	No
Financial Results	:	The financial results have been sent to the regional stock exchange on which the Company is listed in the prescribed format so as to enable the Stock Exchange to put them on their own web sites.
Any website where displayed	:	www.ken-fin.com
Whether presentations made to institutional investors or to analyst	:	No request as such was received
Whether Management Discussion and Analysis Report is a part of Annual Report or not	:	Yes

10. GENERAL SHAREHOLDERS INFORMATION

(i)	Next AGM:		
	Date	Time	Venue
	30-09-2015	4.30 p.m.	302, 3 rd Floor, Standard House, 83, M K Road, Mumbai – 400 002.
(ii)	Financial Calendar (tentative) for year 2015-16.		
	Financial Reporting		Date of submission to stock exchange
	For the quarter ending	30 th June, 2015	4 th week of July, 2015
	For the quarter/half year ending	30 th Sept., 2015	4 th week of Oct, 2015
	For the quarter ending	31 st Dec., 2015	4 th week of Jan, 2016
	For the year ending	31 st March, 2016	4 th week of April, 2016
(ii)	Next Dates of Book Closure	:	26 th Sept. 2015 to 30 th Sept. 2015 (both days inclusive)
(iii)	Code of Conduct for Prevention of insider Trading: The Board of Directors has laid down the Code of Conduct applicable to all Board Members and Senior Executives of the Company. All Board Members have affirmed compliance of the Code of Conduct. A declaration by CEO/Director to this effect is given in this report.		
(iv)	Dividend Payment Date	:	N.A.
(v)	Listing on Stock Exchanges	:	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai – 400 001.
(vi)	Stock Code	:	530547
(vii)	ISIN No. for the Company's Equity Share in Demat Form	:	INE395E01018
(viii)	Depository Connectivity	:	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL)

(ix)	Stock Market Data			
	Month	High	Low	Month Close
	April 2014	8.45	6.43	6.43
	May 2014	6.41	5.06	6.41
	June 2014	7.72	6.40	7.50
	July 2014	8.26	6.74	6.74
	August 2014	7.32	6.98	7.00
	September 2014	7.00	6.66	6.90
	October 2014	7.59	7.23	7.59
	November 2014	7.22	7.22	7.22
	December 2014	7.50	7.13	7.13
	January 2015	6.78	3.78	3.78
	February 2015	4.32	3.60	4.32
	March 2015	5.21	4.03	4.03
(x)	Registrar & Transfer Agents: The Company has appointed M/s. Purva Shareregistry (India) Private Limited as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.			
(xi)	Share Transfer System: With a view to expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to Share Transfer Committee of the Board, which meets as and when required. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited within 7 days.			
(xii)	Registrar and Transfer Agent	M/s. Purva Shareregistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.		

(xiii) **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015**

(a) According to Category holdings

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of shareholding
Promoters	1	0.17	41900	1.40
Person Acting in concert	0	0	0	0.00
FI(s) Bank & Mutual Fund	0	0	0	0.00
Individual/Indian Public	496	85.52	2182726	72.76
Corporate Bodies	39	6.73	622648	20.75
NRI/OCB	1	0.17	57	0.00
Clearing Members	1	0.17	500	0.02
Hindu Undivided Family	42	7.24	152269	5.07
Total	580	100.00	3000100	100.00

(b) According to Number of Equity Shares

Nominal Value of Equity Shares held	No. of shareholders	% of total shareholders	No. of shares	% of shareholding
Upto 5000	325	56.03	65545	2.18
5001 to 10000	57	9.83	48519	1.62
10001 to 20000	48	8.28	75713	2.52
20001 to 30000	24	4.14	61134	2.04
30001 to 40000	19	3.28	68415	2.28
40001 to 50000	21	3.62	101423	3.38
50001 to 100000	28	4.83	213904	7.13
Above - 100001	58	10.00	2365447	78.85
Total	580	100.00	3000100	100.00

(xiv)	Dematerialization of Shareholding and liquidity	99.39% Company Equity Share's dematerialized as on 31-03-2015
(xv)	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xvi)	Plant Locations	Not Applicable.

11. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:

The Auditors Certificate on compliance of clause 49 of the listing Agreement relating to Corporate Governance is published as an annexure to the Directors Report.

12. DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:

The Board has formulated a code of conduct for the Board members of the Company. It is hereby affirmed that all the directors have complied with the code of conduct framed by the company and a confirmation to that effect has been obtained from the Directors of the Company.

13. REVIEW OF GOVERNANCE PRACTICES:

We have in this report attempted to present the governance practices and principles being followed at the Company, as evolved over the years, and as best suited to the needs of our business and stakeholders, Our discussion and governance practices are continually revisited, reviewed and revised to respond to dynamic needs of our business and ensure that our standards are at par with recognized practices of governance, so as to meet the expectations of our entire stakeholder.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMEBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted a “Code of Conduct” for all the Board members and senior management of the Company.

I confirm that Company has in respect of the financial year ended 31st March 2015, received from the Board Member & Senior Management personnel of the company a declaration of compliance with the “Code of Conduct” as applicable to them.

For and Behalf of the Board

Place: Mumbai
Dated: 30th May 2015

Sumit Gupta
DIN 06938413
Director

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATE

I, Mr. Sumit Gupta, Chief Finance Officer and Director of the Company hereby certify that:

- a. I have reviewed the financial and cash flow statements for the year ended 31st March, 2015 and to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the company during the year ended on 31st March, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financing reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit committee and steps have been taken to rectify these deficiencies.
- d.
 - (i) There has not been any significant change in internal control over financial reporting during the year ended under reference.
 - (ii) There has not been any significant change in Accounting Policies during the year; and
 - (iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the management or an employee having a significant role in Companies internal control system over financial reporting shall be disclosed.

Place: Mumbai
Dated: 30th May 2015

Sumit Gupta
DIN 06938413
Director

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):

Overall Review

The year under review was quite reasonable for the Company. Though the Company could not perform as expected, it has achieved better income from operation and reduced the net loss considerably during the year.

Industry Review

The global economic conditions remained subdued during the previous year. There was volatile movement of prices in the commodity market. Even in India there were high inflation, higher interest rate and uncertain market condition. The Stock Market remain stable but the under current was weak because the Government at centre was short of majority number in the upper house. In spite of all, the new Government at Centre is doing reasonably well to bring the economy back on path of progress. The result of the reform process started by the Government will be seen in the years to follow.

Risk Management

During the year your Company under its well planned and defined risk management policy gave attention to all the risk areas. The Board of Directors is apprised of the development in risk management in periodical meetings where the quarterly results are approved.

Safety, Health and Environment

Your Company as a matter of policy gives greater importance to safety, health and environment and also ensures compliance with applicable legislative requirements.

Human Resources

Your Company recognizes the importance of Human Resource in achieving its objectives and strategies as human resource plays an important role in the success and growth of Company. Your company gives priority in honing and utilizing their skills through in house training programs.

Internal Control System

Your Company has a planned internal control system through internal checks and reviews it periodically to strengthen it and safeguard Company's assets. Management Information System is given utmost importance.

Cautionary Statement

The report contains forward looking statements describing expectations, estimates, plans or words with similar meaning. Your Company's actual result may differ from those projected depending on various factor. Your Company cannot guarantee that the assumptions and estimates in the forward looking statements are accurate or will be realized.

AUDITORS COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the members of KEN FINANCIAL SERVICES LIMITED

We have reviewed the compliance of conditions of Corporate Governance by Ken Financial Services Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance in all material respect as stipulated in the above mentioned listing agreement.

We state that there are no investor grievance(s) pending for a period exceeding one month against the company as per the report given by the Registrars of the Company and placed before the Investor Grievance Committee.

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

**For Motilal & Associates
Chartered Accountants
Firm Reg. No. 106584W**

**Place: Mumbai
Date: 30th May 2015**

**Motilal Jain
Proprietor
Membership No. 036811**

INDEPENDENT AUDITOR'S REPORT

To the Members of

Ken Financial Services Limited.

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Ken Financial Services Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, and its Loss for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on basis of such checks of books and records of the company as we considered appropriate and according the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and 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 it appears from our examination of those books.
 - c. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. The provisions relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

For Motilal & Associates
Chartered Accountants
Firm Reg. No. 106584W

Place: Mumbai
Date: 30th May 2015

(Motilal Jain)
Proprietor
Membership No. 036811

KEN FINANCIAL SERVICES LIMITED
ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph (1) of our Report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (ii) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Consequently, the provisions of clauses ii (a) and ii (b) of the order are not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a) and iii (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 and 74 of the Act and the rules framed there under to the extent notified.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding

statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (c) The Company was not require to transfer any amount to Investor Education and Protection Fund in accordance with the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and rules made thereunder.
- (viii) The Company does not have any accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the information and explanation given to us, the Company has not obtained any term loan during the year.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For Motilal & Associates
Chartered Accountants
Firm Reg. No. 106584W**

**Place: Mumbai
Date: 30th May 2015**

**(Motilal Jain)
Proprietor
Membership No. 036811**

KEN FINANCIAL SERVICES LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
		(₹)	(₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2	3,00,01,000	3,00,01,000
(b) Reserves and Surplus	3	53,72,232	59,01,202
(2) Non-current liabilities			
(a) Deferred tax liabilities (Net)	4	5,384	2,88,807
(3) Current liabilities			
(a) Short-term borrowings	5	23,39,612	6,49,733
(b) Trade payables	6	7,20,000	14,55,796
(c) Other Current liabilities	7	2,98,387	39,53,066
(d) Short-term provisions	8	6,98,282	6,98,282
TOTAL		3,94,34,897	4,29,47,886
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	9	2,23,440	7,97,476
(b) Long-term loans and advances	10	3,30,01,315	3,40,22,837
(2) Current assets			
(a) Inventories	11	48,08,274	68,23,008
(b) Cash and cash equivalents	12	3,85,269	5,40,151
(c) Other current assets	13	10,16,598	7,64,414
TOTAL		3,94,34,897	4,29,47,886
Notes referred above form an integral part of the Financial statem As per our report attached		1	
For Motilal & Associates		For Ken Financial Services Limited	
Chartered Accountants			
(Motilal Jain)		(Sumit Gupta)	(Akash Swami)
Proprietor		(Din 06938413)	(Din 06938405)
Membership No. : 036811		Director	Director
Firm Regn. No. : 106584W			
Place : Mumbai			
Dated : 30th May 2015			

KEN FINANCIAL SERVICES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

Sr. No.	Particulars	Note No.	Year ended 31st March 2015	Year ended 31st March 2014
I.	Revenue from operations	14	5,84,795	(4,33,989)
II.	Other income	15	90,000	0
III.	Total Revenue (I + II)		6,74,795	(4,33,989)
IV.	Expenses:			
	Employee benefits expense	16	6,63,349	1,20,000
	Depreciation and amortization expense	17	3,637	3,02,106
	Other Administrative expenses	18	2,49,803	3,20,302
	Total expenses		9,16,789	7,42,408
V.	Profit before tax (III-IV)		(2,41,993)	(11,76,398)
VI.	Tax expense:			
	Current Tax		0	0
	Deferred Tax		0	0
	Total tax expenses		0	0
VII.	Profit (Loss) after Tax (V-VI)		(2,41,993)	(11,76,398)
VIII.	Earnings per equity share:			
	(1) Basic		(0.08)	(0.39)
	(2) Diluted		(0.08)	(0.39)
<p>Notes referred above form an integral part of the Financial statements As per our report attached</p> <p>For Motilal & AssociatesFor Ken Financial Services Limited Chartered Accountants</p> <p>(Motilal Jain)(Sumit Gupta)(Akash Swami) Proprietor(Din 06938413)(Din 06938405) Membership No. : 036811DirectorDirector Firm Regn. No. : 106584W</p> <p>Place : Mumbai Dated : 30th May 2015</p>				

KEN FINANCIAL SERVICES LIMITED
CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

Sr. No.	Particulars	2014-2015	2013-2014
		(₹)	(₹)
A.	<u>Cash Flow from Operating Activities</u>		
	Net Profit / (Loss) before Tax	(2,41,993)	(11,76,398)
	Adjustment to reconcile profit and loss before tax to cash provided by operating activities		
	Depreciation and amortisation expenses	3,637	3,02,106
	Interest Income	(53,10,607)	(2,14,000)
	Interest Expenses	0	0
	Operating profit before working capital changes	(55,48,963)	(10,88,292)
	Decrease/(Increase) in Stock in Trade	20,14,733	37,18,090
	Decrease/(Increase) in Sundry Debtors	0	33,91,237
	Decrease/(Increase) in Loans & Advances	7,69,338	(61,23,143)
	(Decrease)/Increase in Current Liabilities	(27,00,596)	3,09,930
	(Decrease)/Increase in Non-Current Liabilities	0	0
	Cash Generated from Operation	(54,65,488)	2,07,823
	Tax paid	0	0
	Cash Flow before Extra Ordinary items	(54,65,488)	2,07,823
	Foreign Exchange Loss	0	0
	Prior period adjustment	0	0
	Net Cash Flow from Operating activities	(54,65,488)	2,07,823
B.	<u>Cash Flow from Investing activities</u>		
	Purchase of Fixed Assets	0	0
	Sale of Investment / (Purchases of Investment)	0	0
	Net Cash Flow from Investing activities	0	0
C.	<u>Cash Flow from financing activities</u>		
	Increase/(Decrease) in Long-term borrowings	0	0
	Interest Received	53,10,607	2,14,000
	Interest paid	0	0
	Net Cash Flow from Financing activities	53,10,607	2,14,000
	Net increase in cash and cash equivalents	(1,54,881)	4,21,823
	Cash and cash equivalents at beginning of year	5,40,151	1,18,328
	Cash and cash equivalents at end of year	3,85,270	5,40,151

Notes referred above form an integral part of the Financial statements
As per our report attached

For Motilal & Associates
Chartered Accountants

For Ken Financial Services Limited

(Motilal Jain)
Proprietor
Membership No. : 036811
Firm Regn. No. : 106584W

(Sumit Gupta) **(Akash Swami)**
(Din 06938413) **(Din 06938405)**
Director **Director**

Place : Mumbai
Dated : 30th May 2015

KEN FINANCIAL SERVICES LIMITED
NOTES TO ACCOUNTS

Accounting policies forming part of the Accounts for the year ended on 31st March 2015

1.1 Basis of preparation of financial statements

The Financial Statements are prepared under in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except those stated at revalued amount on the going concern basis. GAAP comprises mandatory accounting standards as prescribed by the Companies Rules, 2006; the provision of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hereto in use.

1.2 Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for their intended use.

1.3 Depreciation:

Depreciation on tangible assets is provided to the extent of depreciable amount on straight line method over the useful life of such assets as specified in Schedule II to the Companies Act, 2013.

1.4 Revenue Recognition

Revenue is recognized only when it is reasonably certain that the ultimate collection will be made.

1.5 Retirement Benefits

The Company follows the policy of accounting for the same only on crystallization of the liability.

1.6 Provision for Current and Deferred Tax

Provision for Current tax is made after taking into consideration benefits admissible under the Income Tax Act, 1961. Deferred Tax is recognized, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on enacted or substantially enacted regulations. Deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future.

1.7 Expenses

Material known liabilities are provided for on the basis of available information / estimates. Material items of prior period expenses, non-recurring and extra ordinary expenses are disclosed separately.

1.8 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

1.9 Stock In Trade

Stocks are valued at lower of cost or market value.

1.10 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is present obligation as a result of a past event it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Contingent Liabilities are disclosed in the notes on accounts. Unless the possibility of any outflow in settlement is remote, contingent assets are neither recognized nor disclosed.

