

KEN FINANCIAL SERVICES LIMITED

F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai – 400 097.
Ph. No. 022-28881720, Email: kenfsl@rediffmail.com, Website: ken-fin.com
(CIN- L65990MH1994PLC078898)

Date: 6th September, 2019

To,
BSE Limited
Corporate Relation Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Script Code 530547

Sub: Annual Report of the Company for the financial year ended 31st March, 2019

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find attached herewith Annual Report of the Company for the financial year ended 31st March, 2019 alongwith Notice of the 25th Annual General Meeting of the Company.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For Ken Financial Services Limited



Sumit Gupta
DIN: 06938413
Director



Encl: as above

ANNUAL REPORT
2018-2019

KEN FINANCIAL
SERVICES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	1. Mr. Manoj Kumar More 2. Mr. Akash Sukhdev Swami 3. Mr. Sumit Surendra Gupta 4. Mr. Sunilkumar Shivkumar Saini 5. Mrs. Gangaben Raman Pagi
COMPANY SECRETARY	:	Ms. Khushboo Vasudev
REGISTERED OFFICE	:	F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai – 400 097.
BANKERS	:	Axis Bank Limited Mumbai
AUDITORS	:	Motilal & Associates Chartered Accountants
SECRETARIAL AUDITORS	:	Nitesh Chaudhary Practicing Company Secretary
SHARE TRANSFER AGENTS	:	Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
SHARES LISTED AT	:	BSE Limited

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of **Ken Financial Services Limited** will be held on Monday, 30th September, 2019 at 02:30 p.m. at Registered Office of the Company at F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai – 400 097 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Akash Sukhdev Swami (holding DIN 06938405) who retires by rotation and being eligible, offers himself for re-appointment.
3. To Consider and, if thought fit, pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139(2), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Motilal & Associates, Chartered Accountants, Mumbai (having Firm Registration No. 106584W), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company to be held for the year ending on 31st March, 2020 at such remuneration as may be mutually agreed between M/s. Motilal & Associates and the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To Consider and, if thought fit, pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for reappointment of Mr. Manoj More (holding DIN 00040190) as an Independent Director of the Company w.e.f. 1st April, 2019 for a further term of five consecutive years whose period of office is not liable to determination by rotation.

RESOLVED FURTHER THAT Mr. Sumit Gupta (holding DIN 06938413), Director of the Company be and is hereby authorized on behalf of the Board to digitally sign and file the necessary e-forms in this regard with the Registrar of Companies, Maharashtra, Mumbai and to do all such actions, matters, writings and things which may be required to implement the above resolution.”

5. To Consider and, if thought fit, pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for reappointment of Mr. Sunilkumar Saini (holding DIN 00673578) as an Independent Director of the Company w.e.f. 1st April, 2019 for a further term of five consecutive years whose period of office is not liable to determination by rotation.

RESOLVED FURTHER THAT Mr. Sumit Gupta (holding DIN 06938413), Director of the Company be and is hereby authorized on behalf of the Board to digitally sign and file the necessary e-form in this regard with the Registrar of Companies, Maharashtra, Mumbai and to do all such actions, matters, writings and things which may be required to implement the above resolution.”

Registered office:

F-3, First Floor, Shah Arcade 1,
Shah Arcade SRA CHSL,
Rani Sati Marg,
Malad (East),
Mumbai - 400 097.

Place: Mumbai

Date: 4th September, 2019

For and on behalf of the Board

sd/-

**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. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the notice.
4. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
5. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting.

6. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
7. The Register of Members and the Share Transfer Books of the Company will be closed from September 24, 2019 to September 30, 2019 (both days inclusive).
8. 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.
9. 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).
10. 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.
11. The Securities and Exchange Board of India (“SEBI”) has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
12. 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. 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.
13. 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).
14. 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.

15. Electronic copy of the Annual Report for 2019 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 2019 is being sent in the permitted mode
16. Members may please note that the Notice of the 25th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.ken-fin.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

17. 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/sequence number in the PAN field.

	<ul style="list-style-type: none"> 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 Detail OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the 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, 2019 (09.00 a.m.)> and ends on <September 29, 2019 (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, 2019>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) Mr. Nitesh Chaudhary, Practicing Company Secretary, 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.

Explanatory Statement under Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 4:

The Members of the Company at the 20th Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Manoj Kumar More, as an Independent Director of the Company for a term of five year upto 31st March, 2019.

According to section 149 (10) read with schedule IV of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of the Company.

The Board considers that his continued association would be of immense benefit and it is desirable to continue to avail services of Mr. Manoj Kumar More as an Independent Director. Accordingly, the Board at their meeting held on 30th May, 2019 on the recommendation made by Nomination and Remuneration Committee has reappointed Mr. Manoj Kumar More as an Independent Director of the Company w.e.f 1st April, 2019 for a further term of five years whose period of office shall not be liable to determination by rotation.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 4 to be passed by the members as a Special Resolution.

Except Mr. Manoj Kumar More, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

The Members of the Company at the 20th Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Sunilkumar Saini, as an Independent Director of the Company for a term of five year upto 31st March, 2019.

According to section 149 (10) read with schedule IV of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of the Company.

The Board considers that his continued association would be of immense benefit and it is desirable to continue to avail services of Mr. Sunilkumar Saini as an Independent Director. Accordingly, the Board at their meeting held on 30th May, 2019 on the recommendation made by the Nomination and Remuneration Committee has reappointed Mr. Sunilkumar Saini as an Independent Director of the Company w.e.f 1st April, 2019 for a further term of five years whose period of office shall not be liable to determination by rotation.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 5 to be passed by the members as a Special Resolution.

Except Mr. Sunilkumar Saini, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Registered office:

F-3, First Floor, Shah Arcade 1,
Shah Arcade SRA CHSL,
Rani Sati Marg,
Malad (East),
Mumbai - 400 097.

Place: Mumbai

Date: 4th September, 2019

For and on behalf of the Board

sd/-

Sumit Gupta
DIN: 06938413
Chairman

ANNEXURE

Pursuant to Regulation 26(4) and 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Information about the directors proposed to be re-appointed is furnished below:

1.

Name of Director	Mr. Akash Sukhdev Swami
Date of Birth	02-02-1980
No. of Equity Shares held	Nil
Qualification	M.Com
Relationship with other Directors	None
Nature of Expertise	Working experience of trading in stock market
Name of Companies in which he holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	Nil

2.

Name of Director	Mr. Manoj Kumar More
Date of Birth	01-05-1971
No. of Equity Shares held	Nil
Qualification	Chartered Accountants
Relationship with other Directors	None
Nature of Expertise	Working experience in Finance, Accounts, Auditing, Commercial and Corporate Matters.
Name of Companies in which he holds Directorship	1. DJS Stock and Shares Limited 2. Harivardhan Steel and Alloys Pvt. Ltd. 3. Sumangal Commodities Pvt. Ltd. 4. Acquiton Financial Services Pvt. Ltd. 5. Sumangal Shares & Securities Pvt. Ltd. 6. Khattu Land and Property Traders Pvt. Ltd.
Names of Committees of the Companies of which he holds membership	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee

3.

Name of Director	Mr. Sunilkumar Shivkumar Saini
Date of Birth	20-10-1966
No. of Equity Shares held	None
Qualification	B.Com.
Relationship with other Directors	None
Nature of Expertise	Working experience of trading in stock market
Name of Companies in which he holds Directorship	Nil
Names of Committees of the Companies of which he holds membership	Nil

DIRECTORS' REPORT

To,
The Members,
Ken Financial Services Limited

Your Directors have pleasure in presenting their **Twenty Fifth Annual Report** on the Business and Operations of the Company together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2019.

1. Financial Results:

The financial results are summarized below:

(Amount in Rs.)

	Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
A	Total Revenue From Operation	2,10,83,089	33,21,113
B	Less: Expenses	1,81,78,538	21,86,343
C	Profit/(Loss) Before Tax	29,04,551	11,34,770
D	Less: Current Tax	8,02,300	1,03,000
	Deferred Tax	(65,199)	1,08,554
	Tax for earlier years	(2,182)	-
E	Profit/(Loss) after Tax	21,69,632	9,23,216

2. Financial Performance:

During the year under review, the Company has earned Total Revenue from operation is Rs. 2,10,83,089/- in comparison to Rs. 33,21,113/- during the previous year. The Net Profit after tax is Rs.21,69,632/- in comparison with Net Profit of Rs.9,23,216/- during the previous year. Your Directors are hopeful of better performance in the forthcoming year. There was no change in the nature of 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 BSE Ltd. The trading in the shares of the Company on BSE Portal is suspended w.e.f. 21.12.2015 due to certain non-compliance. The process of revocation of suspension in trading of securities of the company is being carried out by the Company.

6. Dematerialization of Shares:

99.40% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2019 and balances 0.60% 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 under review, 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 the 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, 2019.

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. 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 hold office till the conclusion of the ensuing Annual General Meeting and being eligible offers themselves for reappointment.

The Board has recommended the appointment of M/s. Motilal & Associates, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for a term of one year i.e. from the conclusion of the 25th Annual General Meeting till the conclusion of the 26th Annual General meeting to be held for the F.Y. 2019-20 for approval of the members.

12. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Nitesh Chaudhary, Practicing Company Secretary, Mumbai have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is annexed as “Annexure A” to this report.

13. Internal Auditors:

In terms of Section 138 of the Act and Rules made there under, M/s. V. P. Agarwal & Co. Chartered Accountants, Mumbai has been appointed as Internal Auditors of the Company.

14. 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 B”.

15. 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 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.

16. Foreign Exchange Earnings / Outgo:

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

17. 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.

18. 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.

19. Meetings of the Board:

The Board of Directors duly met 6 times during the financial year, the details of the same are being given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

20. Disqualification of Directors:

During the year under review, the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as director and debarred from holding the office of a Director.

21. Directors and Key Managerial Personnel

(i) Appointment of Company Secretary:

Pursuant to the provisions of Section 203 of Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Khushboo Vasudev (having Membership No. A51287) was appointed as the Whole-time Company Secretary of the Company w.e.f. 1st August, 2018.

Further, as per the provisions of Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Khushboo Vasudev was appointed as the Compliance Officer of the Company w.e.f. 1st August, 2018.

(ii) Resignation of Director:

During the year, Mr. Mukesh Saini, (holding DIN: 06938409) tendered his resignation from the Directorship of the Company w.e.f. 17th September, 2018. The Board places its sincere gratitude for the valuable services rendered by him during his tenure as Director of the Company.

(iii) Appointment of Chief Financial Officer:

Mr. Sumit Surendra Gupta (holding PAN AJAPG4977F) was appointed as Chief Financial Officer of the Company w.e.f. 14th February, 2019 pursuant to the provisions of Sections 2(19), 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(iv) Re-appointment of Independent Director:

Pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the rules made thereunder and subject to approval of members in general meeting, Mr. Manoj Kumar More (holding DIN 00040190) was reappointed as an Independent Director of the Company w.e.f. 1st April, 2019 for a further term of five consecutive years.

Based on the recommendation of the Nomination and Remuneration Committee, reappointment of Mr. Manoj Kumar More for a second term of five years is proposed at the ensuing Annual General Meeting for the approval of the members by way of special resolution.

(v) Re-appointment of Independent Director:

Pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the rules made thereunder and subject to approval of members in general meeting, Mr. Sunilkumar Saini (holding DIN 00673578) was reappointed as an Independent Director of the Company w.e.f. 1st April, 2019 for a further term of five consecutive years.

Based on the recommendation of the Nomination and Remuneration Committee, reappointment of Mr. Sunilkumar Saini for a second term of five years is proposed at the ensuing Annual General Meeting for the approval of the members by way of special resolution.

Brief profile of the Directors proposed to be re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part of the Notice convening the Annual General Meeting.

(vi) Appointment of Directors retiring by rotation:

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

(vii) 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 under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. 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.

23. Nomination and Remuneration Policy:

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy is in compliance with the provisions of Section 178(3) of the Companies Act, 2013. The Remuneration Policy is stated in the Report on Corporate Governance.

24. 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.

25. 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. Details of transactions with related parties are given in the Notes to the Financial Statements.

26. 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.

27. 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.

28. 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.

29. 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.

30. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

31. **Audit Committee:**

The Audit Committee is comprised of three Independent Directors. The composition of the Audit Committee is as follows:-

Name	Designation	Category
Mr. Manoj More	Chairman	Non-Executive Independent Director
Mr. Sunil Saini	Member	Non-Executive Independent Director
Mrs. Gangaben Pagi	Member	Non-Executive Independent Director

All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

32. **Nomination & Remuneration Committee:**

The Nomination and Remuneration Committee is comprised of three directors. The composition of the Remuneration Committee is as follows:-

Name	Designation	Category
Mr. Sunil Saini	Chairman	Non-Executive Independent Director
Mr. Manoj More	Member	Non-Executive Independent Director
Mrs. Gangaben Pagi	Member	Non-Executive Independent Director

All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board of Directors of the Company.

33. **Ratio of Remuneration:**

The information required pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

Sr. No	Name	Designation	Remuneration for the F.Y. 2018-19	% increase from previous year	Ratio / Times per median of employee remuneration
1.	Mr. Akash Swami	Whole Time Director	420000	7.69%	1.75
2.	Mr. Sumit Gupta	Whole Time Director	360000	9.09%	1.50
3.	Ms. Khushboo Vasudev	Company Secretary	160000	N.A.	1.00

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.

34. 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.

A report on a Corporate Governance and a certificate from the statutory auditor of the Company regarding compliances of conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as an annexure to this report.

35. 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.

36. 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, 2019, 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, 2019 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.

37. 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:

F-3, First Floor,
Shah Arcade 1,
Shah Arcade SRA CHSL,
Rani Sati Marg,
Malad (East),
Mumbai - 400 097.

Dated: 30th May, 2019

For and on behalf of the Board

Sumit Surendra Gupta
DIN: 06938413
Director

MR-3
SECRETARIAL AUDIT REPORT
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s Ken Financial Services Limited,
F-3, First Floor, Shah Arcade 1, Shah Arcade
SRA CHSL, Rani Sati Marg, Malad (East) Mumbai 400097

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

Based on my verification of the Company's books, papers, minute books, forms and return is 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, 2019, has 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; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2019 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
- 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, 2015;
 - (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 - **(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; **(Not applicable to the Company during the Audit period);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the Audit period);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**

vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- i. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- ii. The Equal Remuneration Act, 1976;
- iii. Bombay Shops and Establishments Act, 1948
- IV. RBI Act, 1934 (NBFC Act & Regulations).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that the Company has appointed the Chief Financial Officer Mr. Sumit Surendra Gupta w.e.f 14th February, 2019 only, during the audit period there was no CFO in the company before appointment of Mr. Sumit Surendra Gupta.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made 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.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee 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.

(iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

(iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

(v) 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.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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.

Lastly we report that the status of the company's scrip is suspended by BSE Ltd. (Stock Exchange where the securities of the companies are listed).

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

For Nitesh Chaudhary
Practising Company Secretary

Sd/-
Nitesh Chaudhary
Membership No F10010
COP No. 16275

Place: Mumbai
Dated: 30TH May, 2019

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

**To,
The Members,
M/s Ken Financial Services Limited,
F-3, First Floor, Shah Arcade 1, Shah Arcade
SRA CHSL, Rani Sati Marg, Malad (East) Mumbai 400097**

Our report of even date is to be read along with this letter.

Management's Responsibility

1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2) I 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 the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Nitesh Chaudhary
Practising Company Secretary**

**Sd/-
Nitesh Chaudhary
Membership No F10010
COP No. 16275**

**Place: Mumbai
Dated: 30th May, 2019**

Annexure B

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

[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	F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai -400097. Ph. No. 022-28881720
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 stated

Sl. No.	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Professional Fees	74140	89.27
2	Other Financial intermediation n.e.c.	65999	10.73

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NIL				

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 beginning of year				No. of Shares held at end of 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) Cenntral 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) FIs	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	587,651	0	587,651	19.59	580,211	0	580,211	19.34	-0.25
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. 2 lakhs	764,023	17,950	781,973	26.06	791,263	17,950	809,213	26.97	0.91
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1,302,774	0	1,302,774	43.42	1,278,774	0	1,278,774	42.62	-0.80
c) Others (specify)									
NRI (Repat & Non Repat)	57	0	57	0.0019	57	0	57	0.00	0.00
HUF	160,194	0	160,194	5.34	164,394	0	164,394	5.48	0.14
Clearing Members	125,551	0	125,551	4.18	125,551	0	125,551	4.18	0.00
SUB TOTAL (B)(2) :-	2,940,250	17,950	2,958,200	98.60	2,940,250	17,950	2,958,200	98.60	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,940,250	17,950	2,958,200	98.60	2,940,250	17,950	2,958,200	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)	2,982,150	17,950	3,000,100	100.00	2,982,150	17,950	3,000,100	100.00	0.00

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at 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 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			
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			
3	At the end of the year	No changes in Promoters shareholding			

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

Sl. No.	For Each of the Top 10 Shareholders	Share holding at beginning of 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	Sangeeta Sharad Podar	145000	4.83	145000	4.83
2	Ramani Verma	141900	4.73	141900	4.73
3	Arcadia Share & Stock Brokers Pvt. Ltd.	123170	4.11	123170	4.11
4	Ishwar Lal Kalantri	110000	3.67	110000	3.67
5	Nandkishore Bhandari	90000	3.00	90000	3.00
6	Prakash Shankar Bhosale	80744	2.69	80744	2.69
7	Milestone Shares & Stock Broking	77037	2.57	77037	2.57
8	Vidyadhar Ramnaresh Dubey	73191	2.44	73191	2.44
9	Yoke Securities Limited	70993	2.37	70993	2.37
10	Bhawani Singh Shekhawat	65000	2.17	65000	2.17

(v) Shareholding of Directors & Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Share holding at beginning of 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	None of the Directors/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/KMP hold shares in Company			
3	At the end of the year	None of the Directors/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
Indebtedness at the beginning of financial year				
i) Principal Amount	-	35,713,000	-	35,713,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	35,713,000	-	35,713,000
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	3,196,500	-	3,196,500
Net Change	-	(3,196,500)	-	(3,196,500)
Indebtedness at the end of the financial year				
i) Principal Amount	-	32,516,500	-	32,516,500
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	32,516,500	-	32,516,500

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
		Mr. Akash Swami	Mr. Sumit Gupta	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	420,000	360,000	780,000
	(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 (A)	420,000	360,000	780,000

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/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
			Khushboo Vasudev*		
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	160,000	-	160,000
	(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	-	160,000	-	160,000

* From 01-08-2018

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					

KEN FINANCIAL SERVICES LIMITED

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of maximizing stakeholder's value and discharge of social responsibility. The Corporate Governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization. The Company has adopted the requirement of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

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 confirms compliance of Corporate Governance as contained in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the details of which are given below:

2. BOARD OF DIRECTORS

(i) Composition and Category of Directors as on 31st March 2019.

Name of Directors	Category
Mr. Manoj More	*Non-Executive
Mr. Sunil Saini	*Non-Executive
Mr. Akash Swami	Executive
Mr. Mukesh Saini **	Executive
Mr. Sumit Gupta	Executive
Mrs. Gangaben Pagi	*Non-Executive

* Also Independent

** Upto 17-09-2018

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.

(ii) Meetings and Attendance of Directors during the financial year 2018-2019.

During the financial year 2018-19, the Board of Directors met 6 times. The meetings were held on 30-05-2018, 31-07-2018, 14-08-2018, 03-09-2018, 14-11-2018 and on 14-02-2019.

Attendance of Directors in meetings held during the financial year 2018-2019.

Name of Directors	No. of Board Meeting attended in F. Y. 2018-2019	Attendance at Last AGM (29-09-2018)
Mr. Manoj More	6	Yes
Mrs. Gangaben Pagi	6	Yes
Mr. Sunil Saini	6	Yes
Mr. Akash Swami	6	Yes
Mr. Mukesh Saini*	4	Yes
Mr. Sumit Gupta	6	Yes

* Upto 17-09-2018

(iii) Directorships and Committees position held in other Companies as on 31st March 2019

Name of the Director	No. of outside Directorship held	No. of committee# positions		Directorship in other listed entities
		As Chairman	As Member	Name and Category
Mr. Sunil Saini	0	None	None	Nil
Mr. Akash Swami	0	None	None	Nil
Mr. Mukesh Saini **	0	None	None	Nil
Mr. Sumit Gupta	0	None	None	Nil
Mrs. Gangaben Pagi	1	None	None	Nil
Mr. Manoj More	6	2	2	DJS Stock and Shares Limited – Director

Only three Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration committee are considered.

(iii) Disclosure of relationships between Director inter-se:

Table given below shows the relationship between the Directors:

Name of the Directors	Category	Relationship between Directors Inter-se
Mr. Sumit Gupta	Professional Executive	None
Mr. Akash Swami	Professional Executive	None
Mr. Manoj Kumar More	Independent	None
Mr. Sunil Saini	Independent	None
Mrs. Gangaben Pagi	Independent	None

(iv) Shareholding of Non- Executive Directors in the Company

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2019:

Name of Directors	Category	No. of Shares held
Mr. Manoj Kumar More	Non-Executive Independent	NIL
Mr. Sunil Saini	Non-Executive Independent	NIL
Mrs. Gangaben Pagi	Non-Executive Independent	NIL

(v) Independent Directors:

Every Independent Director of the Company is provided with ongoing information about the industry and Company so as to familiarize them with latest developments. The questionnaires are prepared considering the business of the Company.

The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company which can be accessed at www.ken-fin.com.

The Board of Directors confirm that the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of management.

(vi) Skills, Expertise and Competencies of the Board

Skill / Expertise/ Competence	Whether available with the Board
Industry Knowledge and Experience	Yes
Leadership	Yes
Team Management	Yes
Information Technology	Yes
Accounting and Finance	Yes
Business Development	Yes
Compliance and Risk	Yes
Business Strategy	Yes
Personal Values	Yes

3. AUDIT COMMITTEE**(i) Terms of Reference**

The Audit Committee has been mandated with the terms of reference as specified in Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & enumerated in section 177 of the Companies Act, 2013 and covers all the aspects stipulated by the Securities and Exchange Board of India Guidelines.

(ii) Composition of the Committee:

The Audit Committee is comprised of three non-executive Independent Directors. During the financial year ended 31.03.2019, four Audit Committee Meetings were held on 30-05-2018, 14-08-2018, 14-11-2018 and 14-02-2019. The composition of Audit Committee and attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of Meetings attended during the year 2018-19
Mr. Manoj More	Chairman	Non-Executive Independent Director	4
Mr. Sunil Saini	Member	Non-Executive Independent Director	4
Mrs. Gangaben Pagi	Member	Non-Executive Independent Director	4

(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. M/s. Motilal & Associates

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 29th September, 2018 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, 2018 where the Annual Financial Statements for the year ended 31st March, 2018 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
Quarter/Year ended 31 st March, 2018	30 th May, 2018
Quarter ended 30 th June, 2018	14 th August, 2018
Quarter/Half Year ended 30 th Sept. 2018	14 th November, 2018
Quarter ended 31 st December, 2018	14 th February, 2019

Mr. Manoj More, Chairman of the Audit Committee was present at the last AGM.

4. NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178 of the Companies Act, 2013 and requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has proper constitution of Nomination and Remuneration Committee and terms of reference before the Committee are as under:

(i) Terms of Reference

(a) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees.

- (b) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

(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.

(iii) Composition, Name of Members and Chairman

The Nomination and Remuneration Committee is comprised of Non-executive independent Directors. During the financial year ended 31.03.2019, Two Committee Meetings were held on 31-07-2018 and 14-02-2019.

The composition of the Nomination and Remuneration Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of Meetings attended during the year 2018-19
Mr. Sunil Saini	Chairman	Non-Executive Independent Director	2
Mr. Manoj More	Member	Non-Executive Independent Director	2
Mrs. Gangaben Pagi	Member	Non-Executive Independent Director	2

(iv) Performance Evaluation Criteria for Independent Directors:

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Director. The Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- a) Attendance of Board and Committee Meetings;
- b) Quality of contribution to Board deliberations;
- c) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- d) Providing perspectives and feedback going beyond information provided by the management.

5. REMUNERATION OF DIRECTORS:

- a) Pecuniary relationship or transactions of the non-executive directors: The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2018-19.
- b) Criteria of making payments to non-executive directors: None of the Non - Executive Directors is being paid any remuneration.
- c) Details of remuneration/sitting fees paid to Directors during the year ended 31st March, 2019 and shares held by them on that date are as follows:

Name of the Directors	Remuneration	Share held
Mr. Akash Swami	4,20,000	None
Mr. Sumit Gupta	3,60,000	None

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and requirements of Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference before the Stakeholders Relationship Committee of the Board are as under:

- (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 shall consider and resolve the grievances of the share holders of the company including complaints related to transfer of shares, non receipt of annual report and non receipt of declared dividends.
- (iii) The Committee is chaired by Mr. Manoj More. The Committee met twice during the year 2018-19 on 30-05-2018 and 14-11-2018. The Committee comprises of Two Non-executive and Independent Directors and One Executive Director, Details of composition are as under:

Name	Designation	Category	No. of Meetings attended during the year 2018-19
Mr. Manoj More	Chairman	Non-Executive Independent Director	2
Mr. Sunil Saini	Member	Non-Executive Independent Director	2
Mr. Sumit Gupta	Member	Executive	2

Mr. Khushboo Vasudev has been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, Mumbai.

- (ii) 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

7. GENERAL BODY MEETINGS:

(i) Details of the last three Annual General Meetings:

AGM	Date of the meeting	Venue	Time
22 nd	30-09-2016	302, 3 rd Floor, Standard House, 83, M K Road, Mumbai – 400 002.	3.00 p.m.
23 rd	30-09-2017	101, Shah Arcade, A wing, Shah Arcade SRA CHS LTD., Rani Sati Marg, Near W.E. Highway, Malad (East), Mumbai – 400 097.	3.00 p.m.
24 th	29-09-2018	101, Shah Arcade, A wing, Shah Arcade SRA CHS LTD., Rani Sati Marg, Near W.E. Highway, Malad (East), Mumbai – 400 097.	3:00 p.m.

(ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
30-09-2016	No Special Resolution was passed
30-09-2017	No Special Resolution was passed
29-09-2018	No Special Resolution was passed

- (iii) Postal Ballot: During the year 2018-19, there was no special resolution passed through postal ballot process. None of the business is proposed to be transacted through Postal Ballot.

8. MEANS OF COMMUNICATION.

Quarterly Results	The quarterly results as approved and taken on record by the Board of Directors of the Company generally within one and half month of the close of the relevant quarters are sent forthwith to the Stock Exchange, Mumbai and published in the proforma as prescribed in the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Which newspaper normally published in	The Free Press Journal (English Newspaper) Lokshakti (Marathi newspaper)
Any website where displayed	www.ken-fin.com
Whether it also displays official news release	No
Whether presentations made to institutional investors or to analyst	No request as such was received

9. GENERAL SHAREHOLDERS INFORMATION

(i)	Next AGM:		
	Date	Time	Venue
	30-09-2019	2:30 p.m.	F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai – 400 097.
(ii)	Financial Year	1 st April to 31 st March	
(iii)	Dividend Payment Date	:	N.A.
(iv)	Listing on Stock Exchanges	:	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai – 400 001.
(v)	Listing Fees	:	The Company has paid the listing fees to BSE Limited for the financial year 2018-19.
(vi)	Stock Code		
	BSE	:	530547
	ISIN	:	INE395E01018
(vii)	Depository Connectivity	:	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL)
(viii)	Stock Market Data	No data is available since no trade has taken place during the financial year 2018-19.	
(ix)	Performance of the share price of the Company in comparison to the BSE Sensex:	The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015.	
(x)	<p>Registrar & Transfer Agents: The Company has appointed M/s. Purva Sharegistry (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.</p> <p>M/s. Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.</p>		
(xi)	<p>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 Stakeholders Relationship Committee of the Board. 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..</p>		

(xiii) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2019

(a) According to Category holdings

Category	No. of Shareholders	% of total Share holders	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	500	86.81	2087987	69.60
Corporate Bodies	24	4.17	580211	19.34
NRI / OCB	1	0.17	57	0.00
Clearing Members	4	0.69	125551	4.18
Hindu Undivided Family	46	7.99	164394	5.48
Total	576	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	327	56.77	65948	2.20
5001 to 10000	55	9.55	47147	1.57
10001 to 20000	46	7.99	71012	2.37
20001 to 30000	21	3.65	53699	1.79
30001 to 40000	18	3.12	64421	2.15
40001 to 50000	20	3.47	96537	3.22
50001 to 100000	27	4.69	208804	6.96
Above - 100000	62	10.76	2392532	79.74
Total	576	100.00	3000100	100.00

(xiii)	Dematerialization of Shareholding and liquidity	99.40% Company Equity Share's dematerialized as on 31-03-2019
(xiv)	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xv)	Plant Locations	The Company is not engaged in any manufacturing activities hence do not have any plant.
(xvi)	Address for Correspondence	The shareholders may address their communications/ suggestions/ queries/ grievances to our share transfer agent: Purva Shareregistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
(xvii)	Credit Rating	Nil

10. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large	There are no materially significant related party transactions i.e. transactions of the Company 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 Securities and Exchange Board of India or any Statutory Authority or any matter related to Capital Market during last three years.	Due to certain non-compliance regarding filing reports, the trading in the shares of the Company on BSE Portal is suspended w.e.f. 21.12.2015. The Company has initiated the process for revocation of suspension in trading of shares of the Company.
Details of establishment of vigil mechanism / whistle blower policy	The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy.
Details of compliance with mandatory requirements and adoption of non-mandatory requirements	The Company has complied with all mandatory requirements of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 The Details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.
Material Subsidiary	The Company has no material subsidiary
Web link for policy on dealing with related party transactions	http://www.ken-fin.com/CMS/3/Investor%20Relation
Commodity Price risk or foreign exchange risk and hedging activities	The Company did not engage in commodity & hedging activities during the year.
Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)	The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

Certificate regarding no-disqualification of Directors	A certificate from CS Nitesh Chaudhary, Practicing Company Secretary, Mumbai has been obtained stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.
Fees paid to Statutory Auditors	Total fees of Rs. 40,000/- (Rupees Forty Thousand only) for the Financial Year 2018-19, for all the services was paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

11. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- (a). number of complaints filed during the financial year : Nil
 (b). number of complaints disposed of during the financial year : Nil
 (c). number of complaints pending as on end of the financial year : Nil

12. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

During the year 2018-19, the Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

13. DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE Securities and Exchange Board of India (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- a) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

14. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the year 2018-19, wherever applicable.

**15. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/
UNCLAIMED SUSPENSE ACCOUNT:**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March, 2019. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

DECLARATION – CODE OF CONDUCT

I, Sumit Gupta, Director and Chief Financial Officer of the Company, do hereby declare that all the Board members and Senior management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to requirements of para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board

Place: Mumbai
Dated: 30-05-2019

Sumit Gupta
DIN: 06938413
Director

CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER CERTIFICATE

[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

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

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that 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) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2019 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I have reviewed the internal controls and procedures, and to the best of my knowledge and information, I affirm that the Company has adequate internal controls and procedures.
- (d) I have indicated to the auditors and the Audit Committee that:
- (i) There has not been any significant changes in internal control over financial reporting during the financial year ended 31st March, 2019;
 - (ii) There has not been significant changes in the accounting policies during the financial year ended 31st March, 2019
 - (iii) I have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Dated: 30th May, 2019

Sumit Gupta
DIN 06938413
Chief Financial Officer

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, 2019 as stipulated in para E of Schedule V the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the 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 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**

**Motilal Jain
Proprietor
Membership No. 036811**

**Place: Mumbai
Date: 30-05-2019**

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):

MACRO ECONOMY: REVIEW AND OUTLOOK

Goldilocks 2017 gave way to a volatile 2018. Rise of trade tensions between the US and China impacted the business sentiments, while US Fed's monetary tightening contributed to the global liquidity tightening. This liquidity tightening amid relatively high levels of global debt slowed down the growth momentum in the global economy in the second half of 2018.

Against this backdrop of tightening global liquidity coupled with rising crude oil prices, India witnessed a reversal in capital flows and a Balance of Payments (BoP) squeeze, thus putting pressure on exchange rate. At the same time, default by a AAA rated entity in September 2018, further impacted the sentiments in the money markets, leading to a near-freeze at one point. Bond spreads shot up significantly and risk appetite among NBFCs weakened, with focus shifting to preserving liquidity rather than chasing growth. However, as BoP situation improved and rupee stabilised towards end of 2018, RBI began to inject liquidity into the banking system. In addition, Fed's unexpectedly dovish tilt in January 2019, also supported flows to Emerging Markets.

However, these interim market dislocations impacted India's growth momentum. Exports slowed down in a broad-based manner, while liquidity tightening and NBFCs' risk aversion impacted pockets of leveraged consumption such as cars, two wheelers and commercial vehicles. However, there are segments in the economy which are holding up quite well. For example, infrastructure/construction growth is running at a healthy pace helped by government spending.

Overall Outlook

While global growth has been moderating for last six months, there are early signs of stabilisation. If there is any rebound in global growth, India's exports are likely to benefit. On the domestic front, monetary policy transmission is the key monitorable. Also, the political rhetoric is shifting towards stimulating the rural economy, which augurs well for the consumption pockets of the economy. Expansionary monetary and fiscal policy, both together, is a rare event and is expected to provide a significant boost to the economy. Even banking sector NPA problems are largely behind us, helped by Insolvency & Bankruptcy Code (IBC), and government has made significant progress on PSU banks recapitalisation.

Therefore, it is expected that economic activity should start to gain traction gradually during the course of FY20 though the first half may be muted. The downside risk arises from the way oil prices behave on how the US sanctions against Iran pan out, how the ongoing US China trade war ends and a sharper than expected slowdown in the global economy, which may hurt not only exports but also capital flows and sentiments.

Segment-wise/Product-wise Performance

Your Company has only one reporting segment. The revenue for the year was Rs. 210.83 lakh and the profit after tax was Rs. 21.70 lakh.

Outlook

The markets presently are volatile and how sooner it will get stabilized is not easy to predict. However, with the industry's increasing preparedness, the evolving opportunities can be better harvested.

Risk Management

Risk management is integral part of business for the Company. The good risk management practices of the Company have facilitated navigating through environmentally turbulent times. While we have been managing various risks, a need for holistic approach to risk management led us to embrace yet another long journey towards Enterprise Risk Management (ERM). This we believe would strategically benchmark our practices to the best in class levels in ensuing years.

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.

Financial Performance w.r.t. Operational Performance

During the year under review, the Company has earned Total Revenue of Rs. 210.83 lakh in comparison to Rs. 33.21 lakh during the previous year. The Company has earned net profit after tax of Rs. 21.70 lakh in comparison to Rs. 9.23 lakh during the previous year.

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.

Key Financial Ratios:

In accordance with the Securities and Exchange Board of India (Listing Obligations and disclosures Requirements) Regulations 2018 (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in Key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios: (in %)

Particulars	F.Y. 2018- 2019	F.Y. 2017- 2018
Debtors Turnover Ratio ¹	Not Applicable	
Inventory Turnover Ratio ²	Not Applicable	
Interest Coverage Ratio ³	Not Applicable	
Current Ratio ⁴	85%	74%
Debt Equity Ratio ⁵	84%	98%
Operating Profit Margin (%) ⁶	Not Applicable	
Net Profit Margin (%) ⁷	10%	28%
Return On Net-worth (%) ⁸	6%	3%

1. Due to the nature of business of the company, this ratio is not applicable to the company.
2. Due to the nature of business of the company, this ratio is not applicable to the company.
3. The Company didn't paid any interest during the financial year therefore this ratio is not applicability to the company.
4. No significant change in the ratio.
5. No significant change in the ratio.
6. Due to the nature of business of the company, this ratio is not applicable to the company.
7. Net Profit Margin (%) gone down due to change in the business structure of the company.
8. Return on Net-worth (%) gone up due to change in the business structure of the company.

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.

Independent Auditor's Report

To the Members of KEN FINANCIAL SERVICES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **KEN FINANCIAL SERVICES LIMITED** ('the Company'), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid 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 principal generally accepted in India, of the state of affairs of the company as at March 31, 2019, and profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirement that are relevant to our audit of the financial statement under the provision of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no key Audit Matter to be communicated in the auditor's report.

Responsibilities of Management and Those Charged with Governance 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 of 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.

In Preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objective are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedure that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our

opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosure made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidences obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentations, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
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, the Statement of Profit and Loss, and the Cash Flow Statement 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, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g. 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Motilal & Associates
Chartered Accountants
ICAI FRN: 106584W

Motilal Jain
Partner
Mem.No: 036811

Place : Mumbai
Date :30/05/2019

KEN FINANCIAL SERVICES LIMITED
ANNEXURE A TO THE AUDITORS' REPORT

Issued by the Central Government under sub section 11 of section 143 Of the Companies Act, 2013, (18 of 2013)

The auditor's report on the accounts of a company to which this Order applies shall include a statement on the following matters, namely:-

- (i) In respect of Company's fixed Assets
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification that, in our opinion, provide for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c. The company does not own any immovable properties. Accordingly, paragraph 3(i) (c) of the order is not applicable to the company.
- (ii) The company to us, the company is a Non-Banking Finance Company and does not have any physical inventories. Accordingly, clause (ii) of paragraph 3 of the Order is not applicable to the company.
- (iii) According to the information and explanation given to us, Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause (iii) of paragraph 3 of the order is not applicable to the company.
- (iv) In our opinion and according to information and explanation given to us, the company has complied with the provisions of sections 185 and 186 of the act in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- (v) According to the information and explanation given to us, the company has not accepted any deposits during the year and does not have any unclaimed deposits as at 31st March, 2019 and therefore, the provisions of the clause 3 (v) of the order are not applicable to the company.
- (vi) As per the information and explanation given to us the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the company and hence not commented upon.
- (vii)
 - (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, Employees state Insurance, Income Tax, Goods and service Tax, custom duty, Excise Duty, Value Added Tax, cess and any other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of provident fund, Employees ' State Insurance, Income-tax, Goods & Service Tax, Sales tax, Service Tax, Custom duty, Excise duty, Value Added Tax, cess and any other material statutory dues in arrears, as at March 31, 2019 for a period of more than six months from the date they became payable, except the following:

Name of the Statute	Nature of Dues	Amount in (Rs)	Period to which the amount relates
Professional Tax Act	Professional Tax	2600/-	2018-19
Professional Tax Act	Professional Tax	2,500/-	2017-18
Income Tax Act 1961	Late Filing Fees under section 234E	2,800/-	Prior to 2014
Income Tax Act 1961	TDS Short Deduction	3,160/-	Prior to 2014
Income Tax Act 1961	Interest under section 201	35,515/-	Prior to 2014

(b) Details of dues of income Tax, sales Tax, Service Tax, Excise Duty and Value added Tax have not been deposited as at March 31, 2019 on Account of dispute are given below:.

Name of the statute	Nature of dues	Amount (In Rs)	Period which the amount relates	Forum where disputes pending
Income Tax Act, 1961	Income Tax Demand u/s. 143(3)	1,09,570/-	AY 2009-2010	Pending before CIT (A)
Income Tax Act, 1961	Income Tax demand under section 143(1a)	2,27,780/-	AY 2018-19	Dispute pending against CPC u/s 143

- (viii) According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- (ix) According to the information and explanations given to us, the company has not raised any money by way of initial public offer or further public offer (include debt instruments) and term loan during the year. Accordingly, paragraph 3(ix) of the order not applicable to the company and hence, not commented upon.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has provided managerial remuneration, if any, in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company and hence, not commented upon.
- (xiii) In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of related party transactions have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3 (xiv) are not applicable to the Company and hence, not commented upon.
- (xv) According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is a Non-Banking Finance Company registered under section 45-IA of the Reserve Bank of India Act, 1934 vide Certificate No. 1300957 dated 05th Day of August, 1998.

For Motilal & Associates

Chartered Accountants

FRN: 106584W

Motilal Jain

Partner

M. No. 036811

Place: Mumbai

Date: 30th May 2019

Annexure “B” to the Independent Auditors’ Report

(Referred to in paragraph 2(f) under Report on other Legal and Regulatory Requirement section of our report to the members of KEN FINANCIAL SERVICES LIMITED of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **KEN Financial Services Limited** (“the Company”) as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the standard on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Motilal & Associates
Chartered Accountants
ICAI FRN: 106584W**

**Motilal Jain
Partner
M. No.: 036811**

**Place : Mumbai
Date : 30th May 2019**

Ken Financial Services Limited**Balance Sheet**

(in ₹)

Particulars	Note	As at March 31,	
		2019	2018
EQUITY & LIABILITIES			
Shareholders' funds			
Equity Share Capital	2	30,001,000	30,001,000
Reserves & Surplus	3	8,771,780	6,602,147
Non-Current Liabilities			
Loan Term Borrowings	4	32,516,500	35,713,000
Deferred Tax Liability (Net)	5	-	43,784
Current Liabilities			
Trade Payables	6	16,753,476	917,373
Short Term Provisions	7	286,967	178,061
Other Current Liabilities	8	1,763,820	20,000
Total Equity & Liability		90,093,543	73,475,365
ASSETS			
Non Current Assets			
Property, plant & equipment	9	208,893	212,529
Long Term Loans and Advances	10	71,741,780	71,224,028
Deferred Tax Assets (Net)	11	21,415	-
Other Non-Current Assets	12	2,177,955	1,216,604
Current Assets			
Inventories	13	306,937	306,937
Cash & Cash Equivalents	14	15,622,764	396,068
Others	15	13,799	119,199
Total Assets		90,093,543	73,475,365
Significant accounting policies	1		

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For Motilal & Associates

Chartered Accountants

Firm's Registration No.: 106584W

For and on behalf of the Board of Directors of

Ken Financial Services Limited

CIN: L65990MH1994PLC078898

Motilal Jain

Partner

Membership No.: 036811

Akash Swami

Director

DIN 06938405

Sumit Gupta

Director

DIN 06938413

Mumbai

May 30, 2019

Khushboo Vasudev

Company Secretary

Ken Financial Services Limited**Statement of Profit & Loss**

(in ₹)

Particulars	Note	For the year ended March 31,	
		2019	2018
Revenue from Operations	16	21,083,089	3,321,113
Total Income		21,083,089	3,321,113
EXPENSES			
Changes in Inventories	17	-	21,835
Employee benefit expense	18	945,384	972,270
Depreciation	19	3,636	3,637
Other expenses	20	17,229,518	1,188,601
Total Expenses		18,178,538	2,186,343
Profit before Tax		2,904,551	1,134,770
Current Tax		802,300	103,000
Tax for earlier years		(2,182)	-
Deferred Tax		(65,199)	108,554
Tax Expenses		734,919	211,554
Profit/ (Loss) for the period		2,169,632	923,217
Earning per equity share	21		
Basic & Diluted		0.72	0.31

Significant accounting policies

1

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For Motilal & Associates**Chartered Accountants**

Firm's Registration No.: 106584W

For and on behalf of the Board of Directors of**Ken Financial Services Limited**

CIN: L65990MH1994PLC078898

Motilal Jain**Partner**

Membership No.: 036811

Akash Swami**Director**

DIN 06938405

Sumit Gupta**Director**

DIN 06938413

Mumbai

May 30, 2019

Khushboo Vasudev**Company Secretary**

Ken Financial Services Limited**Statement of Cash Flow**

Particulars	(in ₹)	
	For the year ended March 31,	
	2019	2018
Profit before tax	2,904,551	1,134,770
Adjustment to reconcile net profit to net cash provided by operating activities		
Depreciation & amortization	3,636	3,637
Provision on Standard Assets	108,906	(139,000)
Change in assets & liabilities		
Decrease/(Increase) in Stock in Trade	-	21,835
Decrease/(Increase) in Sundry Debtors	-	1,840,852
Decrease/(Increase) in Loans & Advances and Other Assets	(412,352)	55,244,526
(Decrease)/Increase in Current Liabilities	17,579,923	(203,650)
Cash generated from operating activities	20,184,665	57,902,970
Income Tax Paid	1,761,469	-
Net Cash generated/ (used) from/ in operating activities	18,423,196	57,902,970
Cash flow from investing activities	-	-
Cash flow from financing activities		
Borrowings	(3,196,500)	(59,627,000)
	(3,196,500)	(59,627,000)
Net cash generated	15,226,696	(1,724,030)
Cash & cash equivalents at the beginning of the year	396,068	2,120,099
Cash & cash equivalents at the end of the year	15,622,764	396,068

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For Motilal & Associates

Chartered Accountants

Firm's Registration No.: 106584W

-

-

-

Motilal Jain

Partner

Membership No.: 036811

Akash Swami

Director

DIN 06938405

Sumit Gupta

Director

DIN 06938413

Mumbai

May 30, 2019

Khushboo Vasudev

Company Secretary

Notes to Financial Statements

General Information

Ken Financial Services Limited ('the Company') is a Non-Banking Finance Company. The company is public limited company and is listed on Bombay Stock Exchange.

Note 1: Significant Accounting policies

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) and Reserve Bank of India (RBI). 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 Property, plant & equipment:

All Property, Plant & Equipment's are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and include freight, duties, taxes and expenses incidental to acquisition and installation.

Subsequent expenditures related to an item of Property, Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company & cost can be reliably measured. Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognized in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives of the assets specified in Schedule II of the Companies Act, 2013.

1.3 Revenue Recognition

(i) Income from financing activity

Interest, finance charges, service charges etc. are recognized as income on accrual basis.

(ii) Income from Stock in Trade

- a. Dividend is accrued when the right to receive is established i.e. when declared by the investee entity.
- b. Interest on securities is accounted for on accrual basis except where the ultimate collection cannot be established with reasonable certainty.
- c. Transaction of purchase & sell of inventory of shares are recoded on trade date basis.

(iii) **Gain/loss on sale of non-performing assets**

Gain/loss on sale of non-performing assets is recognized in line with the extant RBI guidelines.

(iv) **Other income**

Other income is mainly accounted on accrual basis, except in case of significant uncertainties.

1.4 Inventories

Inventories comprise of quoted shares of companies. Inventories are valued at the lower of cost and the net realizable value.

1.5 Employee Benefits Expenses

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

1.6 Earnings per Share

The company reports earning per share in accordance with the Accounting Standard 20 issued by The Institute of Chartered Accountants of India.

In computing basic earning per share, the company considers the net profit after tax and includes the post-tax effect of any extra-ordinary items. The number of shares used in computing earning per share is weighted average number of shares outstanding during the year adjusted for any increase/ (decrease) in number of shares.

1.7 Tax Expenses

Current Tax

Provision for Current tax is made after taking into consideration benefits admissible under the Income Tax Act, 1961.

Deferred Tax

Deferred Tax is recognized, on timing difference, being the difference between taxable incomes 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.

1.8 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**

Particulars	(in ₹)	
	As at March 31,	
	2019	2018
Note 2: Equity Share Capital		
Authorized Share Capital		
32,50,000 Equity Shares of Rs.10 each (Previous year 32,50,000 Equity Shares of Rs.10 each)	32,500,000	32,500,000
Issued and Subscribed and fully paid up		
30,00,100 Equity shares of Rs.10 each fully paid up (Previous Year 30,00,100 Equity shares of Rs.10 each fully paid up)	30,001,000	30,001,000
Reconciliation of number of shares		
Outstanding Number of shares at the beginning of the year	3,000,100	3,000,100
Add : Shares issued during the year	-	-
Outstanding Number of shares at the end of the year	3,000,100	3,000,100
Details of shareholders holding more than 5% shares as at year end		
	NIL	NIL
Note 3: Reserves & Surplus		
Profit & Loss Account		
Opening Balance	6,602,147	5,678,931
Add: Current Year Profit	2,169,632	923,217
Closing Balance	8,771,780	6,602,147
Note 4: Long Term Borrowings		
Unsecured		
From body corporates	32,516,500	35,713,000
	32,516,500	35,713,000
Note 5: Deferred Tax Liability (Net)		
Deferred tax liability	43,784	43,784
	43,784	43,784
Note 6: Trade Payables		
Micro, small and medium enterprises	-	-
Others	16,753,476	917,373
	16,753,476	917,373
The Company has called for complete information from all the vendors regarding their status as small-scale/micro industrial undertaking. Based on information received regarding the status of the vendors there are no amounts outstanding for more than Rs.1,00,000/- for more than 30 days.		
Note 7: Short Term Provisions		
Provision on standard assets	286,967	178,061
	286,967	178,061
Note 8: Other Current Liabilities		
Statutory dues	1,763,820	20,000
	1,763,820	20,000

Ken Financial Services Limited**Notes to Financial Statements****Note 9: Property, plant & equipment**

(in ₹)

Particulars	Plant & Machinery	Electrical Installations	Furniture & Fixtures	Office Equipment's	Computers	Total
Gross carrying value as of April 1, 2017	50,850	142,611	1,738,225	633,851	1,621,276	4,186,813
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2018	50,850	142,611	1,738,225	633,851	1,621,276	4,186,813
Gross carrying value as of April 1, 2018	50,850	142,611	1,738,225	633,851	1,621,276	4,186,813
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2019	50,850	142,611	1,738,225	633,851	1,621,276	4,186,813
Accumulated depreciation as of April 1, 2017	22,788	135,480	1,670,009	602,158	1,540,212	3,970,647
Depreciation for the year	3,637	-	-	-	-	3,637
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2018	26,425	135,480	1,670,009	602,158	1,540,212	3,974,284
Accumulated depreciation as of April 1, 2018	26,425	135,480	1,670,009	602,158	1,540,212	3,974,284
Depreciation for the year	3,636	-	-	-	-	3,636
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2019	30,061	135,480	1,670,009	602,158	1,540,212	3,977,920
Carrying value as of March 31, 2019	20,789	7,131	68,216	31,693	81,064	208,893
Carrying value as of March 31, 2018	24,425	7,131	68,216	31,693	81,064	212,529

Ken Financial Services Limited**Notes to Financial Statements**

(in ₹)

Particulars	As at March 31,	
	2019	2018
Note 10: Long Term Loans and Advances (Unsecured, Considered Good)		
Loans and advances	71,741,780	71,224,028
	71,741,780	71,224,028
Note 11: Deferred Tax Asset (Net)		
Deferred tax asset	21,415	-
	21,415	-
Note 12: Other Non Current Assets		
Advance income tax and TDS	2,177,955	1,216,604
	2,177,955	1,216,604
Note 13: Inventories		
Quoted		
Shares	306,937	306,937
	306,937	306,937
Note 14: Cash and bank balance		
Balance with banks	15,615,502	379,166
Cash on hand	7,262	16,902
	15,622,764	396,068
Note 15: Others current assets		
Balance with revenue authorities	-	48,200
Others	13,799	70,999
	13,799	119,199

Ken Financial Services Limited**Notes to Financial Statements**

(in ₹)

Particulars	For the year ended March 31,	
	2019	2018
Note 16: Revenue from operations		
Sale of services	18,819,977	-
Interest income	2,263,112	3,321,113
	21,083,089	3,321,113
Note 17: Changes in inventories		
Opening stock in trade	306,937	328,771
Less: Closing stock in trade	(306,937)	(306,937)
	-	21,835
Note 18: Employee benefit expense		
Salary	940,000	962,500
Staff welfare expenses	5,384	9,770
	945,384	972,270
Note 19: Depreciation		
Depreciation	3,636	3,637
	3,636	3,637
Note 20: Other expenses		
Annual listing fees	250,000	250,000
Payment to Auditors	40,000	40,000
Professional fees paid	15,092,900	29,500
Rent, rates and taxes	129,000	164,850
Share registrar fees	40,625	25,000
Sundry balances written off	120,615	742,316
Provision for standard assets	108,906	(139,000)
Others	1,447,471	75,935
	17,229,518	1,188,601
Note 20.1 Payment to Auditors		
Audit Fees	40,000	40,000
	40,000	40,000
Note 21: Earning Per Share		
	2018-19	2017-18
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	2,169,632	923,217
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	3,000,100	3,000,100
Basic & Diluted Earning Per Share	0.72	0.31

Note 22: Segment Reporting

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

Note 23: Provision for Standard Assets

The Company has created provision for standard assets in compliance with relevant RBI notification.

Ken Financial Services Limited**Notes to Financial Statements****Note 24: Related Party Disclosure**

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

Key Management Personnel and their relatives

Akash Sukhdev Swami, Director

Sumit Surendra Gupta, Director

Khushboo Vasudev, Company Secretary (from August 1, 2018)

b) Related Party Transactions

Nature of Transaction	Key Managerial Personnel/ Relative	Others	Total
<u>Employee benefit expense</u>			
Akash Sukhdev Swami	420,000	-	420,000
	<i>(390,000)</i>	-	<i>(390,000)</i>
Sumit Surendra Gupta	360,000	-	360,000
	<i>(330,000)</i>	-	<i>(330,000)</i>
Khushboo Vasudev	160,000	-	160,000
	-	-	-

Note 25: Contingent Liabilities

There were no Contingent Liabilities as of March 31, 2019 (Previous year Rs. Nil).

Note 26:

The previous year figures have been regrouped/rearranged wherever found necessary.

For and on behalf of the Board of Directors of

Ken Financial Services Limited

CIN: L65990MH1994PLC078898

Akash Swami
Director
DIN 06938405

Sumit Gupta
Director
DIN 06938413

Khushboo Vasudev
Company Secretary

Mumbai
May 30, 2019

KEN FINANCIAL SERVICES LIMITED**CIN: L65990MH1994PLC078898**F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg,
Malad (East), Mumbai - 400 097.**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 25th Annual General Meeting of the Company held on **Monday, 30th September, 2019** at 02:30 p.m. at the Registered office of the Company at F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai – 400 097.

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-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 read with rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

KEN FINANCIAL SERVICES LIMITED**CIN: L65990MH1994PLC078898**

F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg,
Malad (East), Mumbai – 400 097.

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 25th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 02:30 p.m. at the registered office of the company at F-3, First Floor, Shah Arcade 1, Shah Arcade SRA CHSL, Rani Sati Marg, Malad (East), Mumbai - 400 097 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 31st March, 2019 together with the report of Directors' and Auditors' thereon.
2.	Re-appointment of Mr. Akash Swami (holding DIN 06938405) as Director who retires by rotation
3.	Re-appointment of M/s. Motilal & Associates, Chartered Accountants, Mumbai (having Firm Registration No. 106584W) as the Statutory the Auditors of the Company for a period of 1 year.
4.	Reappointment of Mr. Manoj More (holding DIN 00040190) as an Independent Director of the Company for a further term of 5 (Five) Consecutive years.
5.	Reappointment of Mr. Sunilkumar Saini (holding DIN 00673578) as an Independent Director of the Company for a further term of 5 (Five) Consecutive years.

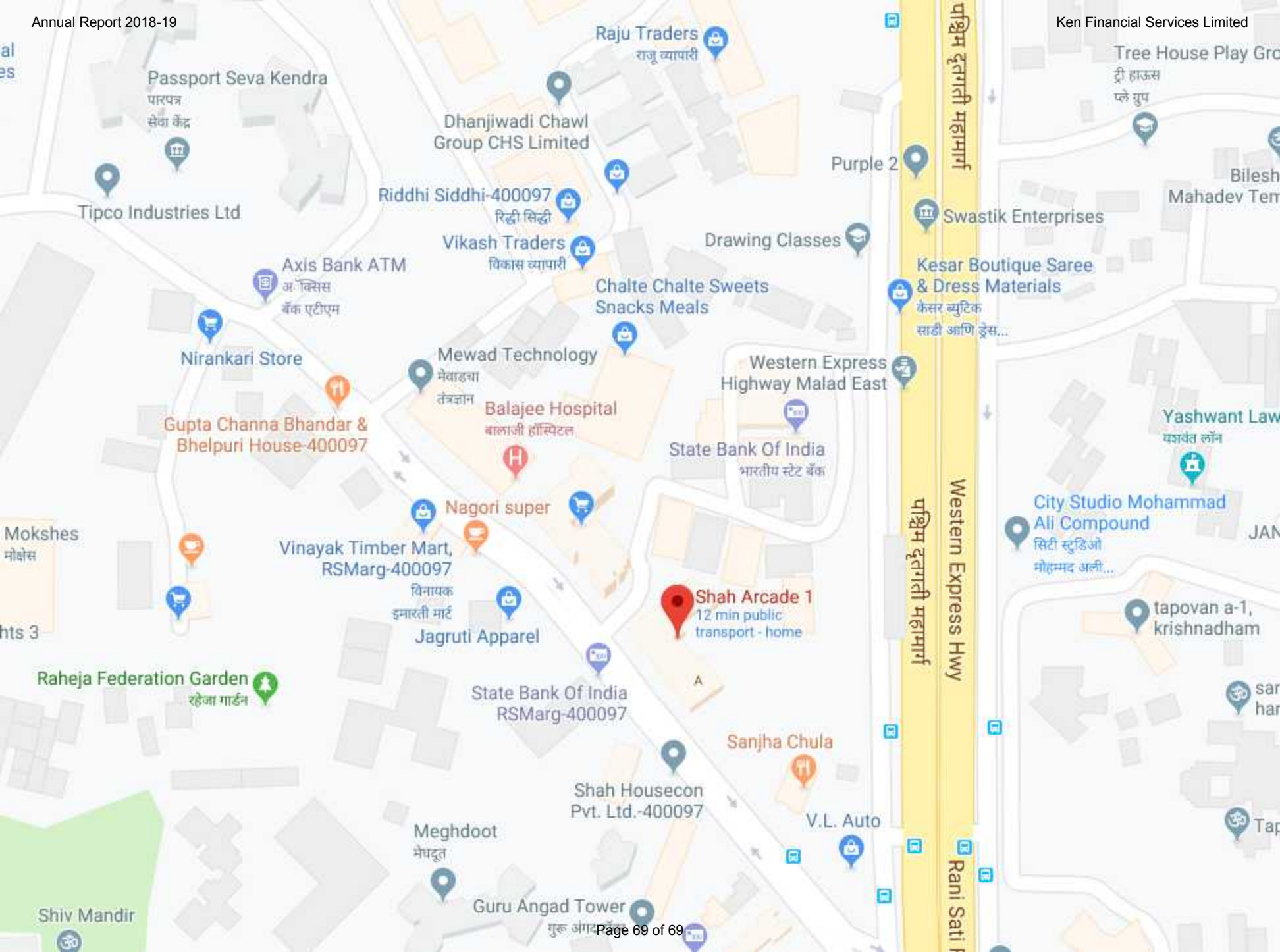
Signed this ___ day of _____ 2019.

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

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.



Shah Arcade 1
 12 min public transport - home

Raju Traders
 राजू व्यापारी

Dhanjiwadi Chawl Group CHS Limited

Passport Seva Kendra
 पारपत्र सेवा केंद्र

Tipco Industries Ltd

Riddhi Siddhi-400097
 रिद्धी सिद्धी

Vikash Traders
 विकास व्यापारी

Drawing Classes

Swastik Enterprises

Axis Bank ATM
 अक्सिस बँक एटीएम

Chalte Chalte Sweets Snacks Meals

Kesar Boutique Saree & Dress Materials
 केसर ब्युटिक साडी आणि ड्रेस...

Nirankari Store

Mewad Technology
 मेवाडचा तंत्रज्ञान

Western Express Highway Malad East

Gupta Channa Bhandar & Bhelpuri House-400097

Balajee Hospital
 बालाजी हॉस्पिटल

State Bank Of India
 भारतीय स्टेट बँक

Nagori super

Vinayak Timber Mart, RSMarg-400097
 विनायक इनारती मार्ट

Shah Arcade 1
 12 min public transport - home

Jagruti Apparel

City Studio Mohammad Ali Compound
 सिटी स्टुडिओ मोहम्मद अली...

Raheja Federation Garden
 रहेजा गार्डन

State Bank Of India RSMarg-400097

Sanjha Chula

tapovan a-1, krishnadham

Shah Housecon Pvt. Ltd.-400097

V.L. Auto

Meghdoot
 मेघदूत

Shiv Mandir

Guru Angad Tower
 गुरू अंगद