



KIFS FINANCIAL SERVICES LIMITED

Registered office

KIFS Financial Services Limited

B-81, Pariseema Complex, C. G. Road,
Ellisbridge, Ahmedabad - 380006, Gujarat, India.

CIN: L67990GJ1995PLC025234, Ph. no.: +91 79 30000320, 321,

Fax: +91 79 26403717, Email: cs@kifs.co.in, Website: www.kifsfinance.com

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KIFS FINANCIAL SERVICES LIMITED

CORPORATE INFORMATION

22ND ANNUAL GENERAL MEETING

Friday, September 22, 2017

BOARD OF DIRECTORS

Mr. Rajesh P. Khandwala

Chairman & managing director

Mrs. Sonal R. Khandwala

Director

Mr. Devang M. Shah

Independent director

Mr. Dharmendra N. Soni

Independent director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Durgesh D. Soni

CHIEF FINANCIAL OFFICER

Mr. Bhavik J. Shah

REGISTERED & CORPORATE OFFICE

B – 81, Pariseema Complex,
C. G. Road, Ellisbridge,
Ahmedabad – 380006, Gujarat, India.
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Website: www.kifsfinance.com

EXISTING STATUTORY AUDITORS

M/s. Shailesh C. Parikh & Co.,
Chartered accountants, Ahmedabad

INTERNAL AUDITORS

M/s. SMPK & Associates LLP, Ahmedabad

SECRETARIAL AUDITORS

M/s. Anamika Jajoo & Co.,
Practicing company secretary, Ahmedabad

BANKERS

HDFC Bank – Ahmedabad
Bank of Maharashtra – Ahmedabad
IndusInd Bank – Mumbai

REGISTRAR & SHARE TRANSFER AGENT (RTA)

Link Intime India Private Limited

REGISTERED OFFICE ADDRESS OF RTA

C-101, 247 Park, L.B.S. Marg, Vikhroli (W),
Mumbai – 400083, Maharashtra, India.
Ph. no.: +91 22 49186270,
Fax: +91 22 49186060,
Email: rnt.helpdesk@linkintime.co.in

AHMEDABAD BRANCH OFFICE ADDRESS OF RTA

506-508, Amarnath Business Center – 1,
Besides Gala Business Center,
Nr. St. Xavier's College Corner,
Off C. G. Road, Navrangpura,
Ahmedabad – 380009, Gujarat, India.
Ph. no.: +91 79 26465179,
Fax: +91 79 26465179,
Email: ahmedabad@linkintime.co.in,
Website: www.linkintime.co.in

ISIN

INE902D01013

BSE SCRIP CODE

535566

CIN

L67990GJ1995PLC025234

Notice of 22nd annual general meeting

NOTICE is hereby given that the 22nd annual general meeting of the members of KIFS Financial Services Limited will be held on **Friday, September 22, 2017 at 5:00 pm** at the registered office of the company at B – 81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India to transact the following businesses:

Ordinary businesses

Item no. 1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2017 together with reports of the directors and auditors thereon.

Item no. 2 – Declaration of final dividend

To declare a final dividend on equity shares of the company for the financial year ended on March 31, 2017.

Item no. 3 – Re-appointment of director(s) retiring by rotation

To appoint a director in place of Mrs. Sonal Rajesh Khandwala (DIN: 01788620), who retires by rotation and being eligible, offers herself for re-appointment.

Item no. 4 – Appointment of statutory auditors

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other provisions, if any, applicable to the company for the time being in force, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the audit committee, M/s. Bimal Shah Associates, chartered accountants (FRN: 101505W), Ahmedabad be and are hereby appointed as statutory auditors of the company, in place of retiring auditors M/s. Shailesh C. Parikh & Co., chartered accountants (FRN: 109858W), to hold office from the conclusion of this 22nd annual general meeting until the conclusion of 27th annual general meeting, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be determined by the audit committee and board of directors of the company in consultation with the said firm of auditors.”

Special businesses

Item no. 5 – Re-appointment of Mr. Rajesh P. Khandwala (DIN: 00477673) as an executive chairman and managing director

To consider and if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT the company hereby accords its approval and consent under sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, to the re-appointment of Mr. Rajesh P. Khandwala, who, in accordance with the provisions of section 160 of the Companies Act, 2013, not less than fourteen days before the date of ensuing annual general meeting, has left at the registered office of the company a notice in writing under his hand signifying his candidature as an executive chairman and managing director of the company along with deposit of requisite amount, liable to be retired by rotation, for a period of five years with effect from February 4, 2018 and to his receiving remuneration, benefits and amenities, if any, as a managing director of the company as set out in the explanatory statement annexed to this notice and upon the terms and conditions and stipulations contained in an agreement to be entered into between the company and Mr. Rajesh P. Khandwala, a draft whereof is placed before the meeting and which, for the purposes of identification, is initialled by the chairman of the meeting.

RESOLVED FURTHER THAT the board of directors of the company which shall be deemed to include the nomination and remuneration committee of the board constituted to exercise its powers, including the powers conferred by this resolution shall have liberty to alter and vary terms and conditions of appointment including remuneration, subject to the same not exceeding the limits specified under Chapter XIII of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites, if any, as set out in the said draft agreement shall nevertheless be paid and allowed to Mr. Rajesh P. Khandwala as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Chapter XIII of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the said Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company (hereinafter referred to as “board” which term shall include committee(s) thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item no. 6 – To consider and determine fees for service of documents to a member

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the company by sending it to him / her by post, registered post, speed post, courier, delivering at his / her office or address or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from such member in advance higher of Rs. 100/- (rupees one hundred only) for each such document or such fees equivalent to estimated actual expenses of delivery of the documents, pursuant to any request by the member for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company at least 10 days in advance of dispatch of documents by the company to the member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all of the directors and key managerial personnel of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid.”

Registered & corporate office

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By order of board of directors
For **KIFS Financial Services Limited**

Rajesh P. Khandwala
(Chairman & managing director)
(DIN: 00477673)

Ahmedabad, May 22, 2017

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM / HER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxies in order to be effective must be received by the company at its registered office not less than 48 hours before the time for holding the meeting.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company. In case of a member who is holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorized by it.

Members / proxies / representatives are requested to bring their copies of the annual reports and the attendance slips sent herewith to attend the annual general meeting, as no extra copies of annual reports would be made available at the annual general meeting and they are further requested to quote their folio numbers / BO ID in all the correspondences.

In case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote at the meeting.

2. As per the provisions of regulation 36(3) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information in case of new appointment / reappointment of director(s) and explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special businesses to be transacted are annexed hereto.
3. The register of members and share transfer register of the company will remain closed on Saturday, September 16, 2017.
4. The Board has recommended a final dividend of Rs. 0.90 (i.e. 9.00%) per equity share of Rs. 10/- each, which, if approved / declared by the members at this ensuing annual general meeting, will be paid on or before Sunday, October 22, 2017 in respect of shares held in physical form, to those members whose names shall appear in the company's register of members as on Friday, September 15, 2017 and in respect of shares held in the electronic form, to those 'deemed members' whose names appear in the statement of beneficial owners furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) at the closure of business hours on Friday, September 15, 2017.
5. In terms of the regulation 12 and Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as electronic clearance service (ECS), LECS (local ECS) / RECS (regional ECS) / NECS (national ECS), direct credit, RTGS, NEFT etc. for making cash payments like dividend etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants and the members holding securities in physical form are requested to send a request to the registrar and share transfer agent, Link Intime India Private Limited or to the company secretary of the company.
6. Non-resident Indian shareholders are requested to inform to the registrar immediately:
 - a) change in the residential status on return to India for permanent settlement; and
 - b) particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

Members whose shareholding is in electronic mode are requested to update the change of address and bank account details to their respective depository participants.

7. Corporate members intending to send their authorized representative(s) to attend the meeting pursuant to the provisions of section 113 of the Companies Act, 2013 are requested to send to the company, a certified true copy of the relevant board resolution together with specimen signatures of the authorized representative(s) to attend and vote on their behalf at the meeting.

8. 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 to the depository participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the registrar / company.
9. In terms of Circular no. 17/2011 dated April 21, 2011 and Circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs, under green initiative in the corporate governance, all the members holding shares in electronic form are requested to intimate their email address to their respective depository participants and members holding shares in physical form are requested to intimate their e-mail address to the company's registrar and share transfer agent whose e-mail id is ahmedabad@linkintime.co.in mentioning the company's name i.e. KIFS Financial Services Limited, so as to enable the company to send the annual report, accounts, notices and other documents through electronic mode to their e-mail addresses.

Electronic copy of the notice of ensuing annual general meeting of the company inter-alia indicating process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose e-mail addresses are registered with the depository participants / company. Physical copies of the same have been sent to those members whose email addresses are not registered with the depository participants / company indicating the process and manner of e-voting. The members will be entitled to receive physical copy of the annual report for the financial year ended on March 31, 2017, free of cost, upon sending a request to the company secretary of the company.

10. Members desirous of getting any information about the accounts and / or operations of the company are requested to write to the company secretary at least 10 days before the date of annual general meeting to enable the management to keep the information ready at the meeting.

All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by the members at the registered office of the company on all working days, except Saturdays, Sundays and public holidays, between 10:00 am to 1:00 pm prior to the date of the annual general meeting and shall also be made available for inspection at the meeting.

11. The register of directors and key managerial personnel and their shareholding, maintained under section 170 & the register of contracts or arrangements, if any, in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the registered office of the company on all working days, except Saturdays, Sundays and public holidays, between 10:00 am to 1:00 pm prior to the date of the annual general meeting and shall also be made available for inspection at the meeting.
12. Pursuant to the provisions of the section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in form SH - 13 in duplicate (which will be made available on request), to the registrar and share transfer agent of the company.
13. The annual report 2016-17 as circulated to the members of the company is also available on the website of the company at www.kifsfinance.com.
14. Voting through electronic means:
Pursuant to the provisions of section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide the facility to exercise members' right to vote at the ensuing annual general meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot / polling paper shall also be made available at the venue of the ensuing annual general meeting. The members attending the meeting, who have not already cast their vote through remote e-voting (voting from a place other than general meeting) shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

15. The instructions for members for voting electronically are as under:

- i. The voting period begins on Tuesday, September 19, 2017 (9:00 am IST) and ends on Thursday, September 21, 2017 (5:00 pm IST). During this period members of the company holding shares either in physical or in dematerialized form, as on the record date, Friday, September 15, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on “Members / Shareholders” tab.
- 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. If you have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.

- vii. If you are a first time user then follow the steps given below for login:

	For members holding shares in demat form and physical form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat members as well as physical members)</p> <p>Members who have not updated their PAN with the company / depository participant are requested to use the sequence number mentioned on address slip / email pertaining to the notice of this annual general meeting.</p>
Dividend Bank Details OR 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> <p>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) above.</p>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly to 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 used by the demat holders for voting for resolutions of any other company also on which they are eligible to vote, provided the 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 (electronic voting sequence number) of KIFS Financial Services Limited.
- 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 a 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.
- xviii. Shareholders can also cast their votes using CDSL’s mobile app m-Voting which can be downloaded from app store(s). Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for non-individual members and custodians:
 - Non-individual members (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of account(s) 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.

Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- xx. In case you have any queries or issues regarding e-voting, you may refer the frequently asked questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Further, contact details of the official responsible to address the grievances connected with voting by electronic means is as under:

Mr. Durgesh D. Soni
Company secretary & compliance officer
KIFS Financial Services Limited

B – 81, Pariseema Complex, C. G. Road,
Ellisbridge, Ahmedabad – 380006, Gujarat, India.
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Fax: +91 79 26403717, Email: cs@kifs.co.in, Website: www.kifsfinance.com

16. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the record date i.e. Friday, September 15, 2017. **Further, a person who is not a member as on the record date should treat this notice for information purpose only. A person who has acquired the shares and has become a member of the company after dispatch of the notice of the annual general meeting and prior to the record date i.e. Friday, September 15, 2017, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or through the poll paper at the annual general meeting by following the procedure mentioned in this part.**
17. The company has appointed Mr. Jayendra Kanaiyalal Bhavsar, proprietor of M/s. J. Bhavsar & Associates, practicing company secretaries, Ahmedabad (ICSI membership no.: 8004, certificate of practice no.: 6046), who in the opinion of the board is a duly qualified person, as a scrutinizer and he will scrutinize the voting processes in a fair and transparent manner.