KEN FINANCIAL SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particular	As at 31st March 2015	As at 31st March 2014
Note 2 : SHARE CAPITAL		
(a) Authorised Share Capital		
32,50,000 Equity Shares of Rs.10 each	3,25,00,000	3,25,00,000
(Previous year 32,50,000 Equity Shares of Rs.10 each)	3,25,00,000	3,25,00,000
(b) Issued and Subscribed		
30,00,100 Equity shares of Rs.10 each fully paid up	3,00,01,000	3,00,01,000
(Previous Year 30,00,100 Equity shares of Rs.10 each fully paid up)	3,00,01,000	3,00,01,000
(c) Reconciliation of number of shares		
Shares at the beginning of the year	30,00,100	30,00,100
Add : Shares issued during the year	0	0
Less : Buy back of shares/Reduction in share capital	0	0
Outstanding shares at the year end	30,00,100	30,00,100
(d) Shares held by each shareholder holding more than 5% of the shares		
Shri Sanjay Choudhary	3,51,900	0
Shri Kamal Kumar Chaudhary HUF	0	3,00,000
Note 3 : RESERVES & SURPLUS		
(a) Surplus - Profit & Loss account		
Opening balance	59,01,202	70,77,600
Add : Net Profit/(Net Loss) for the current year	(2,41,993)	(11,76,398)
	56,59,209	59,01,202
Less : Fixed Assets Written off	2,86,977	0
Total	53,72,232	59,01,202
Note 4 : DEFERRED TAX LIABILITIES (NET)		
<u>Deferred tax liabilities</u>		
Related to Fixed Assets	5,384	2,88,807
	5,384	2,88,807
Note 5 : SHORT TERM BORROWINGS		
Unsecured		
(a) Borrowings from Body Corporates		
	23,39,612	6,49,733
	23,39,612	6,49,733
Note 6 : TRADE PAYABLES		
(a) Creditors for goods		
	7,20,000	14,55,796
	7,20,000	14,55,796
Note 7 : OTHER CURRENT LIABILITES		
(a) Other payables	2,88,281	39,53,066
(b) Statutory Dues	10,106	0
	2,98,387	39,53,066
Note 8 : SHORT TERM PROVISIONS		
(a) Provision for Tax	6,98,282	6,98,282
	6,98,282	6,98,282

KEN FINANCIAL SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Note 9 : FIXED ASSETS - TANGIBLE ASSETS

Particular	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
	As at 1st April 2014	Additions	Deductions	As at 31st March 2015	As at 1st April 2014	Retained Earnings	For the year	Deduction	As at 31st March 2015	As at 31st March 2015	As at 31st March 2014
Plant & Machinery	50,850	0	0	50,850	11,877	0	3,637	0	15,514	35,336	38,973
Electrical Installations	1,42,611	0	0	1,42,611	1,04,724	30,756	0	0	1,35,480	7,131	37,887
Furniture & Fixtures	17,38,225	0	0	17,38,225	16,70,009	0	0	0	16,70,009	68,216	68,216
Office Equipments	6,33,851	0	0	6,33,851	5,44,108	58,050	0	0	6,02,158	31,693	89,743
Computers	16,21,276	0	0	16,21,276	10,58,619	4,81,593	0	0	15,40,212	81,064	5,62,657
Total (Current Year)	41,86,813	0	0	41,86,813	33,89,337	5,70,399	3,637	0	39,63,373	2,23,440	7,97,476
Total (Previous Year)	41,86,813	0	0	41,86,813	30,87,231	0	3,02,106	0	33,89,337	7,97,476	10,99,582

KEN FINANCIAL SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particular	As at 31st March 2015	As at 31st March 2014
Note 10 : LONG TERM LOANS AND ADVANCES (Secured or Unsecured, Considered Good or Doubtful)		
(a) Other Loans and Advances (Advance recoverable in cash or kind or for value to be received)	3,30,01,315	3,40,22,837
	3,30,01,315	3,40,22,837
Note 11 : INVENTORIES		
(a) Stock of Shares	48,08,274	68,23,008
	48,08,274	68,23,008
Note 12 : CASH AND CASH EQUIVALENTS		
(a) Cash and Cash Equivalent		
(i) Balances with Banks	3,46,908	4,92,174
(ii) Cash on hand	38,361	47,976
	3,85,269	5,40,151
Note 13 : OTHER CURRENT ASSETS		
(a) Balances with the Revenue Authorities	10,15,598	7,64,414
(b) Deposits	1,000	0
	10,16,598	7,64,414

KEN FINANCIAL SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particular	Year ended 31st March 2015	Year ended 31st March 2014
Note 14 : REVENUE FROM OPERATIONS		
(a) Income from Operations	5,84,795	(4,33,989)
	5,84,795	(4,33,989)
Note 15 : OTHER INCOME		
(a) Other Income	90,000	0
	90,000	0
Note 16 : EMPLOYEE BENEFIT EXPENSES		
(a) Salaries and Wages	6,63,349	1,20,000
	6,63,349	1,20,000
Note 17 : DEPRECIATION AND AMORTISATION EXPENSES		
(a) Depreciation Expenses	3,637	3,02,106
	3,637	3,02,106
Note 18 : OTHER ADMINISTRATIVE EXPENSES		
(a) Advertisement Expenses	21,589	16,849
(b) Annual Fees (BSE/CDSL/NSDL)	1,25,842	31,332
(c) Bank Charges	5,038	23,152
(d) Telephone Expenses	0	12,200
(e) General Office Expenses	5,615	12,111
(f) Payment to Auditors	25,000	15,000
(g) Share Registrar Fees	56,172	88,603
(h) Demat Charges	1,635	0
(i) Interest on Late Payment of TDS	674	0
(j) Interest on VAT Paid	8,237	0
(k) Sundry Balances Written Off	1	1,21,056
	2,49,803	3,20,302
Note 19 : PAYMENT TO AUDITOR		
Stautory Audit Fees	25,000	15,000
	25,000	15,000
Note 20 : EARNING PER SHARE		
Net Profit after Tax	(2,41,993)	(11,76,398)
Weighted No. of Equity Shares outstanding during the year of Rs. 10 each	30,00,100	30,00,100
Basic and diluted Earning per Eq.Share (In ₹)	(0.08)	(0.39)

KEN FINANCIAL SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Note 21 : SEGMENT REPORTING

As more than 90% of Company's operations are only in one Segment, therefore separate disclosure is not required.

Note 22 : RELATED PARTY DISCLOSURE

List of Related Parties with whom transactions have taken place and Relationship:

(a) Key Management Personnel and Their Relatives

- Akash Swamy

- Sumit Gupta

- Mukesh Saini

Related Party Transactions

Particulars	Referred in I (a) above
Salary/Remuneration	
Current Year	5,61,849
Previous Year	Nil

Note 23 : CONTINGENT LIABILITIES AND COMMITMENTS

There was no Contingent Liability as at 31st March, 2015 (Previous year Rs. Nil).

Note 24 : PREVIOUS YEAR'S FIGURE

The Previous year figures are regrouped and rearranged wherever found necessary.

Form No. MGT-11**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

KEN FINANCIAL SERVICES LIMITED**CIN: L65990MH1994PLC078898**302, 3rd Floor, Standard House, 83, M. K. Road, Mumbai – 400 002.

Name of the member(s): _____

Registered address : _____

Email Id : _____

Folio No./Client Id : _____

DP ID : _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: _____ Address : _____
E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address : _____
E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address : _____
E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 04:30 p.m. at 302, 3rd Floor, Standard House, 83, M. K. Road, Mumbai – 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1.	To receive, consider and adopt the audited financial statements for the year ended March 31, 2015 together with the report of Directors' and Auditors' thereon.
2.	Re-appointment of Mr. Akash Sukhdev Swami as Director who retires by rotation
3.	Appointment of Statutory Auditors and fixing their Remuneration
4.	Appointment of Mrs. Gangaben Raman Pagi as Woman Independent Director

Signed this day of 20....

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KEN FINANCIAL SERVICES LIMITED

CIN: L65990MH1994PLC078898

302, 3rd Floor, Standard House, 83, M. K. Road, Mumbai – 400 002.

ATTENDANCE SLIP

Member's Folio No : _____

Client ID No : _____

DP ID No : _____

Name of Member : _____

Name of Proxy Holder : _____

No of Shares Held : _____

I hereby record my presence at the 21st Annual General Meeting of the Company held on **Wednesday, September 30, 2015** at 04.30 p.m. at 302, 3rd Floor, Standard House, 83, M K Road, Mumbai – 400 002.

Signature of the Member/Proxy

Notes:

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report.

Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Ken Financial Services Limited

CIN : L65990MH1994PLC078898

Registered office : 302, 3rd Floor, Standard House, 83, M. K. Road, Mumbai – 400 002.

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block Letters	
2.	Postal Address	
3.	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the audited financial statements for the year ended March 31, 2015 together with the report of Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Akash Sukhdev Swami as Director who retires by rotation			
3.	Appointment of Statutory Auditors and fixing their Remuneration			
4.	Appointment of Mrs. Gangaben Raman Pagi as Woman Independent Director			

Place:

Date:

(Signature of the Shareholder)

