

FORM A
(Pursuant to Clause 31(a) of Listing Agreement)

Name of the company	KEN FINANCIAL SERVICES LIMITED
Annual financial statements for the year ended	31 st March, 2014
Type of Audit observation	Un-qualified
Frequency of observation	Not Applicable

For Motilal & Associates
FRN: 106584W
Chartered Accountants



Motilal Jain
Partner
Membership No. : 036811



For Ken Financial Services Limited



Sumit Gupta
DIN 06938413
Chairman

For Ken Financial Services Limited



Manoj More
Chairmen of Audit Committee

ANNUAL REPORT

2013-2014

**KEN FINANCIAL SERVICES
LIMITED**

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	1. Pramod Kumar Sharma 2. Manoj More 3. Sunil Shivkumar Saini 4. Dinesh Dhokar 5. Ronak Salecha
REGISTERED OFFICE	:	Plot No. 97, Gr Floor, Sai Darshan, Road No 8, Daulat Nagar, Borivali (East) Mumbai, Maharashtra-400066
BANKERS	:	Axis Bank Limited Bhayander, Thane – 401101.
AUDITORS	:	M/s Motilal & Associates
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	:	The Bombay Stock Exchange Limited

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of **KEN FINANCIAL SERVICES LIMITED** will be held on Tuesday, 30th September, 2014 at 3:30 p.m. at Registered Office of the Company at Sai Darshan, Plot No. 97, Daulat Nagar, Road No. 8, Borivali (East), Mumbai – 400 066 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date together with the report of Directors' and Auditors' thereon.
2. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, M/s. Motilal & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 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), Mr. Manoj Kumar More (DIN 00040190), Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years up to March 31, 2019.”

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 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), Mr. Sunil Saini (DIN 00673578), Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years upto March 31, 2019.”

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 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), Mr. Dinesh Dhokar (DIN 03476436), Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years upto March 31, 2019.”

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 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), Mr. Ronak Salecha (DIN 03625993), Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years upto March 31, 2019.”

7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Akash Swami (DIN 06938405), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on June 20, 2014 and whose term of office expires at this Annual General Meeting and who has offered himself for appointment as a Director and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Akash Swami as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the appointment of Mr. Akash Swami as Whole-time Director of the Company for a period of 3 years w.e.f. June 20, 2014, on a monthly remuneration payable at a graded scale of Rs. 27,500 – 5,000 – 37,500 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Akash Swami, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

8. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Mukesh Saini (DIN 06938409), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on June 20, 2014 and whose term of office expires at this Annual

General Meeting and who has offered himself for appointment as a Director and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Mukesh Saini as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the appointment of Mr. Mukesh Saini as Whole-time Director of the Company for a period of 3 years w.e.f. June 20, 2014, on a monthly remuneration payable at a graded scale of Rs. 14,000 – 2,500 – 19,000 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Mukesh Saini, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

9. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Sumit Gupta (DIN 06938413), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on June 20, 2014 and whose term of office expires at this Annual General Meeting and who has offered himself for appointment as a Director and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Sumit Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the appointment of Mr. Sumit Gupta as Whole-time Director of the Company for a period of 3 years w.e.f. June 20, 2014, on a monthly remuneration payable at a graded scale of Rs. 20,000 - 5,000 – 30,000 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sumit Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

REGISTERED OFFICE:

Plot No.97, Sai Darshan, Ground Floor,
Road No.8, Daulat Nagar,
Borivali (East),
Mumbai – 400 066.

Date: 03-09-2014

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. Mr. Manoj Kumar More (DIN 00040190), Mr. Sunil Saini (DIN 00673578), Mr. Dinesh Dhokar (DIN 03476436) and Mr. Ronak Salecha (DIN 03625993), Non executive Directors of the Company were Independent Directors as per Clause 49 of the Listing Agreement with Stock Exchanges. As per Explanation to Section 152(6)(e) of the Companies Act 2013, total number of Directors for the purpose of determining directors liable to retire by rotation shall not include independent directors, whether appointed under the Companies Act, 2013 or any other law for the time being in force.
4. All Directors proposed to be re-appointed / appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges are provided in the annexure to the notice.
5. Explanatory Statement under section 102 of the Companies Act, 2013 is annexed hereto.
6. The Register of Members and the Share Transfer Books of the Company will be closed from 27-09-2014 to 30-09-2014 (both days inclusive).
7. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
8. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
9. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Ltd.

10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to M/s. Purva Sharegistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company/M/s. Purva Sharegistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
12. Electronic copy of the annual report for 2014 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 2014 is being sent in the permitted mode.
13. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
14. Electronic copy of the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: kenfsl@rediffmail.com

16. Voting through electronic means

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com

- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<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/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Detail s#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant company <KEN FINANCIAL SERVICES LTD.> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 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 they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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 24, 2014 (10.00 a.m.)> and ends on < September 26, 2014 (6.00 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 <August 28, 2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE:

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

ITEM NO. 3:

Mr. Manoj Kumar More, aged about 43 years is a fellow member of the Institute of Chartered Accountants of India having more than 20 years of experience in finance, accounts, auditing, commercial and corporate matters. He joined the Board as non-executing independent director. Mr. Manoj Kumar More holds directorship in 9 Companies as follows.