18. The scrutinizer shall, immediately after the conclusion of voting at the ensuing annual general meeting, first count votes cast at the meeting, thereafter unblock votes cast through remote e-voting in presence of at least two witnesses not in employment of the company and present a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same.
19. The results declared along with the scrutinizer's report shall be placed on the company's website www.kifsfinance.com and on the website of CDSL and shall also be communicated to the Bombay Stock Exchange within the time prescribed by the law.
20. The resolution shall be deemed to be passed on the date of the annual general meeting, subject to the same being passed with requisite majority.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory statement

(including additional information on director(s) recommended for appointment / re-appointment as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and paragraph 1.2.5 of the Secretarial Standard on General Meetings (SS-2))

In respect of item no. 3

Mrs. Sonal R. Khandwala

Brief resume and nature of expertise

Mrs. Sonal R. Khandwala holding DIN: 01788620 aged around 51 years is a commerce graduate having experience of more than 15 years in the field of stock broking, securities trading and other allied capital market related services as well as general administration. Mrs. Khandwala is a measured risk taker with a clear vision and foresightedness and engaged in the development and growth of business of the company.

Mrs. Sonal R. Khandwala is a non executive woman director of the company and is not drawing any remuneration including sitting fee. Mrs. Khandwala did not receive any remuneration in the previous financial year 2015-16. The original date of appointment of Mrs. Khandwala on the board of directors of the company is May 27, 2014.

Discloser of relationships between directors inter-se

Mrs. Sonal R. Khandwala is related to Mr. Rajesh P. Khandwala as being his spouse.

Details of other directorships, membership / chairmanships of committees of other board as on March 31, 2017

Directorships: Khandwala Finstock Private Limited

Membership / chairmanships of committee(s) of other board: nil

(only statutory committees of board of directors have been taken into consideration)

Shareholding in the company as on March 31, 2017

Nil

No. of board meetings attended during the financial year 2016-17

Mrs. Sonal R. Khandwala has attended all the four board meetings held during the financial year 2016-17 details of which have been provided in the corporate governance report forming part of this annual report.

In respect of item no. 5

Mr. Rajesh P. Khandwala

Brief resume and nature of expertise

Mr. Rajesh P. Khandwala holding DIN: 00477673 aged around 53 years is a commerce graduate having experience of over two and half decades in the capital market activities. Mr. Khandwala is well versed in the field of primary market, secondary market, mutual funds and arbitrage operations. He is keenly engaged in to the business development and controls key strategic aspects of the business at Ahmedabad, Gujarat, India.

Mr. Rajesh P. Khandwala, originally appointed as a director on July 31, 2010, was designated as managing director of the company w.e.f. February 4, 2013 for a period of five years. The said tenure of 5 years is going to be expired on February 3, 2018 and thus approval of shareholders of the company is sought to be obtained for re-appointment and remuneration of Mr. Khandwala as an executive chairman and managing director for a period of 5 years effective from February 4, 2018.

The re-appointment of Mr. Rajesh P. Khandwala as a managing director of the company had been recommended by the nomination and remuneration committee at its duly convened meeting. The board of directors of the company then also accorded its consent for the matter at its meeting held on May 22, 2017, subject to the further approval of members of the company in their ensuing general meeting.

The material terms of appointment and remuneration as contained in the draft agreement are given below:

Salary

Mr. Rajesh P. Khandwala shall continue be paid remuneration as basic salary at the rate not exceeding Rs. 6,00,000/- (rupees six lacs only) per annum with increments as may be recommended by the nomination and remuneration committee and decided by the board of directors of the company from time to time.

Further, Mr. Khandwala has been paid a remuneration of Rs. 6,00,000/- (rupees six lacs only) per annum during last two financial years. The proposed approval for re-appointment of him as a managing director also includes approval of his remuneration.

Minimum remuneration

Notwithstanding anything contained herein, where in any financial year during the period of his office as a managing director, the company has no profits or its profits are inadequate, the company may, subject to the requisite approvals, pay Mr. Rajesh P. Khandwala remuneration by way of salary not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the board of directors and Mr. Khandwala.

Other terms

Subject to the superintendence, control and direction of the board of directors, Mr. Khandwala shall manage and conduct the business and affairs of the company. He shall not be paid any sitting fee for attending the meetings of the board or committee thereof.

The appointment can be terminated by Mr. Khandwala or the company, by one party giving to the other 1 (one) calendar month's notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

Copy of the draft agreement referred to in the resolution would be available for inspection without any fee by the members at the registered office of the company on all working days, except Saturdays, Sundays and public holidays, between 10:00 am to 1:00 pm prior to the date of the annual general meeting and shall also be made available for inspection at the meeting. This statement may also be read and referred as disclosure in compliance with the requirements of section 190 of the Companies Act, 2013.

Keeping in view the rich and varied experience of Mr. Khandwala, it would be in the best interests of the company to continue his employment as an executive chairman and managing director. None of the directors except Mrs. Sonal R. Khandwala, being his spouse, or key managerial personnel of the company or their relatives except Mr. Khandwala himself being proposed appointee, is concerned or interested in the resolution. In view of the

provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the board recommends the special resolution set out at item no. 5 of the accompanying notice for the approval of the members.

Discloser of relationships between directors inter-se

Mr. Rajesh P. Khandwala is related to Mrs. Sonal P. Khandwala as being her spouse.

Details of other directorships, membership / chairmanships of committees of other board as on March 31, 2017

Directorships: Khandwala Finstock Private Limited
Khandwala Commercial Private Limited
KIFS Commodities Private Limited
KIFS Motors Private Limited
KIFS Trade Capital Private Limited
KIFS Housing Finance Private Limited

Membership / chairmanships of committee(s) of other board: nil
(only statutory committees of board of directors have been taken into consideration)

Shareholding in the company as on March 31, 2017

Nil

No. of board meetings attended during the financial year 2016-17

Mr. Khandwala has attended all the four board meetings held during the financial year 2016-17 details of which have been provided in the corporate governance report forming part of this annual report.

In respect of item no. 6

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him / her by post, registered post, speed post, courier, delivering at his / her office or address or any other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its annual general meeting. Therefore, to enable the members to avail this facility, it is necessary for the company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the annual general meeting; the directors accordingly recommend the ordinary resolution at item no. 6 of the accompanying notice, for the approval of the members of the company.

None of the directors and / or key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying notice.

Registered & corporate office

B – 81, Pariseema Complex,
C. G. Road, Ellisbridge,
Ahmedabad – 380006, Gujarat, India.
CIN: L67990GJ1995PLC025234,
Ph. no.: +91 79 30000320, 321,
Fax: +91 79 26403717,
Email: cs@kifs.co.in,
Website: www.kifsfinance.com

By order of board of directors
For **KIFS Financial Services Limited**

Rajesh P. Khandwala
(Chairman & managing director)
(DIN: 00477673)

Ahmedabad, May 22, 2017

Directors' report

Dear members,

Your directors have pleasure in presenting the 22nd annual report on the business and operations of the company together with the audited financial statement for the financial year ended on March 31, 2017.

1. Financial summary

(Rs. in lacs except EPS)

Particulars	2016-17	2015-16
Revenue from operations	848.25	714.47
Other income	0.55	0.13
Total income	848.80	714.60
Total expenditure	354.82	289.85
Profit / (loss) before exceptional items & provision for tax	493.97	424.75
Exceptional items	0.00	0.00
Profit / (loss) before tax	493.97	424.75
Provision for taxation	158.64	142.07
Net profit	335.34	282.68
EPS – basic & diluted (Rs.)	3.10	2.61

2. State of company's affairs

During the financial year under report, total income of the company has increased to Rs. 848.80 lacs as compared to Rs. 714.60 lacs generated during the previous financial year showing an impressive growth of 18.72%. Profit before interest, depreciation and tax increased from Rs. 623.59 lacs to Rs. 789.68 Lacs in the financial year ended on March 31, 2017. Net profit after tax increased by 18.63% attaining an amount of Rs. 335.34 Lacs in compare to Rs. 282.68 Lacs for the financial year ended on March 31, 2016. Net profit margin stands at 39.51% for the financial year under report. Considering the enhanced business during the financial year under report, the total expenditure has also reported an increase of 22.42% as compared to previous financial year. Overall your company has achieved a notable growth in both top and bottom lines of the financials for the financial year ended on March 31, 2017 and the directors are optimistic to achieve newer heights in the upcoming years.

The detailed analysis as to review of company's operational and financial performance is given in the management discussion and analysis report.

3. Dividend

Considering the improved financial performance of the company, your directors are desirous of rewarding the shareholders by sharing the profit in the form of increased dividend as compared to the previous financial year. In continuance of the earlier trends of cash dividends, the board of directors are pleased to recommend a final dividend of Rs. 0.90 (ninety paise only) (i.e. 9.00%) per equity share of Rs. 10/- (rupees ten only) each for the financial year ended on March 31, 2017. The final dividend recommended and declared for the financial year ended on March 31, 2016 was Rs. 0.75 (seventy five paise only) (i.e. 7.50%) per equity share of Rs. 10/- (rupees ten only) each.

Further, the payment of dividend is subject to the approval of shareholders in the ensuing annual general meeting of the company. The dividend, if declared at the ensuing annual general meeting, will be paid to those shareholders whose names appear in the register of members as on the record date. The amount of final dividend shall be Rs. 97.362 lacs and the dividend distribution tax shall be Rs. 19.82 lacs.

4. Transfer to reserves

The company proposes to transfer Rs. 67.07 lacs to the special reserve out of amount available for appropriations and an amount of Rs. 543.43 lacs is proposed to be retained in the statement of profit and loss.

5. Deposits

During the financial year ended on March 31, 2017, the company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies (Reserve Bank) Directions, 1977 and RBI's notification no. DFC. 118DG(SPT)-98 dated January 31, 1998.

Further, being a non-deposit taking non-banking financial company, the disclosures with respect to deposits, required as per rule 8(5)(v) & (vi) of the Companies (Accounts) Rules, 2014 read with the Companies (Acceptance of Deposits) Rules, 2014 and section 73 of the Companies Act, 2013 are not applicable to it.

6. Share capital

During the financial year under report, the company has neither made any issue of equity shares with differential voting rights, sweat equity shares or under employee stock options scheme nor it has made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

7. Details of subsidiary / joint venture / associate companies

The company doesn't have any subsidiary, joint venture or associate company.

8. Directors and key managerial personnel (KMP)

Director retiring by rotation

Pursuant to the provisions of section 152 of the Companies Act, 2013 and in accordance with the articles of association of the company, Mrs. Sonal R. Khandwala, director of the company, retires by rotation at the ensuing annual general meeting and being eligible offers herself for re-appointment. The board of directors recommends her re-appointment.

Independent directors

In terms of the definition of the independent director as prescribed under regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 149(6) of the Companies Act, 2013, Mr. Devang M. Shah and Mr. Dharmendra N. Soni have been appointed as non executive independent directors on the board of the company.

The independent directors have submitted the declaration, confirming that they meet the criteria of independence as prescribed under both the provisions of the relevant laws.

Further, a separate meeting of independent directors of the company was held on February 24, 2017 in accordance with the provisions of Clause VII of the Schedule IV of the Companies Act, 2013.

Woman director

Pursuant to the provisions of section 149 of the Companies Act, 2013 and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sonal R. Khandwala holds position of a non executive woman director of the company.

All of the directors of the company have confirmed that they are not disqualified under provisions of section 164 of the Companies Act, 2013 from being appointed / continue to hold position of directors of the company.

Key managerial personnel

Pursuant to provisions of section 203 of the Companies Act, 2013, Mr. Rajesh P. Khandwala holds position of managing director, Mr. Durgesh D. Soni holds position of company secretary and Mr. Bhavik J. Shah holds the position of chief financial officer of the company.

Mr. Rajesh P. Khandwala was designated as a managing director of the company w.e.f. February 4, 2013 for a period of five consecutive years. The said tenure is going to be expired on February 3, 2018 and thus approval for re-appointment of him as a managing director is sought to be obtained by the members of the company in the ensuing annual general meeting. The board requests the members to grant their approval in this regard.

Further, during the financial year under report, Ms. Krupa N. Joshi resigned from the post of company secretary cum compliance officer of the company w.e.f. May 4, 2016 and the board at its meeting held on May 24, 2016 has appointed Mr. Durgesh D. Soni in her place as the company secretary and compliance officer of the company.

The board places on record its sincere appreciation for the valuable services rendered by Ms. Krupa N. Joshi during her tenure.

Remuneration policy

The company follows a policy on remuneration of directors and senior management employees. The policy has been approved by the nomination & remuneration committee and the board of directors. More details on the same have been given in the corporate governance report.

The policy on remuneration of directors, key managerial personnel and senior employees can be accessed on website of the company at following web link:

<http://kifsfinance.com/wp-content/uploads/2015/02/Nomination-Remuneration-policy-KIFS.pdf>

9. Number of meetings of the board of directors

The board of directors met four times during the financial year under report, the details of which have been given in the corporate governance report. The intervening gap between any two board meetings did not exceed 120 days, as prescribed under the provisions of the law(s).

10. Committees of the board

At present, the company has four committees viz; audit committee, nomination and remuneration committee, stakeholders relationship committee and risk management committee which have been established as a part of the better corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Apart from the above statutory committees, the company also has a managing committee of the board of directors to look after the routine affairs of the company.

The details with respect to the compositions, terms of reference, scope and powers, roles, meetings etc. of the relevant committees are given in detail in the corporate governance report forming part of this annual report.

11. Corporate social responsibility

During the financial year under report, your company has not met the criteria laid down under the provisions of section 135(1) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly the provisions including but not limited up to constitution of corporate social responsibility committee and formulation / implementation of a policy on corporate social responsibility are not applicable to the company.

12. Performance evaluation of the board

In accordance with the provisions of regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, evaluation of performance of independent directors by the non independent directors and review of performance of non independent directors and the board as a whole by the independent directors was made during the financial year under report. The directors were satisfied with the evaluation results, which reflected the overall engagement of the board and its committees with the company. This may be considered as a statement under provisions of section 134(3)(p) of the Companies Act, 2013 and rule 8(4) of the Companies (Accounts) Rules, 2014.

More details on the evaluation mechanism are given in the corporate governance report.

13. Vigil mechanism / whistle blower policy

The company promotes ethical behavior in all its business activities and has put in place a mechanism wherein the employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the company's codes of conduct or corporate governance policies, raise concerns against management and business practices, incorrect or misrepresentation of any financial statements and reports or any improper activity being negative in nature to the chairman of the audit committee of the company or chairman of the board. The whistle blower policy has been appropriately communicated within the company.

Under the whistle blower policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the audit committee. The functioning of the vigil mechanism is reviewed by the audit committee from time to time. The vigil mechanism / whistle blower policy has been uploaded on website of the company and can be accessed at following web link:

<http://kifsfinance.com/wp-content/uploads/2016/06/KIFS-FINANCIAL-Whistle-blower-policy-2016.pdf>

14. Statement of development & implementation of risk management policy

The company has developed and implemented a risk management policy to meet the risks associated with the business of the company. Business risk evaluation and management is an ongoing process within the company. The assessment is periodically examined by the risk management committee of the board. The company, while giving loan to its customers, follows the criteria and procedure laid down in policy and the credibility of the clients.

15. Loans / guarantees or investment in securities

Being a non banking financial company pursuing loan business in its ordinary course of business, the disclosures relating to the details of loans made, guarantees given, securities provided or subscription / acquisition of securities, pursuant to the provisions of section 186(11) of the Companies Act, 2013 and rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 are not required to be given. Long term and short term loans and advances made are enumerated in note 8 and 11 respectively of the notes to the financial statements of the company.

16. Contracts or arrangements with related parties

All related party transactions that were entered during the financial year under report were in the ordinary course of business of the company and were on arm's length basis. There were no materially significant related party transactions entered by the company with its promoters, directors, key managerial personnel or other persons, which may have a potential conflict with the interest of the company. All such related party transactions are being quarterly placed before the audit committee for its review. Omnibus approval has been obtained from the audit committee, board of directors and shareholders of the Company for all the related party transactions (including transactions which are foreseen and repetitive in nature).

Since no material related party transactions were entered by the company and all the transactions entered into by the company with its related parties were in the ordinary course of business and on arm's length basis, disclosure in the form AOC-2 is not required to be given.

The policy on related party transactions as approved by the board has been uploaded on the company's website at the web link:

<http://kifsfinance.com/wp-content/uploads/2015/02/RPT-Policy-KIFS.pdf>

17. Internal financial control systems and their adequacy

The company has internal control systems, commensurate with the size, scale and complexity of its operations. Your company has laid down set of standards, processes and structure which enable it to implement internal financial control systems across the organization and ensure that the same are adequate and operating effectively. Internal financial control systems of the company provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting.

18. Extract of annual return

Pursuant to the provisions of section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the annual return as at March 31, 2017, in the form MGT – 9 is enclosed herewith as **Annexure – 1**.

19. Disclosure as per the rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The details as per rule 5(1) and 5(2) of the aforesaid rules are enclosed herewith as **Annexure – 2**.

20. Auditors

Statutory auditors

Appointment of M/s. Bimal Shah Associates, chartered accountants (FRN: 101505W), Ahmedabad, is proposed for the approval of members of the company whose appointment shall be in place of existing and retiring auditor, M/s. Shailesh C. Parikh & Co., chartered accountants, Ahmedabad, who were appointed at the 19th annual general meeting of the company for a period of three years (including transitional period).

The proposed appointment of statutory auditors is in accordance with the provisions of rule 6 of the Companies (Audit and Auditors) Rules, 2014 i.e. manner of rotation of auditors by the companies on expiry of their term.

Secretarial auditors

Pursuant to the provisions of section 204 of the Companies Act, 2013 and rules framed thereunder, the board has re-appointed the existing secretarial auditors of the company, M/s. Anamika Jajoo & Co., practicing company secretary, Ahmedabad for conducting the secretarial audit for the financial year ending on March 31, 2018.

Secretarial audit report issued by the secretarial auditor of the company for the financial year ended on March 31, 2017 is attached to the directors' report as **Annexure – 3**.

Explanations or comments by the board on qualification / reservation / adverse remark or disclaimer made by the statutory auditors in their audit report and by the secretarial auditor in her secretarial audit report

Both the statutory auditors' report and secretarial audit report are self explanatory and no comment from the board of directors of the company is required as no qualification, reservation or adverse remark or disclaimer is given by any of the auditors of the company.

Internal auditors

In accordance with the provisions of section 138 of the Companies Act, 2013 and rules framed thereunder, your company has appointed M/s. SMPK & Associates LLP, Ahmedabad, as the internal auditors of the company in the board meeting held on May 22, 2017 to conduct the internal audit of the functions and activities of the company for the financial year ending on March 31, 2018.

21. Investment advisory business

With a view to having expansion of company's present scope of operations, your company has also got itself registered as an investment advisor under the SEBI (Investment Advisers) Regulations, 2013 vide registration no. INA000001852 during the financial year ended on March 31, 2015. The said business is yet to be commenced by the company.

22. Material changes and commitments affecting financial position of the company

There are no material changes and commitments, affecting the financial position of the company which have been occurred between the end of the financial year i.e. March 31, 2017 and the date of signing of the directors' report i.e. May 22, 2017. Further, no significant or material orders have been passed by the regulators or courts or tribunals impacting the going concern status of the company and / or the company's operations in future.

23. Remuneration given to the managing director

The managing director of the company, Mr. Rajesh P. Khandwala also occupies the office of the managing director in KIFS Housing Finance Private Limited, a group company to the Khandwala group. Mr. Khandwala was paid remuneration to the tune of Rs. 6,00,000/- (rupees six lacs only) from your company during and for the financial year ended on March 31, 2017. The Company does not have any subsidiary company.

Further, re-appointment of Mr. Rajesh P. Khandwala as a managing director and continued remuneration for an amount of Rs. 6,00,000/- (rupees six lacs only) per annum is proposed for the approval of members of the company in the ensuing annual general meeting. The members are requested to accord their consent for the same.

24. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

A policy under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been laid down and circulated to every employee of the company so as to inform them about the redressal mechanism available to them against any kind of harassment. Your directors state that during the financial year under report, there were no cases filed or complaint received from any employee pertaining to the sexual harassment.

A policy framed and adopted by the board of directors of the company on prevention of sexual harassment is uploaded on the company website at below web link:

<http://kifsfinance.com/wp-content/uploads/2016/09/SEXUAL-HARASSMENT-POLICY.pdf>

25. Listing

Presently, the equity shares capital of your company are listed at the Bombay Stock Exchange Limited (BSE) (scrip code: 535566). The company's equity shares are available for trading in demat form by all the investors on BSE which is having trading terminals in various cities affording to the investors convenient access to trade and deal in the company's equity shares across the country.

The company is regular in complying with the requirements of the listing agreement / regulations and has duly paid the requisite listing fees to the BSE.

26. Code of conduct

The board has laid down a code of conduct ("code") for board members, managerial personnel and for senior management employees of the company. This code has been posted on the company's website at <http://kifsfinance.com/code-of-conduct-policy/>. All the board members and senior management personnel have affirmed compliance with this code. A declaration by the managing director to this effect forms part of the corporate governance report.

The board has also laid down a code of conduct for independent directors pursuant to section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent directors, which is a guide to professional conduct for independent directors and has been uploaded on the website of the company at following web link:

<http://kifsfinance.com/wp-content/uploads/2013/03/Terms-of-appointment-of-Independent-Directors.pdf>

27. Corporate governance

Your company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A report on corporate governance along with a certificate from statutory auditors of the company regarding compliance of conditions of corporate governance, as stipulated under provisions of regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this report.

28. Management discussion and analysis report

A detailed analysis of the company's performance is made in the management discussion and analysis report, which forms part of this annual report.

29. Compliance with the Reserve Bank of India guidelines

The company being a non banking financial company categorized as a loan company continues to comply with all the applicable regulations and guidelines issued by the Reserve Bank of India from time to time.

30. Particulars regarding conservation of energy, technology absorption and foreign exchange earnings and outgo

The disclosures required to be made under section 134(3)(m) of the Companies Act, 2013 read with rule (8)(3) of the Companies (Accounts) Rules, 2014 pertaining to the conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to the company as the company being a non banking financial company, is neither involved in any manufacturing, processing activities nor any of its transactions involves foreign exchange earnings and outgo.

31. Directors' responsibility statement

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 the state of affairs of the company for the financial year ended on March 31, 2017 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;

- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. Acknowledgement

Your directors take this opportunity to express their deep and sincere gratitude to the clients, customers, employees and shareholders of the company for their trust and patronage, as well as to the various bankers, Reserve Bank of India, Securities and Exchange Board of India, Bombay Stock Exchange, Government of India and other regulatory authorities for their continued co-operation, support and guidance.

For and on behalf of the board of directors
KIFS Financial Services Limited

Rajesh P. Khandwala
(Chairman & managing director)
(DIN: 00477673)

Ahmedabad, May 22, 2017

Annexure – 1

Form no. MGT-9

Extract of annual return

as on the financial year ended on March 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details

1	CIN	L67990GJ1995PLC025234
2	Registration date	March 29, 1995
3	Name of the company	KIFS Financial Services Limited
4	Category / sub-category of the company	(Public company limited by shares) Non banking financial company
5	Address of the registered office and contact details	B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India. Ph. no.: +91 79 30000320, 321, Fax: +91 79 26403717, Email: cs@kifs.co.in, Website: www.kifsfinance.com
6	Whether listed company yes / no	Yes, Listed at Bombay Stock Exchange (scrip code: 535566)
7	Name, address and contact details of registrar and transfer agent, if any	Link Intime India Private Limited 506-508, Amarnath Business Center – 1, Besides Gala Business Center, Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India. Ph. no.: +91 79 26465179, Fax: +91 79 26465179, Email: ahmedabad@linkintime.co.in, Website: www.linkintime.co.in

II. Principal business activities of the company

All the business activities contributing 10 % or more of the total turnover of the company are given below:

Sr. no.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the company
1	Interest income (IPO retail funding and loan against shares)	64990	97.54%

NIC code - 2008

III. Particulars of holding, subsidiary and associate companies

Sr. no.	Name and address of the company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	Khandwala Commercial Private Limited	U74120DN1995PTC005506	Holding Company	74.41%	2(46)

IV. Share holding pattern (equity share capital breakup as percentage of total equity) as at March 31, 2017

i. Category wise shareholding

Category of share holders	No. of shares held at beginning of the financial year - April 1, 2016			No. of shares held at end of the financial year - March 31, 2017			% change during the financial year	
	Demat	Physical	Total	% of total shares	Demat	Physical		Total
A. Promoters								
1. Indian								
a. Individual / HUF	-	-	-	-	-	-	-	-
b. Central government	-	-	-	-	-	-	-	-
c. State government(s)	-	-	-	-	-	-	-	-
d. Body corporates	80,50,000	-	80,50,000	74.41%	80,50,000	-	80,50,000	74.41%
e. Bank / FI	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-
Sub-Total-A-(1)	80,50,000	-	80,50,000	74.41%	80,50,000	-	80,50,000	74.41%
2. Foreign								
a. NRI-individuals	-	-	-	-	-	-	-	-
b. Other individuals	-	-	-	-	-	-	-	-
c. Body corporate	-	-	-	-	-	-	-	-
d. Bank / FI	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-
Sub-total-A-(2)	-	-	-	-	-	-	-	-
Total share holder of promoters (1+2)	80,50,000	-	80,50,000	74.41%	80,50,000	-	80,50,000	74.41%
B. Public shareholding								
1. Institution								
a. Mutual funds	-	-	-	-	-	-	-	-
b. Bank / FI	-	-	-	-	-	-	-	-
c. Central government	-	-	-	-	-	-	-	-
d. State government(s)	-	-	-	-	-	-	-	-
e. Venture capital	-	-	-	-	-	-	-	-
f. Insurance Co.	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-
h. Foreign venture capital fund	-	-	-	-	-	-	-	-
i. Others	-	-	-	-	-	-	-	-
Sub-total-B-(1)	-	-	-	-	-	-	-	-
2. Non-institution								

Category of share holders	No. of shares held at beginning of the financial year - April 1, 2016				No. of shares held at end of the financial year - March 31, 2017				% change during the financial year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
a. Body corporates	10,316	3,420	13,736	0.13%	5,28,547	3,420	5,31,967	4.92%	4.79%
b. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 lac	1,34,926	2,33,620	3,68,546	3.41%	1,57,147	2,27,260	3,84,407	3.55%	0.15%
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lac	23,62,914	13,860	23,76,774	21.97%	18,06,299	13,860	18,20,159	16.83%	(5.145%)
c. Others									
i. Clearing member	500	-	500	0.005%	23,728	-	23,728	0.222%	0.215%
ii. NRI (Repat)	196	-	196	0.002%	216	-	216	0.002%	-
iii. HUF	8,248	-	8,248	0.08%	7,523	-	7,523	0.07%	(0.01%)
Sub-total-B-(2)	25,17,100	2,50,900	27,68,000	25.59%	25,23,460	2,44,540	27,68,000	25.59%	-
Net total (1+2)	25,17,100	2,50,900	27,68,000	25.59%	25,23,460	2,44,540	27,68,000	25.59%	-
C. Shares held by custodian for GDRs & ADRs									
a. Promoter and promoter group	-	-	-	-	-	-	-	-	-
b. Public	-	-	-	-	-	-	-	-	-
Sub-total-C	-	-	-	-	-	-	-	-	-
Grand total (A+B+C)	1,05,67,100	2,50,900	1,08,18,000	100.00%	1,05,73,460	2,44,540	1,08,18,000	100.00%	-

ii. Shareholding of promoters

Sr. no.	Shareholder's name	Shareholding at beginning of the financial year- April 1, 2016			Shareholding at end of the financial year - March 31, 2017			% change in shareholding during the financial year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Khandwala Commercial Private Limited	80,50,000	74.41%	-	80,50,000	74.41%	-	-
	Total	80,50,000	74.41%	-	80,50,000	74.41%	-	-

iii. Change in promoters shareholding

Sr. no.	Name of the shareholder	Shareholding at beginning of the financial year – April 1, 2016		Cumulative shareholding during the year	
		No. of shares	% of total share capital of the company	No. of shares	% of total share capital of the company
1	Khandwala Commercial Private Limited				
	at beginning of the year	80,50,000	74.41%	80,50,000	74.41%
	at end of the year			80,50,000	74.41%

iv. Shareholding pattern of top 10 shareholders (other than directors, promoters and holders of GDRs and ADRs)

Sr. no.	Name of the shareholder	Shareholding at beginning of the financial year – April 1, 2016		Cumulative shareholding during the year	
		No. of shares	% of total share capital of the company	No. of shares	% of total share capital of the company
1	Affluence Shares and Stocks Private Limited				
	at beginning of the year	-	-	-	-
	shares purchased on March 31, 2017*	5,01,240	4.63%	5,01,240	4.63%
	at end of the year			5,01,240	4.63%
2	Rina Sandeep Shah				
	at beginning of the year	-	-	-	-
	shares purchased on March 31, 2017*	5,00,000	4.62%	5,00,000	4.62%
	at end of the year			5,00,000	4.62%
3	Tejas Rohitkumar Shah jt. Vibhuti Tejas Shah				
	at beginning of the year	2,61,180	2.41%	2,61,180	2.41%
	at end of the year			2,61,180	2.41%
4	Anjana Rajesh Vora				
	at beginning of the year	2,15,000	1.99%	2,15,000	1.99%
	at end of the year			2,15,000	1.99%
5	Sanjay C. Agrawal				
	at beginning of the year	2,15,000	1.99%	2,15,000	1.99%
	at end of the year			2,15,000	1.99%
6	Kaminiben R. Patel				
	at beginning of the year	2,76,120	2.55%	2,76,120	2.55%

Sr. no.	Name of the shareholder	Shareholding at beginning of the financial year – April 1, 2016		Cumulative shareholding during the year	
		No. of shares	% of total share capital of the company	No. of shares	% of total share capital of the company
	shares sold on March 31, 2017* at end of the year	(1,00,000)	(0.92%)	1,76,120 1,76,120	1.63% 1.63%
7	Kishor Pranjiwandas Mandaliya at beginning of the year at end of the year	1,15,000	1.06%	1,15,000 1,15,000	1.06% 1.06%
8	Janmajay Virendra Gandhi at beginning of the year shares sold on March 31, 2017* at end of the year	1,19,000 (10,000)	1.10% (0.09%)	1,19,000 1,09,000 1,09,000	1.10% 1.01% 1.01%
9	Mandalia Vipulkumar Zaverilal at beginning of the year at end of the year	1,00,000	0.92%	1,00,000 1,00,000	0.92% 0.92%
10	Bhavikaben Girishbhai Shah at beginning of the year at end of the year	26,280	0.24%	26,280 26,280	0.24% 0.24%
11	Suresh D. Majithia at beginning of the year shares sold on March 31, 2017* at end of the year	1,15,000 (1,00,025)	1.06% (0.93%)	1,15,000 14,975 14,975	1.06% 0.14% 0.14%
12	Gajjar Kalpesh at beginning of the year shares sold on March 31, 2017* at end of the year	2,66,220 (2,66,220)	2.46% (2.46%)	2,66,220 - -	2.46% - -
13	Bharatkumar Suresh Bhatt at beginning of the year shares sold on March 31, 2017* at end of the year	2,15,000 (2,15,000)	1.99% (1.99%)	2,15,000 - -	1.99% - -
14	Hasmukh Dipchand Majithia at beginning of the year shares sold on March 31, 2017* at end of the year	1,00,000 (1,00,000)	0.92% (0.92%)	1,00,000 - -	0.92% - -

* The change in shareholdings i.e. sale and purchase of shares have been occurred in between the dates of benpos ended on March 24, 2017 and March 31, 2017. However, the dates of such transactions may be different and have been shown uniformly as March 31, 2017 as per the system driven format of registrar and share transfer agent.

v. Shareholding of directors and key managerial personnel

Sr. no.	Name of the director / key managerial personnel	Shareholding at beginning of the financial year – April 1, 2016		Cumulative shareholding during the year	
		No. of shares	% of total share capital of the company	No. of shares	% of total share capital of the company
1	Rajesh P. Khandwala at beginning of the year at end of the year	-	-	-	-
2	Sonal R. Khandwala at beginning of the year at end of the year	-	-	-	-

Sr. no.	Name of the director / key managerial personnel	Shareholding at beginning of the financial year – April 1, 2016		Cumulative shareholding during the year	
		No. of shares	% of total share capital of the company	No. of shares	% of total share capital of the company
3	Devang M. Shah at beginning of the year at end of the year	-	-	-	-
4	Dharmendra N. Soni at beginning of the year at end of the year	180	0.002%	180 180	0.002% 0.002%
5	Bhavik J. Shah at beginning of the year at end of the year	-	-	-	-
6	Durgesh D. Soni ¹ at beginning of the year at end of the year	-	-	-	-
7	Krupa N. Joshi ² at beginning of the year at end of the year	-	-	-	-

¹ appointed w.e.f. May 24, 2016² resigned w.e.f. May 4, 2016

V. Indebtedness

Indebtedness of the company including interest outstanding / accrued but not due for payment

(Rs. in lacs)

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year - April 1, 2016				
1) Principal amount	361.03	6,252.52	-	6,613.55
2) Interest due but not paid	-	115.33	-	115.33
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	-	6,367.85	-	6,728.88
Change in indebtedness during the financial year				
+Addition	-	-	-	-
- Reduction	292.62	3,967.79	-	4,260.41
Net change	(292.62)	(3,967.79)	-	(4,260.41)
Indebtedness at the end of the financial year - March 31, 2017				
1) Principal amount	68.41	2,400.06	-	2,468.47
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	68.41	2,400.06	-	2,468.47

VI. Remuneration of directors and key managerial personnel

A. Remuneration to managing director, whole-time directors and / or manager

(amount in Rs.)

Sr. no.	Particulars of remuneration	Mr. Rajesh P. Khandwala (Managing director)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	6,00,000 - -
2	Stock option	-

Sr. no.	Particulars of remuneration	Mr. Rajesh P. Khandwala (Managing director)
3	Sweat equity	-
4	Commission - as % of profit - other, specify...	-
5	Others, specify...	-
	Total (A)	6,00,000
	Ceiling as per the Act	5% of the profit of the company calculated as per section 198 of the Companies Act, 2013: Rs. 25.00 lacs

B. Remuneration to other directors

(amount in Rs.)

Particulars of remuneration	Name of directors			Total amount
	Non executive director	Non executive independent directors		
	Mrs. Sonal R. Khandwala	Mr. Devang M. Shah	Mr. Dharmendra N. Soni	
Fee for attending board / committee meetings	-	40,000	40,000	80,000
Commission	-	-	-	-
Others	-	-	-	-
Total (B)	-	40,000	40,000	80,000
Total managerial remuneration	Rs. 6,00,000/- to the managing director and Rs. 80,000/- to the non executive independent directors being sitting fees			
Overall ceiling as per the Act	11% of the profit of the company calculated as per section 198 of the Companies Act, 2013: Rs. 55.00 lacs			

C. Remuneration to key managerial personnel other than MD / manager / WTD

(amount in Rs.)

Sr. no.	Particulars of remuneration	Key managerial personnel			Total
		Chief financial officer	Company secretary	Company secretary	
		Mr. Bhavik J. Shah	Mr. Durgesh D. Soni ¹	Ms. Krupa N. Joshi ²	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	3,47,880	2,64,000	38,140	6,50,020
2	Stock option	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission - as % of profit - other, specify...	-	-	-	-
5	Others, specify...	-	-	-	-
	Total	3,47,880	2,64,000	38,140	6,50,020

¹ appointed w.e.f. May 24, 2016

² resigned w.e.f. May 4, 2016

VII. Penalties / punishment / compounding of offences: nil

For and on behalf of the board of directors
KIFS Financial Services Limited

Rajesh P. Khandwala
(Chairman & managing director)
(DIN: 00477673)

Ahmedabad, May 22, 2017

Annexure – 2
Disclosure as per section 197(12) of the Companies Act, 2013 & rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. no.	Particulars	Disclosure	
(i)	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Director's name	Ratio to median remuneration of the employees
		Mr. Rajesh P. Khandwala - MD	2.54:1
		Mrs. Sonal R. Khandwala	Nil
		Mr. Devang M. Shah	Nil
		Mr. Dharmendra N. Soni	Nil
(ii)	Percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year	Director / CFO / CS	Percentage increase
		Mr. Rajesh P. Khandwala - MD	Nil
		Other Directors	Nil
		Mr. Bhavik J. Shah - chief financial officer	10.78%
		Mr. Durgesh D. Soni – company secretary ¹	NA
	Ms. Krupa N. Joshi – company secretary ²	NA	
(iii)	Percentage increase in the median remuneration of employees in the financial year	10.11%	
(iv)	Number of permanent employees on the rolls of company as on March 31, 2017	7	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in the salaries of employees other than managerial personnel in the financial year was 10.11% whereas increase in managerial remuneration was nil.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	The board of directors of the company affirms that the remuneration is as per the remuneration policy of the company.	

¹ appointed w.e.f. May 24, 2016

² resigned w.e.f. May 4, 2016

Note: There being resignation and appointment of company secretaries during the year, details of increase in their remuneration are not being provided.

Disclosure as per section 197(12) of the Companies Act, 2013 & rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. no. in terms of remuneration	1	2	3	4	5	6	7
Name of the employee	Mr. Bhavik J. Shah	Mr. Durgesh Soni ¹	Mr. Ketan Patel	Ms. Keta Shah	Mr. Nishit Vyas	Mr. Kiran Jani	Ms. Juhi Khandwala
Designation of the employee	Chief financial officer	Company secretary	Executive – wealth	Executive accountant	Back office executive	Driver	Executive – wealth
Remuneration received during FY 2016-17 (in Rs.)	3,47,880/-	2,64,000/-	2,80,410/-	2,35,950/-	2,29,320/-	1,99,030/-	1,39,880/-
Nature of employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	B. Com, ICAI Inter & ICMAI Inter	Company Secretary, M. Com & LL. B. [#] ([#] pursuing)	B. Sc	M. Com & Inter CA	M. Com	-	M. Com & LL. B.
Experience	15 years	2 years	7 years & 10 months	4 years	14 years	-	4-5 years
Date of commencement of employment	September 25, 2010	May 24, 2016	July 1, 2013	January 16, 2013	December 26, 2007	-	July 16, 2012
Age of employee (years)	45	23	32	29	34	-	25
Last employment held before joining the company	Kunvarji Finstock Private Limited	Arfin India Limited	ICICI Bank, Ahmedabad	NA	Interface Brokerage and Research Limited	-	NA
% of equity shares held in the company	-	-	-	-	-	-	-
Whether relative of any director, if yes, name of such director	No	No	No	No	No	No	No

¹ appointed w.e.f. May 24, 2016 and detail of remuneration received during FY 2016-17 is shown for 11 months being his holding period

For and on behalf of the board of directors
KIFS Financial Services Limited

Rajesh P. Khandwala
(Chairman & managing director)
(DIN: 00477673)

Ahmedabad, May 22, 2017

FORM MR – 3

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017)

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

To,
The members,
KIFS Financial Services Limited
(CIN: L67990GJ1995PLC025234)
B – 81, Pariseema Complex,
C. G. Road, Ellisbridge,
Ahmedabad – 380006, Gujarat, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KIFS Financial Services Limited** (hereinafter called “the company”) for the audit period covering the financial year ended on March 31, 2017. Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I. The company is a “loan company” engaged in the business of non-banking financial institution as defined in section 45I (a) of the Reserve Bank of India Act, 1934.
- II. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company, for the financial year ended on March 31, 2017, according to the provisions of:
 - (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
 - (iv) The Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings; and
 - (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

I have also examined compliance of the following to the extent applicable:

- (i) The secretarial standards issued by the Institute of Company Secretaries of India; and
- (j) The listing agreements entered into by the company with the Bombay Stock Exchange.

III. I further report that:

- (i) The company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, with regard to maintenance of minimum public shareholding;
- (ii) The company has complied with the provisions of the Depositories Act, 1996 and the bye-laws framed there under by the depositories with regard to dematerialization / re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the company;
- (iii) The company has, in my opinion, complied with the provisions of the Companies Act, 1956, Companies Act, 2013 and the rules made thereunder as notified by the Ministry of Corporate Affairs and the memorandum and articles of association of the company;
- (iv) The company has complied with the requirements under the equity listing agreements entered into with the Bombay Stock Exchange Limited; and
- (v) The company has complied with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

IV. I further report that:

- (i) The company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said regulations;
- (ii) The company has not introduced ESOP / ESPS schemes, therefore it does not require to comply with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 including the provisions with regard to disclosures and maintenance of records required under the said regulations;
- (iii) There are no FDI transactions in the company. Therefore, the company does not require complying with the relevant provisions of the FEMA, 1999 and the rules and regulations made under that FEMA Act, to the extent it is applicable;
- (iv) The company has not bought back equity shares of the company, during the period; therefore, the compliance of the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 does not arise; and
- (v) The company has not delisted any of its securities, during the period, therefore, the compliance of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; does not arise.

V. I further report that:

- (i) The board of directors of the company is duly constituted with proper balance of executive directors, non executive directors and independent directors;
- (ii) Adequate notices are given to all the directors to conduct the meetings of board and its committees. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting;
- (iii) Majority decision is considered while the dissenting members' views, if any, are captured and recorded as part of the minutes;
- (iv) The company has obtained all necessary approvals under the various provisions of the Act;
- (v) There were no prosecution initiated and no fines or penalties imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, listing agreement and rules, regulations and guidelines framed under these Acts against / on the company, its directors and officers; and
- (vi) The directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of business conduct & ethics for directors and managerial personnel.

- VI. I further report that having regard to the compliance system prevailing in the company and on examination of relevant documents and records in pursuance thereof, the company has complied with the following laws applicable specifically to the company:
- (i) The Reserve Bank of India Act, 1934 and its circulars, master circulars, notifications and directions as prescribed for NBFC companies; and
 - (ii) The Prevention of Money Laundering Act, 2002.
- VII. I further report that having regard to compliance of financial laws, income tax laws, service tax laws, we have relied on the report of statutory auditors of the company.
- VIII. I further report that based on the information received and the records maintained, there are adequate systems and processes in the company that commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- IX. I further report that, during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Anamika Jajoo & Co.**,
Practicing company secretary

Anamika Jajoo
(Proprietor)
C. P. no.: 13859
ACS no.:20918

Ahmedabad, May 22, 2017

Note: This report is to be read with our letter of even date which is annexed as **Annexure – I** and forms an integral part of this report.

To,
The members,
KIFS Financial Services Limited
(CIN: L67990GJ1995PLCo25234)
B – 81, Pariseema Complex,
C. G. Road, Ellisbridge,
Ahmedabad – 380006, Gujarat, India.

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

- I. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- II. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- III. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
- IV. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- V. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- VI. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Anamika Jajoo & Co.**,
Practicing company secretary

Anamika Jajoo
(Proprietor)
C. P. no.: 13859
ACS no.:20918

Ahmedabad, May 22, 2017

Management discussion and analysis report

I. Industry structure and developments

KIFS Financial Services Limited is a non deposit taking Non Banking Financial Company registered with the Reserve Bank of India under the category of loan company. The principle business of the company consists of loans against shares, IPO / FPO retail applications funding and margin trading. As a part of business expansion, the company is proposing to enter into the business of investment advisory and has got itself registered with the Securities and Exchange Board of India.

India's diversified financial sector comprises of commercial banks, non banking financial companies, co-operatives, pension funds, insurance companies, mutual funds and others. During the past couple of years, the government took several measures to strengthen the financial service sector which include the new Bankruptcy law, Jan Dhan Campaign for financial inclusion, liberalization of Foreign Direct Investment, gold monetization scheme and much more.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the banking system effectively and thus enhancing competition and diversification in the financial sector. Until some years ago, NBFCs were a small part of the financial services business with a small resource base. Today, the equity of leading NBFCs is comparable with or larger than many mid-sized banks.

The NBFCs sector has undergone a significant transformation in the past few years and has come to be recognized as a systemically important element of the financial system. NBFCs have turned out to be engines of growth and are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices.

Also from FY 2016-17 NBFCs are eligible for deduction to the extent of 5% of their income in respect of provision of bad and doubtful debts (NPAs) under the Income Tax Act. The government of India focused on strengthening the economy with various pro-reform policy initiatives to improve the country's social and physical infrastructure and set structural drivers for long-term sustainable economic growth. The government's adherence to keeping the fiscal deficit within target while managing growth is a positive step, especially in view of the stress and uncertainty in the global economy.

II. Opportunities and threats

The board feels that the biggest opportunities available to any organization are attainable actions that it have not yet taken, or maximized. While difficult at first, one almost always can find opportunities when he really thinks about all of the directions he could take his finances. We believe that the long-term growth story of India is intact and the recent improvements in the economy shall assist the financial sector to grow further. India is already recording the fastest growth within the large economies in the world and it is anticipated that India will continue to occupy the top position. We further believe that the policy liberalization and forward-looking regulatory changes will assist markets grow in size, thus making available wider opportunities for providers of financial services. Further, the management believes that low retail penetration of financial services / products in India, comfort of clients with uniform high quality and quick services, low cost & efficient labour force, strong managerial capabilities, strong globalised industries & emerging global competitiveness, untapped rural demand etc. are included in the opportunities of the company.

Threats are the unfavourable external forces over which the entity may not always have its control. Threats to the company include slower than expected recovery of economy, both domestically as well as globally, inability of government to push through major economic reforms, market fluctuation, competitions from banks and other NBFCs operating in similar areas of business, execution risk, regulatory changes etc. The board further determines does the company offer lower prices / interest rates, better service or a greater selection of products and also considers what the competitors do better? The board further determines which ones pose the greatest threat to the business of the company and finds ways to counteract them. The board follows mindset that since one could never prevent every single threat, instead he must seek to mitigate as many of these risks as possible.

III. Segment-wise / product-wise performance

The company is engaged in a single segment of finance and thus separate segment wise performance details can't be given. As for the product wise performance, the board wishes to state that the margin funding income has shown an increase of 21.93% over the previous financial year. For the financial year ended on March 31, 2017, the

margin funding income stands at Rs. 8,27,37,382/- whereas the same for financial year ended on March 31, 2016 stood at 6,78,58,265/-. Aggregate of income from operations other than margin funding income for the financial year ended on March 31, 2017 stands at Rs. 20,87,636/- as compared to Rs. 35,88,665/- for the financial year ended on March 31, 2016.

IV. Outlook

The financial services industry is highly interrelated to overall economic growth and has been a large driver of this growth. Improved rural economy would form the base for increased consumption demand and thus help the source of economic growth. The improving GDP growth path is therefore expected to further drive the financial services industry. Until some years ago, NBFCs were a small part of the financial services business with a small resource base. NBFCs continue to grow their share in financial services industry. According to ICRA, NBFCs will account for 17.1% of total credit by FY 2018-2019 compared with 13.1% in FY 2014-2015 and 9.4% in FY 2005-2006. Today, the equity of leading NBFCs is comparable with or larger than many mid-sized banks. Going forward, organizations with a consistent strategy are most likely to gain from the improving prospects of the industry.

V. Risks and concerns

While risk is an inherent aspect of any business, the company being an NBFC, is primarily exposed to credit risk, liquidity risk, interest rate risk as well as operational risks. The company has established detailed procedures and policies for underwriting across various product categories, based on the credit profile of the customers. The company has invested in people, processes and technology to effectively mitigate risks posed by the external environment and by its borrowers. It maintains a conservative approach and manages the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits. It has in place a proper risk management team, a policy to measure the risk factors and an effective credit operations structure.

Further, the company has laid down a well-defined risk management mechanism covering the risk mapping & trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risks. The management periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a properly defined framework. In line with the regulatory requirements, the company has formally framed a risk management policy to identify and assess the key risk areas, to monitor and report compliance and effectiveness of the policy and procedure.

VI. Internal control systems and their adequacy

Your company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with new / revised standard operating procedures. The internal control systems are commensurate with the nature of its business and size and complexity of its operations. The system ensures operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. Amongst other things, the internal control system of the company also provides for reasonable assurance of recording and reporting the transactions of operations in all material aspects and of providing protection against significant misuse or loss of funds, if any.

The internal control system of the company is supported by an internal audit process conducted by the internal auditor of the company who reviews the adequacy and efficacy of the company's internal controls, including its systems and processes and compliance with regulations and procedures.

The audit committee, statutory auditors and the board of directors are periodically apprised of the internal audit findings and corrective actions required / taken.

The main purposes of the internal control systems are:

- assurance about the fact that the transactions are recorded in proper manner and under proper heads;
- automatic and independent checking of transactions so as to ensure their validity;
- to check and assure the compliance of various enactments like corporate laws, tax laws etc; and
- to prevent and early detection of frauds and malpractices, if any.

VII. Financial performance with respect to operational performance

The overall financial performance of the company during the financial year ended on March 31, 2017 is simplified in tabular form as under:

Sr. no.	Particulars	March 31, 2017 (Rs. in lacs)	March 31, 2016 (Rs. in lacs)	% increase / (decrease)
1	Total revenue	848.80	714.60	18.78%
2	Profit before interest, depreciation and tax	789.68	623.59	26.63%
3	Depreciation	14.97	4.15	260.72%
4	Finance cost	280.74	194.70	44.19%
5	Tax	158.64	142.07	11.66%
6	Profit after tax	335.34	282.67	18.63%
7	Net profit margin (%)	39.51%	39.56%	(0.12%)
8	EPS (basic and diluted) (amount in Rs.)	3.10	2.61	18.77%

VIII. Human resources / industrial relations

At KIFS Financial Services Limited, we ensure to provide environment for continuous innovation and improvement by rewarding the employees for the dedicated efforts made by them in achieving company's goals. We believe whatever we achieved from where we started our journey long back is the result of efforts of our team and thus we consistently aim to provide a sustainable environment for learning right from the stage of recruitment to retention.

To accomplish the same, we have drawn up a long term strategy to nurture human potential within organization by retaining and grooming them and by attracting requisite talent from outside to focus on filling gaps across all levels of the organization. We continuously strive to attract and retain the best talent; clearly define their roles and responsibilities; include them into robust performance management systems; create an inspiring and rewarding work environment; engage them into an inclusive work place; impart training and create development opportunities for increasing employee knowledge and efficiency to make them future ready and to create career opportunities. The company believes that the quality of its employees is the key to its success in the long run.

To keep abreast with changing environment and new skills, the employees are being provided regular training in their respective fields of work. Your company believes in investing in people development and process improvements, aligned with company's visions and values. The industrial relations with employees of the company during the period under report remained cordial.

Further, your company is an equal opportunity employer and is committed to ensure that the work environment is conducive to fair, safe and harmonious. It strongly believes in maintaining the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type is strictly prohibited. The number of employees employed as on March 31, 2017 were 7.

Cautionary statement

Certain statements in this annual report including the management discussion and analysis report describing the company's objectives, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and government policies that may impact the company's business as well as its ability to implement the strategies. The company does not undertake to update these statements.

Corporate governance report

I. Company's philosophy on code of corporate governance

The Company's philosophy on corporate governance is founded on the fundamental ideologies of the group viz., trust, value and service. It has been a constant endeavor on the part of the company to achieve excellence in corporate governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly striving to enhance value for all the stakeholders and society in general. The company's governance framework is based on the principles of appropriate composition and size of the Board with each member bringing in expertise in their respective domains; timely disclosure of material operational and financial information to the stakeholders; proper systems and processes of internal control as well as proper business conduct by the board, senior management and employees.

II. Board of directors

a. Composition of the board

During the financial year ended on March 31, 2017, the board of the company was constituted with four directors. The board is mainly headed by Mr. Rajesh P. Khandwala who is chairman & managing director of the company. The independent directors on the board are experienced, competent and reputed persons from their respective fields. The independent directors take active part at the board and committee meetings, which adds vision, strategic direction and value in the decision making process of the board of directors. During the financial year and as at March 31, 2017, the composition of board is given herein below:

- Mr. Rajesh P. Khandwala (Executive chairman, managing, non independent director)
- Mrs. Sonal R. Khandwala (Non executive, non independent, woman director)
- Mr. Devang M. Shah (Non executive, independent director)
- Mr. Dharmendra N. Soni (Non executive, independent director)

b. Attendance of each director at the board meetings and at the last annual general meeting

The board meets at least once a quarter to review the quarterly financial results and operations of your company. In addition, the board has also constituted a managing committee to look after other managerial affairs of the company when it is not feasible to the board to convene a meeting.

Attendance of each director at the board meetings and at the last 21st annual general meeting (AGM) (held on August 19, 2016) is as under:

Sr. no.	Name of director	Dates of board meetings and attendance				21 st AGM
		May 24, 2016	August 12, 2016	November 11, 2016	February 10, 2017	
1	Mr. Rajesh P. Khandwala	✓	✓	✓	✓	✓
2	Mrs. Sonal R. Khandwala	✓	✓	✓	✓	✓
3	Mr. Devang M. Shah	✓	✓	✓	✓	✓
4	Mr. Dharmendra N. Soni	✓	✓	✓	✓	✓

✓ denotes presence

c. Number of other board of directors or committees in which a director is a member or chairperson

Sr. no.	Name of director	Relationship inter-se directors	No. of other directorships (other than KIFS Financial Services Limited)	No. of board committees (other than KIFS Financial Services Limited)*	
				Chairman	Member
1	Mr. Rajesh P. Khandwala	Related to Mrs. Sonal R. Khandwala as being her husband	6	-	-
2	Mrs. Sonal R. Khandwala	Related to Mr. Rajesh P. Khandwala as being his wife	1	-	-
3	Mr. Devang M. Shah	-	-	-	-
4	Mr. Dharmendra N. Soni	-	-	-	-

* chairmanships and memberships of only statutory committees like audit committee, nomination and remuneration committee and stakeholder relationship committee have been included.

d. Number and dates of board meetings held

Please refer point b. above

e. Disclosure of relationships between directors inter-se

Please refer point c. above

f. Number of equity shares and convertible instruments held by the non executive directors

Sr. no.	Name of the non executive director	No. of equity shares held as on March 31, 2017	No. of convertible instruments held as on March 31, 2017
1	Mr. Devang M. Shah	-	Not issued by the company
2	Mr. Dharmendra N. Soni	180	
3	Mrs. Sonal R. Khandwala	-	

g. Web link of details of familiarization programmes imparted to the independent directors

Following is the web link of familiarization programmes imparted to the independent directors of the company:

<http://kifsfinance.com/independent-directors-familiarization-program/>

III. Audit committee

a. Brief description of terms of reference

The audit committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the company. The committee acts as a link between the statutory and the internal auditors and the board of directors of the company. It is authorized to select and establish accounting policies, review reports of the statutory and the internal auditors and meet with them to discuss their findings, suggestions and other related matters. It is authorized to, inter alia, review and monitor the auditor's independence and performance, effectiveness of the audit process, oversight the company's financial reporting process and the disclosure of its financial information, reviewing with the management the quarterly, half yearly and annual financial statements before submission to the board for approval, examination of the financial statements and the auditors' report thereon, approval of transactions of the company with its related parties including subsequent modifications thereof, grant omnibus approvals subject to fulfillment of certain conditions, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of the company wherever it is necessary, evaluation of internal financial controls and risk management systems etc.

The committee is empowered to review, inter alia, the remuneration payable to the statutory auditors and internal auditors and to recommend a change in the auditors, if felt necessary. It is also empowered to review the management discussion and analysis of financial conditions and results of operations and statement of significant related party transactions. Further, the committee is also authorized to oversee the functioning of the whistle blower policy / vigil mechanism.

Generally all the items listed in section 177(4) of the Companies Act, 2013 and Point A of Part C of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are covered under the roles of the audit committee. The audit committee has been granted powers as prescribed under provisions of the regulation 18(2)(c) of the aforesaid regulations and reviews all the information as prescribed in Point B of the Part C of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Composition of the audit committee

During the financial year under report and as at March 31, 2017, following directors were the members of the audit committee:

- Mr. Devang M. Shah (Committee chairman, non executive, independent director)
- Mr. Dharmendra N. Soni (Committee member, non executive, independent director)
- Mr. Rajesh P. Khandwala (Committee member, executive, managing, non independent director)

All members of the audit committee have the requisite qualification for appointment on the committee and posses sound knowledge of finance, accounting practices and internal controls.

Mr. Durgesh D. Soni, company secretary & compliance officer act as secretary of the committee.

c. Meetings and attendance

During the financial year ended on March 31, 2017, four meetings of the audit committee were held on (i) May 24, 2016, (ii) August 12, 2016, (iii) November 11, 2016 and (iv) February 10, 2017.

All the three members of the audit committee had attended all the audit committee meetings during the financial year under report.

IV. Nomination and remuneration committee

a. Brief description of terms of reference

The constitution and the terms of reference of the nomination and remuneration committee are in compliance with the provisions of section 178(1) of the Companies Act, 2013 and regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role of the nomination and remuneration committee is to establish criteria for selection to the board with respect to the competencies, qualifications, experience, track record and integrity, and recommend candidates for board membership, develop and recommend policies with respect to composition of the board commensurate with the size, nature of the business and operations of the company.

According to the provisions of Point A of Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the roles / terms of reference of the nomination and remuneration committee include:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal; and
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

b. Composition of the nomination and remuneration committee

During the financial year under report and as at March 31, 2017, following directors were the members of the nomination and remuneration committee:

- Mr. Devang M. Shah (Committee chairman, non executive, independent director)
- Mr. Dharmendra N. Soni (Committee member, non executive, independent director)
- Mrs. Sonal R. Khandwala (Committee member, non executive, non independent director)

Mr. Durgesh D. Soni, company secretary & compliance officer act as secretary of the committee.

c. Meetings and attendance

During the financial year ended on March 31, 2017, one meeting of the nomination and remuneration committee was held on May 7, 2016 with unanimous presence.

d. Performance evaluation criteria for independent directors

The performance evaluation of the independent directors of the company is made on the basis of their presence in the board and committee meetings, their approach of implementation of activities of independent directors' familiarization programmes, their suggestions and advices for the betterment of business of the company, taking active part in the formulation of future plans of the company and performing the duties as entrusted by the provisions of the law and from the board of directors, from time to time etc.

V. Remuneration of the directors

a. Pecuniary relationship or transactions of the non executive directors vis-à-vis company

During the financial year under report, the company has compensated the non executive independent directors by way of paying them sitting fees for attending the board and audit committee meetings. Apart from above, no transaction for payment of any sum has been made with non executive directors vis-à-vis your company.

b. Criteria for making payments to the non executive directors

The criteria of making payments to the non executive directors are enumerated in the nomination and remuneration policy adopted by the board and uploaded on the website of the company at the web link given below:

<http://kifsfinance.com/wp-content/uploads/2015/02/Nomination-Remuneration-policy-KIFS.pdf>

c. Remuneration of directors

(amount in Rs.)

Sr. no.	Name of the director	Basic salary* / sitting fee [#]	Other benefits	Stock option & pensions	Fixed and performance linked incentives	Stock options	Total
1	Mr. Rajesh P. Khandwala	6,00,000*	-	-	-	-	6,00,000
2	Mrs. Sonal R. Khandwala	-	-	-	-	-	-
3	Mr. Devang M. Shah	40,000 [#]	-	-	-	-	40,000
4	Mr. Dharmendra N. Soni	40,000 [#]	-	-	-	-	40,000
	Total	6,80,000	-	-	-	-	6,80,000

Further, none of the directors has been appointed on service contract basis. The notice period and severance fees are decided based on the mutual understandings between the board members from time to time.

VI. Stakeholders' grievance committee

As on March 31, 2017, the committee was constituted with the following members:

- Mr. Dharmendra N. Soni (Committee chairman, non executive, independent director)
- Mr. Devang M. Shah (Committee member, non executive, independent director)
- Mr. Rajesh P. Khandwala (Committee member, executive, managing, non independent director)

Mr. Durgesh D. Soni, company secretary of the company acts as secretary of the committee and Mr. Soni has also been designated as compliance officer of the company under the provisions of regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year ended on March 31, 2017, four meetings of the stakeholders' grievance committee were held on (i) May 24, 2016, (ii) August 12, 2016, (iii) November 11, 2016 and (iv) February 10, 2017.

During the financial year ended on March 31, 2017, the company, its stakeholders' grievance committee and its registrar and share transfer agent have not received any shareholder's complaint.

VII. General body meetings**a. Dates, time and places of last three annual general meetings (AGMs)**

AGM	Date	Time	Place
21 st AGM for the financial year 2015-16	Friday, August 19, 2016	12:00 pm	Registered Office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.
20 th AGM for the financial year 2014-15	Friday, September 4, 2015	12:00 pm	Registered Office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.
19 th AGM for the financial year 2013-14	Saturday, September 6, 2014	2:00 pm	Registered Office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.

b. Special resolution(s) passed in the previous three annual general meetings

AGM	Particulars of special resolutions passed
21 st AGM for the financial year 2015-16	Nil
20 th AGM for the financial year 2014-15	At the annual general meeting: none Via postal ballot and deemed to be passed at the annual general meeting:

AGM	Particulars of special resolutions passed
	<ul style="list-style-type: none"> Alteration in main object clause of the memorandum of association of the company Authority to the board of directors of the company for creation of charge / mortgage on the asset of the company
19 th AGM for the financial year 2013-14	Nil

c. Special resolution(s) passed during the year through postal ballot

No resolution was passed during the financial year under report by way of postal ballot.

d. Persons who conducted postal ballot exercise

Please refer point c. above.

VIII. Means of communication

The annual, half yearly and quarterly financial results of the company and other notices are submitted to the Bombay Stock Exchange in accordance with the provisions of the listing regulations and the same are generally being published in the Indian Express – English language and Financial Express – Gujarati vernacular language newspapers. The results and other notices are simultaneously posted on the company website i.e. www.kifsfinance.com. The official news releases, as & when given, are displayed at the website of the company.

IX. General shareholder information

a. Annual general meeting

Date	:	Friday, September 22, 2017
Time	:	5:00 pm
Venue	:	Registered office KIFS Financial Services Limited B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.
Book closure date	:	Saturday, September 16, 2017

b. Financial year

Financial year	:	April 1 to March 31
Tentative calendar	:	

First quarter result	Within 45 days from closure of quarter ending on June 30, 2017
Second quarter / half yearly result	Within 45 days from closure of quarter / half year ending on September 30, 2017
Third quarter result	Within 45 days from closure of quarter ending on December 31, 2017
Results for the financial year ending on March 31, 2018	Within 60 days from closure of financial year / quarter ending on March 31, 2018

c. Dividend payment dates

The final dividend, if declared for the financial year ended on March 31, 2017, in the ensuing annual general meeting shall be paid on or before Sunday, October 22, 2017.

d. Listing of securities

During the financial year under report, the equity shares of the company were listed on the Bombay Stock Exchange situated at P. J. Towers, Dalal Street, Mumbai – 400001, Maharashtra, India. Your company has paid the listing fees to the Bombay Stock Exchange for the financial year ended on March 31, 2017 as well as financial year ending on March 31, 2018.

e. Scrip / stock code

BSE	:	535566
ISIN	:	INE902D01013

f. Market price data of the equity shares of the company (BSE Portal)

Months	High (Rs.)	Low (Rs.)	Closing (Rs.)	Volume (No. of Shares)
2016				
April	36	33.90	33.90	9,761
May	33.90	33.90	33.90	0
June	33	27.85	27.85	11,127
July	26.50	21.70	21.95	12,970
August	25.70	20.20	21.00	3,201
September	25.35	19.95	25.35	15,326
October	27.60	22.45	26.15	11,341
November	28.70	23.50	23.50	2,082
December	24.65	22.85	22.85	1,080
2017				
January	29.70	23.95	28.80	21,452
February	32.10	29.20	29.45	16,069
March	36.55	26.05	36.55	10,46,239

g. Performance in compare to broad based indices (BSE sensx)

Months	Month closing prices of BSE sensx index (Rs.)	% Increase / (decrease) in compare to previous month	Month closing prices of company's equity shares on BSE (Rs.)	% increase / (decrease) in compare to previous month
2016				
April	25,606.62	1.04%	33.90	(1.60%)
May	26,667.96	4.14%	33.90	0.00%
June	26,999.72	1.24%	27.85	(17.85%)
July	28,051.86	3.90%	21.95	(21.18%)
August	28,452.17	1.43%	21.00	(4.33%)
September	27,865.96	(2.06%)	25.35	20.71%
October	27,930.21	0.23%	26.15	3.16%
November	26,652.81	(4.57%)	23.50	(10.13%)
December	26,626.46	(0.10%)	22.85	(2.77%)
2017				
January	27,655.96	3.87%	28.80	26.04%
February	28,743.32	3.93%	29.45	2.26%
March	29,620.50	3.05%	36.55	24.11%

h. No suspension of trading

During the financial year under report and during any of the previous financial years, the securities of the company were never suspended from trading on any of the stock exchange(s).

i. Registrar and share transfer agent

Link Intime India Private Limited is acting as registrar & share transfer agent of the company for physical and demat segment. Their address for communication is as under:

Link Intime India Private Limited,

506-508, Amarnath Business Center – 1, Besides Gala Business Center,

Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India.

Ph. no.: +91 79 26465179, Fax: +91 79 26465179,

Email: ahmedabad@linkintime.co.in, Website: www.linkintime.co.in

j. Share transfer system

Share transfer work of physical segment is attended by the company's registrar & share transfer agent Link Intime India Private Limited. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

A summary of approved transfers, transmissions, deletion requests, etc., are placed before the board of directors / stakeholders' grievance committee from time to time as per the listing regulations. Your company obtains a half-yearly compliance certificate from a company secretary in practice as required under listing regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files the same with the Bombay Stock Exchange.

k. Distribution of shareholding as on March 31, 2017

No. of equity share held	No. of shareholders	% of shareholders	No. of equity shares held	% of shareholding
Upto 500	1,734	93.63%	210,288	1.94%
501 to 1,000	39	2.11%	32,313	0.30%
1,001 to 2,000	29	1.57%	44,725	0.41%
2,001 to 3,000	13	0.70%	34,641	0.32%
3,001 to 4,000	7	0.38%	24,100	0.22%
4,001 to 5,000	3	0.16%	13,140	0.12%
5,001 to 10,000	10	0.54%	69,074	0.64%
10,001 and above	17	0.92%	1,03,89,719	96.04%
Total	1,852	100.00%	1,08,18,000	100.00%

Category of shareholders as on March 31, 2017

Category	No. of shareholders	% of shareholders	No. of equity shares held	% of shareholding
A. Promoter & promoter group shareholding				
Body corporates	1	0.05%	80,50,000	74.41%
B. Public shareholding				
(a) Body corporates	11	0.59%	5,31,967	4.92%
(b) Resident individuals	1,820	98.27%	22,04,566	20.38%
(c) HUF	12	0.65%	7,523	0.07%
(d) NRI	2	0.11%	216	0.002%
(e) Clearing members	6	0.32%	23,728	0.22%
Total	1,852	100.00%	1,08,18,000	100.00%

l. Dematerialization of shares and liquidity

The company's equity shares have been allotted ISIN (INE902D01013) both by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

1,05,73,460 equity shares representing 97.74% of the paid up equity share capital of the company have been dematerialized till March 31, 2017.

Holding as on March 31, 2017

Mode of holding	No. of equity shares	% of total paid up capital
Electronic – CDSL	10,66,313	9.86%
Electronic – NSDL	95,07,147	87.88%
Physical	2,44,540	2.26%
Total	1,08,18,000	100.00%

For information relating to liquidity / number of traded shares for respective months during the financial year ended on March 31, 2017, please refer point f. above.

m. Outstanding GDRs / ADRs / warrant(s) / convertible instrument(s)

The company has not issued any of the securities stated above.

n. Commodity price risk / foreign exchange risk and hedging activities

The nature of business of the company doesn't involve any commodity price risk / foreign exchange risk and doesn't require any hedging activities.

o. Plant locations

Being an NBFC, you company does not have any manufacturing plant.

p. Address for correspondence

Company

Mr. Durgesh D. Soni, company secretary & compliance officer,
KIFS Financial Services Limited,
B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.
Ph no.: +91 79 30000320, 321, Fax: +91 79 26403717, Email: cs@kifs.co.in, Website: www.kifsfinance.com

Registrar and share transfer agent

Link Intime India Private Limited,
506-508, Amarnath Business Center – 1, Besides Gala Business Center,
Nr. St. Xavier’s College Corner, Off C. G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India.
Ph. no.: +91 79 26465179, Fax: +91 79 26465179,
Email: ahmedabad@linkintime.co.in, Website: www.linkintime.co.in

X. Other disclosures

- a. The company doesn’t have any material significant related party transactions that may have potential conflict with the interests of the listed entity at large.
- b. No penalties or strictures have been imposed on the company by the stock exchange(s) or SEBI or any other statutory authority on any matter related to capital markets during last three financial years.
- c. Pursuant to the provisions of section 177(9) of the Companies Act, 2013, rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has duly established a vigil mechanism / whistle blower policy for directors and employees of the company. Mr. Rajesh P. Khandwala, managing director of the company does hereby affirm that no personnel are being denied access to the audit committee to report genuine concerns.
- d. The company has complied with all mandatory requirements of the listing regulations to the extent applicable. Further, the company has complied with the non mandatory requirements relating to being in the regime of financial statements with unmodified opinion and reporting by the internal auditor directly to the audit committee.
- e. The company doesn’t have any subsidiary and thus it has not adopted any policy for determination of material subsidiaries.
- f. Web link of the policy on dealing with related party transactions is as follows:
<http://kifsfinance.com/wp-content/uploads/2015/02/RPT-Policy-KIFS.pdf>
- g. The nature of business of the company doesn’t involve any commodity price risk / foreign exchange risk and doesn’t require any hedging activities.

XI. Non compliance and reason(s) thereof

The company has complied with all the provisions of corporate governance related to the matters enumerated in the point II to X above to the extent applicable.

XII. Adoption of discretionary requirements

Please refer point X(d.) above.

XIII. Disclosures of compliance with corporate governance specified in regulation 17 to 27 and regulation 46(2)(b) to (i) of the listing regulations

Sr. no.	Particulars	Regulation	Compliance status	Compliance observed for
1	Board of directors	17	Yes	<ul style="list-style-type: none"> • Board composition • Meeting of board of directors • Review of compliance reports • Plans for orderly succession for

Sr. no.	Particulars	Regulation	Compliance status	Compliance observed for
				appointments <ul style="list-style-type: none"> • Code of conduct • Fees / compensation • Minimum information to be placed before the board • Compliance certificate • Risk assessment & management • Performance evaluation of independent directors
2	Audit committee	18	Yes	<ul style="list-style-type: none"> • Composition • Meeting of audit committee • Powers of audit committee • Role of audit committee and review of information by the committee
3	Nomination and remuneration committee	19	Yes	<ul style="list-style-type: none"> • Composition • Roles of the committee
4	Stakeholders relationship committee	20	Yes	<ul style="list-style-type: none"> • Composition • Roles of the committee
5	Risk management committee	21	Not applicable	Though not applicable, the company by its discretion has constituted a risk management committee to indent, monitor and measure the risk profile of the company and to define framework for identification, assessment, monitoring and reporting of risks, if any.
6	Vigil mechanism	22	Yes	<ul style="list-style-type: none"> • Formulation of vigil mechanism for directors and employees • Direct access to the chairperson of the audit committee
7	Related party transactions	23	Yes	<ul style="list-style-type: none"> • Policy on materiality of related party transactions and on dealing with related party transactions • Omnibus approval of the audit committee • Approval of shareholders for the related party transactions
8	Corporate governance requirements with respect to subsidiary of the listed entity	24	Not applicable	The company does not have any subsidiary company.
9	Obligations with respect to the independent directors	25	Yes	<ul style="list-style-type: none"> • Maximum directorship and tenure • Meeting of independent directors • Familiarisation programmes for independent directors
10	Obligations with respect to the directors and senior management personnel	26	Yes	<ul style="list-style-type: none"> • Memberships / chairmanships in committees • Affirmation with compliance to code of business conduct and ethics from directors and management personnel • Disclosure of shareholding by the non executive directors • Disclosures by senior management about potential conflicts of interest
11	Other corporate governance requirements	27	Yes	<ul style="list-style-type: none"> • Compliance with some of the discretionary requirements • Filing of quarterly compliance report on corporate governance
12	Website	46(2)(b)	Yes	<ul style="list-style-type: none"> • Terms and conditions of appointment of

Sr. no.	Particulars	Regulation	Compliance status	Compliance observed for
		to (i)		independent directors <ul style="list-style-type: none"> • Composition of various committees of the board of directors • Code of conduct and ethics for directors and managerial personnel • Details of establishment of vigil mechanism / whistle blower policy • Criteria for making payments to the non executive directors / remuneration policy • Policy on dealing with related party transactions • Details of familiarization programmes imparted to the independent directors

XIV. Code of conduct

The board of directors has adopted a code of conduct & policy for the directors and senior management personnel. This code is a comprehensive code applicable to all executives as well as non executive directors and members of the senior management. A copy of the code has been hosted on the company's website at web link:

<http://kifsfinance.com/code-of-conduct-policy/>

The code has been circulated to all the members of the board and senior management personnel and compliance of the same has been affirmed by them. A declaration signed by the managing director in this regard is given below:

"I, Rajesh P. Khandwala, managing director of the company, hereby confirm that:

the company has obtained from all the members of the board and senior management personnel of the company, affirmation that they have complied with the code of conduct & policy framed for the directors and senior management personnel in respect to the financial year 2016-17."

Yours' sincerely
For KIFS Financial Services Limited

Rajesh P. Khandwala
(Managing director)
(DIN: 00477673)

XV. Compliance certificate on corporate governance

A certificate from statutory auditors of the company regarding compliance of conditions of the corporate governance is attached at the end of this corporate governance report.

XVI. Disclosure with respect to demat suspense account / unclaimed suspense account

- (a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: nil
- (b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: nil
- (c) number of shareholders to whom shares were transferred from suspense account during the year: nil
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: nil

There remain no shares in the demat suspense account or unclaimed suspense account as on March 31, 2017. However, in accordance with the provisions of section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the company shall proceed with transferring of shares on which dividend has not been claimed or remained unpaid for last seven years to the investor education and protection fund. Shareholders are requested to make sure encashment of their dividend to avoid transfer of their shares to the investor education and protection fund unnecessarily.

XVII. MD / CFO certification

Mr. Rajesh P. Khandwala, managing director & Mr. Bhavik J. Shah, chief financial officer heading finance functions have certified to the board, inter alia the accuracy of the financial statements and adequacy of internal controls for the financial reporting purpose as required under the provisions of regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended on March 31, 2017.

XVIII. Transfer of unclaimed dividend to the investor education and protection fund

During the financial year under report, your company has transferred the unpaid dividend amount of Rs. 99,950/- (rupees ninety nine thousand nine hundred and fifty only), declared for the financial year 2008-09, to the investor education and protection fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the company before transfer of the said amounts to the IEPF.

XIX. Risk management committee

While business risk evaluation and management is an ongoing process within the organization, the company has a vigorous risk management framework to identify, monitor and minimize the business and non business risks. The company has voluntarily formed a risk management committee consisting of the following members:

Sr. no.	Name of the member	Category	Designation in the committee
1	Mr. Dharmendra N. Soni	Non executive independent director	Chairman
2	Mr. Devang M. Shah	Non executive independent director	Member
3	Mr. Rajesh P. Khandwala	Executive, managing, non independent director	Member

The terms of reference, objectives and scope of the risk management committee inter-alia include:

- oversight of risk management performed by the officers;
- reviewing the risk management policy and framework in line with local legal requirements and SEBI guidelines;
- identification, monitoring and measurement of the risk profile of the company (including market risks, operational risks, and credit risks); and
- defining framework for identification, assessment, monitoring, and reporting of risks.

During the financial year under report, two meetings of the committee were held with unanimous presence.

XX. Prevention of insider trading

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, a comprehensive code of conduct for prevention and regulation of trading in the company's shares by insiders is in vogue.

The code prohibits purchase or sale of company's shares by directors, KMP and other designated employees while in possession of unpublished price sensitive information in relation to the company. The same can be found on website of the company at below web link:

<http://kifsfinance.com/wp-content/uploads/2015/06/Revised-Insider-trading-Code.pdf>

XXI. Reconciliation of share capital audit

As stipulated by SEBI, a qualified practicing company secretary carries out the reconciliation of share capital audit to reconcile the total admitted share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and paid-up share capital of the company. This audit is carried out every quarter. The audit, inter alia, confirms that the listed and paid-up share capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

For and on behalf of the board of directors
KIFS Financial Services Limited

Rajesh P. Khandwala
(Chairman & managing director)
(DIN: 00477673)

Ahmedabad, May 22, 2017

Managing director (MD) & chief financial officer (CFO) certificate

To,
The board of directors,
KIFS Financial Services Limited,

We, Mr. Rajesh P. Khandwala, managing director and Mr. Bhavik J. Shah, chief financial officer of the company, do hereby certify that on the basis of the review of the financial statements and the cash flow statement of KIFS Financial Services Limited for the financial year ended on March 31, 2017 and that to the best of our knowledge and belief, we state that:

- a.
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. there are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year which are fraudulent, illegal or in violation of the company's code of conduct.
- c. we accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. we have indicated to the auditors and the audit committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the financial year;
 - (ii) significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

Yours sincerely,

Rajesh P. Khandwala
(Managing director)
(DIN: 00477673)

Bhavik J. Shah
(Chief financial officer)

Ahmedabad, May 22, 2017

Statutory auditors' certificate on corporate governance

To,
The members of KIFS Financial Services Limited,

We have examined the compliance of conditions of corporate governance by KIFS Financial Services Limited ('the company'), for the financial year ended on March 31, 2017, as per the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('listing regulations') for the period commencing from April 1, 2016 to March 31, 2017.

The compliance of conditions of the corporate governance is responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of conditions of 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 by the company, we hereby certify that the company has complied with the conditions of corporate governance as stipulated in the listing regulations.

This certificate is neither an assurance as to the future viability of the company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **M/s. Shailesh Parikh & Co.**,
Chartered accountants
FRN: 109858W

Shailesh C. Parikh
(Proprietor)
Membership no.: 039254

Ahmedabad, May 22, 2017

Independent auditors' report

To the members of
KIFS Financial Services Limited,

Report on the financial statements

We have audited the accompanying financial statements of KIFS Financial Services Limited ("the Company"), which comprise the balance sheet as at March 31, 2017, the statement of profit and loss, the cash flow statement, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) In the case of the balance sheet of the state of affairs of the company's at March 31, 2017;
- b) In the case of the profit and loss, of the profit for the year ended on that date; and
- c) In the case of the cash flow statement, of the cash flow for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as issued by central government of India in terms of sub section (11) of section 143 of Companies Act, 2013 we give in the **Annexure – 1** a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on March 31, 2017 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure – 2**; and
 - (g) with respect to the other matters to be included in the auditor's report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the company does not have any pending litigations which would impact its financial position;
 - ii. the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the investor education and protection fund by the company; and
 - iv. the company has provided requisite disclosures in the financial statements as to holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on management representation we report that the disclosures are in accordance with books of accounts maintained by the company and as produced to us by the management. Refer note no. 17(15) to the notes on accounts.

For **M/s. Shailesh Parikh & Co.**,
Chartered accountants
FRN: 109858W

Shailesh C. Parikh
(Proprietor)
Membership no.: 039254

Ahmedabad, May 22, 2017

Annexure – 1 to the independent auditors' report

1. (a) The company is maintaining proper records showing full particulars, including full particulars, including quantitative details and situation of fixed assets;

(b) The company has regular programs of physical verification of its fixed assets by which fixed assets are verified in a phase manner over a period of the year. In accordance with this verification, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets;

(c) As the company has no immovable property as fixed assets, information required under this paragraph is not applicable.
2. The company is a non-banking finance company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the company.
3. (a) According to the information and explanation given to us, the company has granted loans, secured or unsecured to companies, firms, limited liability partnerships or other related parties covered in the register maintained u/s 189 of the Companies Act, 2013 the closing balance due from the above parties as at March 31, 2017 is Rs. 157.93 lacs and the maximum amount involved during the year was Rs. 2,349.30 lacs. However, the terms & conditions for grant of such loans are not prejudicial to the company's interest.

(b) In respect of loans granted to companies covered in the register maintained under section 189 of the Companies Act, 2013. The principal amounts, are repayable on demand and there is no repayment schedule.

(c) In respect of aforesaid loan specified in paragraph 3(a) above, there is no overdue amount.
4. In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Act, has been complied with considering the exemptions given to NBFC companies.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of section 73 to 76 of the Companies Act, 2013 and rules framed thereunder.
6. We have been informed by the management that no cost audit records have been prescribed under section 148(1) of the Companies Act, 2013 in respect of financial services provided by the company.
7. According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including income tax, service tax and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities. However, in case of delays in few instances the same has been deposited along with interest due thereon.

According to the information and explanations given to us, no undisputed amount payable in respect of income tax, wealth tax, value added tax, service tax and other statutory dues applicable to the company were in arrears as on March 31, 2017 for a period of more than six months from the date become payable.
8. Based on our verification and according to the information and explanations given by the management, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders.
9. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule v of the Act.
12. In our opinion and according to information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of records of the company, transactions with related parties are in compliance with section 177 and 188 of the Act, wherever applicable, and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the company.
15. According to the information and explanations given to us and based on our examination of records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) is not applicable.
16. The company being an NBFC, is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The company is registered as a non-banking financial company with the Reserve Bank of India and has got classified as a non-banking financial company with effect from February 18, 1998.

For **M/s. Shailesh Parikh & Co.,**
Chartered accountants
FRN: 109858W

Shailesh C. Parikh
(Proprietor)
Membership no.: 039254

Ahmedabad, May 22, 2017

Annexure – 2 to the independent auditors' report

Report on the internal financial controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of KIFS Financial Services Limited (“the company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management’s responsibility for internal financial controls

The company’s management is responsible for establishing and maintaining internal financial controls based on the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ responsibility

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the “guidance note”) and the standards on auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial control, both applicable to an audit of internal financial control and, both issued by the Institute of Chartered Accountants of India. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understating of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of internal financial controls over financial reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that;

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statement.

Inherent limitations of internal financial controls over financial reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on;

- i. existing policies and procedures adopted by the company for ensuring orderly and efficient conduct of business;
- ii. continuous adherence to company's policies;
- iii. existing procedures in relation to safeguarding of company's fixed assets, investments, inventories, receivables, loans and advances made and cash and bank balances;
- iv. existing system to prevent and detect fraud and errors;
- v. accuracy and completeness of company's accounting records; and
- vi. existing capacity to prepare timely and reliable financial information.

For **M/s. Shailesh Parikh & Co.**,
Chartered accountants
FRN: 109858W

Shailesh C. Parikh
(Proprietor)
Membership no.: 039254

Ahmedabad, May 22, 2017

Balance sheet as at March 31, 2017

		Note no.	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
A	EQUITY AND LIABILITIES			
1	SHAREHOLDERS' FUNDS			
	(a) Share capital	2	10,81,80,000	10,81,80,000
	(b) Reserves & surplus	3	14,55,50,751	12,37,35,724
			25,37,30,751	23,19,15,724
2	NON CURRENT LIABILITIES			
	(a) Long term borrowings		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Long term provisions		-	-
			-	-
3	CURRENT LIABILITIES			
	(a) Short term borrowings	4	24,68,47,324	67,28,87,844
	(b) Trade payables		-	-
	(c) Other current liabilities	5	43,92,593	37,34,607
	(d) Short term provisions	6	3,32,88,998	2,94,45,917
			28,45,28,915	70,60,68,368
	Total		53,82,59,667	93,79,84,091
B	ASSETS			
1	NON CURRENT ASSETS			
	(a) Fixed assets			
	(i) Tangible assets	7	32,49,341	47,46,186
	(ii) Capital work-in-progress		-	-
			32,49,341	47,46,186
	(b) Non current investments		-	-
	(c) Deferred tax assets (net)	17.8	2,40,315	4,253
	(d) Long term loans and advances	8	1,16,300	1,16,300
	(e) Other non current assets	9	-	1,70,173
			36,05,956	50,36,912
2	CURRENT ASSETS			
	(a) Inventories		-	-
	(b) Trade receivables		-	-
	(c) Cash and cash equivalents	10	4,38,59,716	2,98,70,118
	(d) Short term loans and advances	11	49,07,93,995	90,30,77,061
			53,46,53,711	93,29,47,179
	Total		53,82,59,667	93,79,84,091
	Notes forming part of the financial statements	1 to 17		

As per our attached report of even date

For **M/s. