

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.

For and on behalf of the Board

sd/-

Place: Mumbai

Date: 4th September, 2019

**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.kenfin.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: kenfsl@rediffmail.com

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

| | |
|---|--|
| | <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 |