Name of the Company	Designation
Acquitor Financial Services Private Limited	Director
Hilton Metal Forging Limited	Director
Sumangal Shares & Securities Private Limited	Director
Sumangal Commodities Private Limited	Director
DJS Stock and Shares Limited	Director
Khattu Land and Property Traders Private Limited	Additional Director
Harivardhan Steel and Alloys Private Limited	Additional Director
Ridhi’s Hi-Fashion Private Limited	Additional Director
Noble Tradelink Private Limited	Additional Director

Mr. Manoj Kumar More has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2004. With the enactment of the Companies Act, 2013 (‘Act’) it is now incumbent upon every listed company to appoint ‘Independent Directors’ as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. Mr. Manoj Kumar More has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Manoj Kumar More fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Manoj Kumar More is independent of the management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Manoj Kumar More as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Manoj Kumar More as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Manoj Kumar More shall not be liable to retire by

rotation. Except Mr. Manoj Kumar More, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

ITEM NO. 4:

Mr. Sunil Saini, aged about 48 years, is a Commerce Graduate. He joined the Board as non-executing independent director. Mr. Sunil Saini does not hold any other directorship.

Mr. Sunil Saini has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2013. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. Mr. Sunil Saini has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Sunil Saini fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Sunil Saini is independent of the management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sunil Saini as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sunil Saini as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Sunil Saini shall not be liable to retire by rotation. Except Mr. Sunil Saini, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

ITEM NO. 5:

Mr. Dinesh Dhokar, aged about 46 years, is a Graduate. He joined the Board as non-executing independent director. Mr. Dinesh Dhokar holds directorship in Ranganatha Power Technocraft Private Limited.

Mr. Dinesh Dhokar has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2013. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. Mr. Dinesh Dhokar has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Dinesh Dhokar fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Dinesh Dhokar is independent of the management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dinesh Dhokar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dinesh Dhokar as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Dinesh Dhokar shall not be liable to retire by rotation. Except Mr. Dinesh Dhokar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

ITEM NO. 6:

Mr. Ronak Salecha, aged about 22 years, is a Matriculation. He joined the Board as non-executing independent director. Mr. Ronak Salecha holds directorship in Formix Constructions Private Limited.

Mr. Ronak Salecha has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2013. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. Mr. Ronak Salecha has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Ronak Salecha fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Ronak Salecha is independent of the management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ronak Salecha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ronak Salecha as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Ronak Salecha shall not be liable to retire by rotation. Except Mr. Ronak Salecha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

ITEM NO. 7:

The Board of Directors at their meeting held on June 20, 2014 appointed Mr. Akash Swami as an Additional Director of the Company. Mr. Akash Swami holds office upto the date of the forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Akash Swami for the office of Director liable to retire by rotation.

Further, the Board also appointed, subject to the approval of members, Mr. Akash Swami as Whole Time Director of the Company for a period of three years with effect from June 20, 2014.

Mr. Akash Swami, aged about 34 years is having more than 10 years of experience in the capital and commodity market and his association with the Board will be of immense value to the overall progress of the Company.

Except Mr. Akash Swami, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 7 of the Notice.

The Board recommends the resolution for your approval.

ITEM NO. 8:

The Board of Directors at their meeting held on June 20, 2014 appointed Mr. Mukesh Saini as an Additional Director of the Company. Mr. Mukesh Saini holds office upto the date of the forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Mukesh Saini for the appointment as a Director of the Company.

Further, the Board also appointed, subject to the approval of members, Mr. Mukesh Saini as Whole Time Director of the Company on the terms and condition including remuneration as mentioned in the resolution for a period of three years with effect from June 20, 2014.

Mr. Mukesh Saini, aged about 28 years is having more than 4 years of experience in commodities and capital market, young and dynamic, and is an aspiring candidate and wants to contribute to the growth of the Company. His association with the Board will be of immense value to the overall progress of the Company.

Except Mr. Mukesh Saini, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 8 of the Notice.

The Board recommends the resolution for your approval.

ITEM NO. 9:

The Board of Directors at their meeting held on June 20, 2014 appointed Mr. Sumit Gupta as an Additional Director of the Company. Mr Sumit Gupta holds office upto the date of the forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Sumit Gupta for the appointment as a Director of the Company.

KEN FINANCIAL SERVICES LIMITED

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the 20th Annual Report and the Audited Statements of Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

Particular	Year ended 31 st March, 2014 Rupees	Year ended 31 st March, 2013 Rupees
Total Income / (Loss) From Operation	(4,33,989)	(90,86,222)
Less: Expenses	7,42,408	8,03,303
Profit / (Loss) before Tax	(11,76,398)	(98,89,525)
Less: Provision for Taxation	NIL	NIL
Provision for Deferred Tax	NIL	NIL
Profit / (Loss) after Tax	(11,76,398)	(98,89,525)

REVIEW OF OPERATIONS

During the year under review your Company has suffered loss from operation of Rs. 4.34/- lakh as compared to Rs. 90.86/- lakh during the previous year. The Net Loss after tax was at Rs. 11.76/- lakh as compared to Rs. 98.90/- lakh during the previous year. Your Directors are hopeful of better performance during the current year.

DIVIDEND

In absence of profits, your directors abstain from declaring any dividend for the year.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed and no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company as at March 31, 2014 and of the loss of the Company for the year ended on that date;

- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):

The global economic conditions remained subdued during the previous year. Even in India there were high inflation, higher interest rate and uncertain market. There was volatile movement of prices in the market. However as the election results have been declared and there is a change in the Government at the Centre. The expectations from the NDA Government are very high and there are very positive signals from all directions that the economic conditions will improve to a great extent and at a faster rate under the regime of new Government. The situation is already showing signs of improvement and we are hoping for good investment environment in the country. The company is trying to keep up with the pace of growth of the Indian market.

DEPOSITS

The company has not accepted any fixed deposit from the public within the meaning of Section 58A of Companies Act, 1956 and the rules made there under.

DIRECTORS

Mr. Pramod Kumar Sharma (DIN 01735201), Director of the Company, retires by rotation, being eligible, offers himself for reappointment.

Mr. Manoj Kumar More (DIN 00040190), Mr. Sunil Saini (DIN 00673578), Mr. Dinesh Dhokar (DIN 03476436) and Mr. Ronak Salecha (DIN 03625993), Independent Directors as per Clause 49 of the Listing Agreement with Stock Exchange are proposed to be appointed as Independent Directors for five consecutive years for a term from April 01, 2014 up to March 31, 2019 in accordance with Section 149 of the Companies Act, 2013. In the opinion of the Board, the directors fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. The Board considers that their continued association would be of immense benefit to the Company. Accordingly, the Board recommends their appointment as Independent Directors, for the approval by the shareholders of the Company.

CORPORATE GOVERNANCE

Your Company is committed to global best practices. A report on corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange form a part of the Annual Report.

COMPLIANCE CERTIFICATE

A certificate from the statutory auditor of the company, regarding compliances with Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, require disclosure of the particulars regarding conservation of Energy and Technology absorption.. The Company at present not carrying out any manufacturing activities hence disclosures regarding energy conservation etc. are not applicable.

EARNING AND OUTGO IN FOREIGN EXCHANGE

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

PARTICULARS OF EMPLOYEES

As there were no employees drawing remuneration more than the limit prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of the employees) Rules 1975 , as amended from time to time, statement under section 217(2A) is not annexed.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

CONSOLIDATED FINANCIAL STATEMENTS

The company does not have any subsidiary Company within the meaning of section 4 of the Act. Thus the provisions in respect of submission of consolidated financial results are not applicable to the Company.

AUDITORS

M/s Motilal & Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

ACKNOWLEDGEMENTS:

The Directors have pleasure to place on record their appreciation for the valuable co-operation and assistance by the Company's Bankers, Associates, Investors and Employees.

FOR AND ON BEHALF OF THE BOARD

**REGISTERED OFFICE:
PLOT NO.97, GR. FLOOR,
SAI DARSHAN, ROAD NO.8,
DAULAT NAGAR, BORIVALI (EAST)
MUMBAI, MAHARASHTRA-400066
Date : 30/05/2014**

**Sd/-
PRAMOD SHARMA
(DIN 01735201)
DIRECTOR**

Further, the Board also appointed, subject to the approval of members, Mr. Sumit Gupta as Whole Time Director of the Company on the terms and condition including remuneration as mentioned in the resolution for a period of three years with effect from June 20, 2014.

Mr. Sumit Gupta, aged about 29 years is having more than 6 years of experience in commodity market, capital market, and hedging in currency market and wants to contribute to the growth of the Company. His association with the Board will be of immense value to the overall progress of the Company.

Except Mr. Sumit Gupta, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 9 of the Notice.

The Board recommends the resolution for your approval.

REGISTERED OFFICE:

Plot No.97, Sai Darshan, Ground Floor,
Road No.8, Daulat Nagar,
Borivali (East),
Mumbai – 400 066.

Date: 30-05-2014.

FOR AND ON BEHALF OF THE BOARD

**Sd/-
(SUMIT GUPTA)
DIN 06938413
CHAIRMAN**

KEN FINANCIAL SERVICES LIMITED

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

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

2. BOARD OF DIRECTORS

(i) Composition of Board, Directorships and Committees position held in other Companies as at 31st March 2014.

a) Composition

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

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside Committees#	
			As Chairman	As Member
Mr. Pramod Kumar Sharma	Executive Director	8	None	None
Mr. Manoj More	Non-Executive Independent Director	9	None	None
Mr. Dinesh Dhokar	Independent Director	1	None	None
Mr. Sunil Shivkumar Saini	Independent Director	0	None	None
Mr. Ronak Salecha	Independent Director	1	None	None

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

b) Board Procedure

The Agenda is prepared in consultations with the Chairman of the Board of Directors and the Chairman of the other Committees. The Agenda for the meeting of the Board and its committees, together with the appropriate supporting documents, are circulated well in advance of the meetings.

Matter discussed at Board meeting generally related to company's investments and its performance, evaluation and advisability or otherwise their continuity, quarterly results of the company, review of reports of the audit committee and compliance with their recommendations, suggestions, new investments proposals, non compliance of any regulatory, statutory or listing requirements.

c) Attendances of Directors at meetings

4 Board Meetings were held at Mumbai during the year under review. The Board Meetings were held on 30th May, 2013, 14th August, 2013, 14th November, 2013 and 14th February, 2014. The maximum gap between two Board Meetings did not exceed the prescribed time in clause 49 of the Listing Agreement. The details of composition and category of directors, their Attendance at Board Meeting/ Annual General Meeting, other positions in Board/Committee of the Board are as under:

Name of Directors	No. of Board Meeting attended in F.Y. 2013-2014	Attendance AGM
Mr. Pramod Kumar Sharma	4	Yes
Mr. Manoj More	4	Yes
Mr. Dinesh Dhokar	4	Yes
Mr. Sunil Shivkumar Saini	4	Yes
Mr. Ronak Salecha	4	Yes

None of the Directors are nominee of any Institutions.

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

3. AUDIT COMMITTEE

(i) Composition Name of Members and Chairman

The Audit Committee is comprised of one executive and one independent director. During the financial year ended 31.03.2014, four Committee Meetings were held on 30th May, 2013, 14th August, 2013, 14th November, 2013 & 14th February, 2014. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows:-

Sr. No.	Members	Designation	Meetings attended
1	Mr. Manoj More	Chairman	Yes
2	Mr. Pramod Kumar Sharma	Member	Yes
3	Mr. Sunil Saini	Member	Yes

(ii) Terms of Reference

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 292A of the Companies Act, 1956. In Brief the powers and responsibilities are:

- Recommending the appointment / removal of Statutory Auditors, fixations of Auditors remunerations and also approval of payments for any other services
- Reviewing with management the financial statements before submission of the same to the Board
- Overseeing of Company's financial reporting process and disclosure of its financial information's to ensure that the financial statement is correct, sufficient and credible.
- Reviewing the adequacy of internal control systems & audit function in the company.
- Reviewing the company financial risk management policies.
- Discussing with Statutory Auditors, any significant finding in their reports and follow up thereon and reviewing the reports furnished by them

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

(a) The Statutory Auditors viz. Motilal & Associates

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30th September, 2013 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, 2013 where the Annual Financial Statements for the year ended 31st March, 2013 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

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

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 st March, 2013	30 th May, 2013
Quarter ended 30 th June, 2013	14 th August, 2013
Quarter/Half Year ended 30 th Sept. 2013	14 th November, 2013

4. REMUNERATION COMMITTEE

(i) Terms of Reference

The Company has constituted a Remuneration Committee to determine the remuneration payable to the Directors and to approve the selection, appointment and remuneration of relatives of Directors for holding an office of profit pursuant to section 314 of the Companies Act, 1956.

(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.

5. SHAREHOLDERS COMMITTEE

- (i) The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other Shareholder related issues headed by Mr. Pramod Kumar Sharma, Director of the Company. The Committee met twice during the year.
- (ii) The Company also has a 'Shareholders/Investors Grievance Committee' headed by Mr. Manoj More, a Non-Executive Independent Director to specifically look into redressing of Shareholders' and Investors' complaints.

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

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

6. (i) DETAILS OF GENERAL MEETING

Financial	Date of the	Venue	Time
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Year	meeting		
2010-2011	30-09-2011	Sai Darshan, Plot No. 97, Daulat Nagar Road No. 8, Borivali (E), Mumbai – 400066.	3.30 p.m.
2011-2012	28-09-2012	Sai Darshan, Plot No. 97, Daulat Nagar Road No. 8, Borivali (E), Mumbai – 400066.	11.00 a.m.
2012-2013	30-09-2013	Sai Darshan, Plot No. 97, Daulat Nagar Road No. 8, Borivali (E), Mumbai – 400066.	3.30 p.m.

All resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

- (ii) No Postal Ballot was put through during the last year as well as year 2013-2014 and as of now there is no proposal pending for passing any resolution through Postal Ballot in the ensuing Annual General Meeting.

7. EXTRA ORDINARY GENERAL MEETING (EGM)

During the period no Extra – Ordinary General Meeting was held.

8. DISCLOSURES

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

		issued and listed capital. The audit confirms that the total issued/paid capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
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9. MEANS OF COMMUNICATION.

Half yearly report sent to each household of Shareholder	:	No
Financial Results	:	The financial results have been sent to the regional stock exchange on which the Company is listed in the prescribed format so as to enable the Stock Exchange to put them on their own web sites.
Whether Management Discussion and Analysis Report is a part of Annual Report or not	:	Yes

10. GENERAL SHAREHOLDERS INFORMATION

(i)	Next AGM:		
	Date	Time	Venue
	30-09-2014	3.30 p.m.	Sai Darshan, Plot No.97, Daulat Nagar, Road No.8, Borivali (E), Mumbai – 400066.
(ii)	Next Dates of Book Closure	:	27 th Sept. 2014 to 30 th Sept. 2014 (both days inclusive)
(iii)	Code of Conduct for Prevention of insider Trading: Pursuant to the requirements of SEBI (Prohibitions of insider Trading) Regulations, 1992, as amended, the Company has adopted a “Code of Conduct for Dealing in Securities”. The said Code of Conduct will be updated from time to time in line with the requirements of SEBI guidelines.		
(iv)	Dividend Payment Date	:	N.A.
(v)	Listing on Stock Exchanges	:	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai – 400 001.
(vi)	Stock Code	:	530547
(vii)	ISIN No. for the Company’s Equity Share in Demat Form	:	INE395E01018
(viii)	Depository Connectivity	:	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd

		(CDSL)		
(ix)	Stock Market Data			
	Month	High	Low	Month Close
	April 2013	24.25	15.65	20.00
	May 2013	19.05	13.20	13.20
	June 2013	12.70	09.30	09.30
	July 2013	08.84	07.94	07.94
	August 2013	07.55	04.14	04.14
	September 2013	04.00	03.94	04.00
	October 2013	04.20	04.20	04.20
	November 2013	05.00	04.41	05.00
	December 2013	04.76	04.53	04.53
	January 2014	05.58	04.39	05.58
	February 2014	10.64	05.85	10.29
	March 2014	10.69	08.62	08.62
(x)	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.			
(xi)	Share Transfer System: With a view to expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to Share Transfer Committee of the Board, which meets as and when required. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited within 7 days.			
(xii)	Registrar and Transfer Agent	M/s. Purva Sharegistry (India) Private Limited No.9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 011 Tel No. -22 2301 6761 / 2301 8261 Fax No. : 022 2301 2517 Contact Person: Mr. Rajesh Shah		

(xiii) **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2014**

(a) According to Category holdings

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of shareholding
Promoters	1	00.17	41900	01.40
Person Acting in concert	0	00.00	0	00.00

FI(s) Bank & Mutual Fund	0	00.00	0	00.00
Individual/Indian Public	492	84.54	2078519	69.28
Corporate Bodies	38	06.53	694196	23.14
NRI/OCB	2	00.34	146	00.00
Clearing Members	2	00.34	7901	00.26
Hindu Undivided Family	47	08.08	177438	05.92
Total	582	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	315	54.12	62546	2.08
5001 to 10000	59	10.14	49954	1.67
10001 to 20000	46	7.90	73472	2.45
20001 to 30000	39	6.70	104956	3.50
30001 to 40000	17	2.92	60910	2.03
40001 to 50000	22	3.78	106733	3.56
50001 to 100000	31	5.33	244612	8.15
Above - 100001	53	9.11	2296917	76.56
Total	582	100.00	3000100	100.00

(xiv)	Dematerialization of Shareholding and liquidity	99.39% Company Equity Share's dematerialized as on 31/03/2014
(xv)	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xvi)	Plant Locations	Not Applicable.

11. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:

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

12. DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:

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

13. REVIEW OF GOVERNANCE PRACTICES:

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

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

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

I confirm that Company has in respect of the financial year ended 31st March 2014, received from the Board Member & Senior Management personnel of the company a declaration of compliance with the “Code of Conduct” as applicable to them.

For And Behalf of the Board

**Place: Mumbai
Dated: 30/05/2014**

**Sd/-
Pramod Sharma
(Din 01735201)
(Director)**

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATE

I, Mr. Pramod Kumar Sharma, Chief Finance Officer and Director of the Company hereby certify that:

- a. I have reviewed the financial and cash flow statements for the year ended 31st March, 2014 and to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the company during the year ended on 31st March, 2014 are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financing reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit committee and steps have been taken to rectify these deficiencies.
- d.
 - i) There has not been any significant change in internal control over financial reporting during the year ended under reference.
 - ii) There has not been any significant change in Accounting Policies during the year; and
 - iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the management or an employee having a significant role in Companies internal control system over financial reporting shall be disclosed.

Date: 30/05/2014

Place: Mumbai

**Sd/-
Pramod Sharma
(Din 01735201)
Managing Director**

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, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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

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

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

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

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

**Sd/-
(Motilal Jain)
Proprietor
Membership No. 036811**

**Place: Mumbai
Date: 30/05/2014**

INDEPENDENT AUDITOR'S REPORT

To the Members of

Ken Financial Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Ken Financial Services Limited** which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so

required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss of the Loss for the year ended on that date; and
- c) In the case of Cash Flow Statement of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. This report includes a statement on the matter specified in paragraph 4 of the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956; we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

**Sd/-
(Motilal Jain)
Proprietor
Membership No. 036811**

**Place: Mumbai
Date: 30/05/2014**

KEN FINANCIAL SERVICES LIMITED
ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
- (ii) (a) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken interest free loan from one party listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount taken was Rs. 20,522/- and the year-end balance was Rs. NIL.
- (f) The loan taken is interest free. There is no stipulation as to the other terms and conditions, therefore we are unable to comment whether the loan taken are prima facie prejudicial to the interest of the company or not.
- (g) As there is no stipulation as to the terms and conditions we are unable to comment on the regularity of the repayment of loan taken.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of fixed assets and for the sale of services. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts and arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.

- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 500,000/- in respect of any party during the year, have been made at prices/rates which are reasonable having regard to the prevailed market prices at the relevant time.
- (vi) As per information & explanations given by the management, The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
- (vii) As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
- (viii) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act, and therefore this clause is not applicable to the company.
- (ix) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (x) The Company does not have any accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund, nidhi or mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- (xiv) The company is dealing in shares and securities and proper records have been

maintained of the transactions and contracts and timely entries have been made therein also the shares and securities have been held by the company, in its own name.

- (xv) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution. Accordingly, Clause 4(xv) of the Order is not applicable.
- (xvi) The company has not raised any term loans during the year. Accordingly, Clause 4(xvi) of the order is not applicable.
- (xvii) Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
- (xviii) Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by way of public issues during the year.
- (xxi) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

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

**Sd/-
(Motilal Jain)
Proprietor
Membership No. 036811**

**Place: Mumbai
Date: 30/05/2014**

KEN FINANCIAL SERVICES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	Figure as at	
1	2	31st March, 2014	31st March, 2013
		3	4
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2.1	30,001,000	30,001,000
(b) Reserves and Surplus	2.2	<u>5,901,202</u>	<u>7,077,600</u>
		35,902,202	37,078,600
(2) Non-current liabilities			
(a) Deferred tax liabilities (Net)		<u>288,807</u>	<u>288,807</u>
		288,807	288,807
(3) Current liabilities			
(a) Short-term borrowings	2.3	649,733	5,748,664
(b) Trade payables	2.4	1,455,796	-
(c) Other Current liabilities	2.5	3,953,066	-
(d) Short-term provisions	2.6	<u>698,282</u>	<u>698,282</u>
		6,756,877	6,446,946
TOTAL		<u>42,947,886</u>	<u>43,814,353</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	2.7	797,476	1,099,582
(b) Long-term loans and advances	2.8	<u>34,022,837</u>	<u>24,573,838</u>
		34,820,313	25,673,420
(2) Current assets			
(a) Inventories	2.9	6,823,008	10,541,098
(b) Trade receivables	2.10	-	3,391,237
(c) Cash and cash equivalents	2.11	540,151	118,328
(d) Short-term loans and advances	2.12	-	3,336,205
(e) Other current assets	2.13	<u>764,414</u>	<u>754,065</u>
		8,127,573	18,140,932
TOTAL		<u>42,947,886</u>	<u>43,814,353</u>

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

For Motilal & Associates
Chartered Accountants

For Ken Financial Services Limited

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

Sd/- **Sd/-**
(Pramod Sharma) **(Manoj More)**
(Din 01735201) **(Din 00040190)**
Director **Director**

Place : Mumbai
Dated : 30/05/2014

KEN FINANCIAL SERVICES LIMITED**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

	Particulars	Note No.	Figures for the year ended 31st March, 2014	Figures for the year ended 31st March, 2013
I.	Revenue from operations	2.14	(647,989)	(9,380,222)
II.	Other income	2.15	214,000	294,000
III.	Total Revenue (I + II)		(433,989)	(9,086,222)
IV.	Expenses:			
	Employee benefits expense	2.16	120,000	25,000
	Finance costs	2.17	-	240,395
	Depreciation and amortization expense	2.18	302,106	261,426
	Other Administrative expenses	2.19	320,302	276,481
	Total expenses		742,408	803,303
V.	Profit before exceptional and extraordinary items and tax (III-IV)		(1,176,398)	(9,889,525)
VI.	Exceptional & Extraordinary items		-	-
VII.	Profit before tax (V- VI)		(1,176,398)	(9,889,525)
VIII.	Tax expense:			
	Current Tax		-	-
	Deferred Tax		-	-
	Total tax expenses		-	-
IX.	Profit (Loss) after Tax (VII-VIII)		(1,176,398)	(9,889,525)
X.	Earnings per equity share:			
	(1) Basic		(0.39)	(3.30)
	(2) Diluted		(0.39)	(3.30)
Notes referred above form an integral part of the Financial statements As per our report attached				
For Motilal & Associates		For Ken Financial Services Limited		
Chartered Accountants				
Sd/-		Sd/-		Sd/-
(Motilal Jain)		(Pramod Sharma)		(Manoj More)
Proprietor		(Din 01735201)		(Din 00040190)
Membership No. : 036811		Director		Director
Firm Regn. No. : 106584W				
Place : Mumbai				
Dated : 30/05/2014				

KEN FINANCIAL SERVICES LIMITED
Cash Flow Statement for the Financial Year 2013-2014

Particulars	2013-2014 Amount In Rs.	2012-2013 Amount In Rs.
A. Cash Flow from Operating Activities		
Net Profit / (Loss) before Tax	(1,176,398)	(9,889,525)
Adjustment to reconcile profit and loss before tax to cash provided by operating activities		
Depreciation and amortisation expenses	302,106	261,426
Interest Income	(214,000)	(294,000)
Interest Expenses	-	240,395
Operating profit before working capital changes	<u>(1,088,292)</u>	<u>(9,681,703)</u>
Decrease/(Increase) in Stock in Trade	3,718,090	3,594,840
Decrease/(Increase) in Sundry Debtors	3,391,237	830,000
Decrease/(Increase) in Loans & Advances	(6,123,143)	(2,594,798)
(Decrease)/Increase in Current Liabilities	309,930	4,610,857
(Decrease)/Increase in Non-Current Liabilities	-	(590,522)
Cash Generated from Operation	<u>207,823</u>	<u>(3,831,326)</u>
Tax paid	-	-
Cash Flow before Extra Ordinary items	<u>207,823</u>	<u>(3,831,326)</u>
Foreign Exchange Loss	-	-
Prior period adjustment	-	-
Net Cash Flow from Operating activities	207,823	(3,831,326)
B. Cash Flow from Investing activities		
Purchase of Fixed Assets	-	-
Sale of Investment / (Purchases of Investment)	-	-
Net Cash Flow from Investing activities	-	-
C. Cash Flow from financing activities		
Increase/(Decrease) in Long-term borrowings	-	-
Interest Received	214,000	294,000
Interest paid	-	(240,395)
Net Cash Flow from Financing activities	214,000	53,605
Net increase in cash and cash equivalents	421,823	(3,777,722)
Cash and cash equivalents at beginning of year	118,328	3,896,050
Cash and cash equivalents at end of year	540,151	118,328

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

For Motilal & Associates
Chartered Accountants

For Ken Financial Services Limited

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

Sd/- Sd/-
(Pramod Sharma) (Manoj More)
(Din 01735201) Din 00040190
Director Director

Place : Mumbai
Dated : 30/05/2014

KEN FINANCIAL SERVICES LIMITED

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

Particular	Figure as at 31st March, 2014		Figure as at 31st March, 2013	
	Nos.	Rs.	Nos.	Rs.
Note 2.1 : SHARE CAPITAL				
(a) Authorised Share Capital				
Equity Shares of Rs.10 each :	3,250,000	32,500,000	3,250,000	32,500,000
	<u>3,250,000</u>	<u>32,500,000</u>	<u>3,250,000</u>	<u>32,500,000</u>
(b) Issued and Subscribed				
Equity shares of Rs.10 each fully paid up	3,000,100	30,001,000	3,000,100	30,001,000
	<u>3,000,100</u>	<u>30,001,000</u>	<u>3,000,100</u>	<u>30,001,000</u>
(c) Reconciliation of number of shares				
Shares at the beginning of the year	3,000,100		3,000,100	
Add : Shares issued during the year	-		-	
Less : Buy back of shares/Reduction in share capital	-		-	
Outstanding shares at the year end	<u>3,000,100</u>		<u>3,000,100</u>	
(d) Shares held by each shareholder holding more than 5% of the shares				
Shri Sanjay Choudhary	351,900		-	
Shri Kamal Kumar Chaudhary HUF	-		300,000	
Note 2.2 : RESERVES & SURPLUS				
(a) Surplus - Profit & Loss account				
Opening balance		7,077,600		16,967,125
Add : Net Profit/(Net Loss) for the current year		(1,176,398)		(9,889,525)
Add : Transfer from Reserves		-		-
Total		<u>5,901,202</u>		<u>7,077,600</u>
Note 2.3 : SHORT TERM BORROWINGS				
Unsecured				
(a) Borrowings from Body Corporates		649,733		5,728,142
(b) Borrowings from Related Parties		-		20,522
		<u>649,733</u>		<u>5,748,664</u>
Note 2.4 : TRADE PAYABLES				
(a) Creditors for goods		1,455,796		-
		<u>1,455,796</u>		<u>-</u>
Note 2.5 : OTHER CURRENT LIABILITES				
(a) Other payables		3,953,066		-
		<u>3,953,066</u>		<u>-</u>
Note 2.6 : SHORT TERM PROVISIONS				
(a) Provision for Tax		698,282		698,282
		<u>698,282</u>		<u>698,282</u>

KEN FINANCIAL SERVICES LIMITED

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

Note 2.7 : FIXED ASSETS - TANGIBLE ASSETS

Particular	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amount			
	As at 1st April, 2013	Additions	Deductions	As at 31st March, 2014	Up to 31st March, 2013	For the year	Deduction	Up to 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
Plant & Equipments	50,850	-	-	50,850	9,462	2,415	-	11,877	38,973	41,388
Electrical Installations	142,611	-	-	142,611	97,950	6,774	-	104,724	37,887	44,661
Furniture & Fixtures	1,738,225	-	-	1,738,225	1,670,009	-	-	1,670,009	68,216	68,216
Office Equipments	633,851	-	-	633,851	514,000	30,108	-	544,108	89,743	119,851
Computers	1,621,276	-	-	1,621,276	795,810	262,809	-	1,058,619	562,657	825,466
Total Rs.	4,186,813	-	-	4,186,813	3,087,231	302,106	-	3,389,337	797,476	1,099,582

KEN FINANCIAL SERVICES LIMITED**NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014**

Particular	Figure as at 31st March, 2014	Figure as at 31st March, 2013
Note 2.8 : LONG TERM LOANS AND ADVANCES (Secured or Unsecured, Considered Good or Doubtful)		
(a) Security Deposits	-	381,409
(b) Other Loans and Advances (Advance recoverable in cash or kind or for value to be received)	34,022,837	24,192,429
	<u>34,022,837</u>	<u>24,573,838</u>
Note 2.9 : INVENTORIES		
(a) Stock of Shares	6,823,008	10,541,098
	<u>6,823,008</u>	<u>10,541,098</u>
Note 2.10 : TRADE RECEIVABLES (Secured or Unsecured, Considered Good or Doubtful)		
(a) Debts outstanding for over six months from the date they are due for payment	-	3,390,517
(b) Other Debts	-	720
	<u>-</u>	<u>3,391,237</u>
Note 2.11 : CASH AND CASH EQUIVALENTS		
(a) Cash and Cash Equivalent		
(i) Balances with Banks	492,174	62,351
(ii) Cash on hand	47,976	55,976
	<u>540,151</u>	<u>118,328</u>
Note 2.12 : SHORT TERM LOANS AND ADVANCES (Secured or Unsecured, Considered Good or Doubtful)		
(a) Others		
(i) Advances against purchases and Expenses	-	3,336,205
	<u>-</u>	<u>3,336,205</u>
Note 2.13 : OTHER CURRENT ASSETS		
(a) Balances with the Revenue Authorities	764,414	754,065
	<u>764,414</u>	<u>754,065</u>

KEN FINANCIAL SERVICES LIMITED**NOTES TO PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

Particular	Figure as at 31st March, 2014	Figure as at 31st March, 2013
Note 2.14 : REVENUE FROM OPERATIONS		
Income from Operations	(647,989)	(9,380,222)
	<u>(647,989)</u>	<u>(9,380,222)</u>
Note 2.15 : OTHER INCOME		
Other Income	214,000	294,000
	<u>214,000</u>	<u>294,000</u>
Note 2.16 : EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	120,000	25,000
	<u>120,000</u>	<u>25,000</u>
Note 2.17 : FINANCE COST		
Interest Expenses	-	240,395
	<u>-</u>	<u>240,395</u>
Note 2.18 : DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation Expenses	302106	261,426
	<u>302106</u>	<u>261426</u>
Note 2.19 : OTHER ADMINISTRATIVE EXPENSES		
Advertisement Expenses	16,849	4,563
Annual Fees (BSE/CDSL/NSDL)	31,332	32,454
Rent Charges	-	36,000
Conveyance & Travelling Expenses	-	12,126
Bank Charges	23,152	28,135
Printing & Stationary Expenses	-	8,136
Telephone Expenses	12,200	31,124
General Office Expenses	12,111	79,843
Payment to Auditors	15,000	10,000
ROC Expenses	-	34,100
Share Registrar Fees	88,603	-
Sundry Balances Written Off	121,056	-
	<u>320,302</u>	<u>276,481</u>

Note 2.20 :	PAYMENT TO AUDITOR	15000	10,000
Note 2.21:	EARNING PER SHARE		
	Net Profit after Tax	(1,176,398)	(9,889,525)
	Weighted No. of Equity Shares outstanding during the year of Rs. 10 each	3,000,100	3,000,100
	Basic and diluted Earning per Eq.Share (In Rs.)	(0.39)	(3.30)
Note 2.22:	SEGMENT REPORTING		
	As more than 90% of Company's operations are only in one Segment, therefore separate disclosure is not required.		
Note 2.23:	RELATED PARTY DISCLOSURE		
	Name of Related parties and description of relationship		
	Key Management Personnel	: Pramod Sharma, Executive Director : Manoj Kumar More, Non Executive Independent Director : Sunil Shivkumar Saini, Independent Director : Dinesh S Dhoker, Independent Director : Ronak Salecha, Independent Director	
Note 2.24:	CONTINGENT LIABILITIES AND COMMITMENTS		
	(i)	There was no Contingent Liability as at 31st March, 2014 (Previous year Rs. Nil).	
	(ii)	Capital Commitments towards New Project - Nil	
	(iii)	Guarantee	
		Current Year	- Previous Year -
Note 2.25:	OTHER DISCLOSURE		
	(i)	In the opinion of Management, the Current Assets, Loan & Advances are approximately of the same value as stated, if realised in the ordinary course of Business.	
	(ii)	Sundry Creditors, Sundry Debtors and Loan & Advances are subject to confirmation and reconciliation, if any.	
	(iii)	Deferred Tax Liability	Current Year 288,807 Previous Year 288807
Note 2.26:	PREVIOUS YEAR'S FIGURE		
	The Previous year figures are regrouped and rearranged wherever found necessary.		

KEN FINANCIAL SERVICES LIMITED
NOTES TO ACCOUNTS

Accounting policies forming part of the Accounts for the year ended on 31st March 2014

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, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hereto in use.

1.2 Fixed Assets:

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

1.3 Depreciation:

Depreciation on fixed assets has been provided under the straight line method and in the manner provided by Schedule XIV to the Companies Act, 1956.

1.4 Revenue Recognition

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

1.5 Retirement Benefits

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

1.6 Provision for Current and Deferred Tax

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

1.7 Expenses

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

1.8 Earnings Per Share

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

1.9 Stock In Trade

Stock are valued at lower of cost or market value.

1.10 Provisions, Contingent Liabilities and Contingent Assets

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

KEN FINANCIAL SERVICES LIMITED

CIN- L65990MH1994PLC078898

Registered Office: Plot No.97, Sai Darshan, Ground Floor, Road No. 8, Daulat Nagar, Borivali (East), Mumbai – 400 066

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 29th ANNUAL GENERAL MEETING of the company held on **Tuesday, September 30, 2014 at 3.30 P.M** at Registered Office: Plot No.97, Sai Darshan, Ground Floor, Road No. 8, Daulat Nagar, Borivali (East), Mumbai – 400 066.

Signature of 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

PROXY FORM

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

KEN FINANCIAL SERVICES LIMITED

CIN- L65990MH1994PLC078898

Registered Office: Plot No.97, Sai Darshan, Ground Floor, Road No. 8, Daulat Nagar, Borivali (East), Mumbai – 400 066

Name of the member(s): _____

Registered address: _____

E-mail Id: _____

Folio No. / Client Id: _____

DP Id: _____

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

Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/our behalf at the 20th Annual General Meeting of the company, to be held on **Tuesday, September 30, 2014 at 3.30 P.M** at Sai Darshan, Plot No. 97, Daulat Nagar, Road No. 8, Borivali (East), Mumbai – 400 066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particular of Resolution	For	Against
1	To receive, consider and adopt the audited financial statements for the year ended March 31, 2014 together with the report of Directors' and Auditors' thereon.		
2	Appointment of Statutory Auditors and fixing their Remuneration		
3	Appointment of Mr. Manoj Kumar More as Independent Director		
4	Appointment of Mr. Sunil Saini as Independent Director		
5	Appointment of Mr. Dinesh Dhokar as Independent Director		
6	Appointment of Mr. Ronak Salecha as Independent Director		
7	Appointment of Mr. Akash Swami as Whole-time Director		
8	Appointment of Mr. Mukesh Saini as Whole-time Director		
9	Appointment of Mr. Sumit Gupta as Whole-time Director		

Signature of shareholder _____ Signed this _____ day of _____ 20____

Signature of Proxy Holder(s) _____

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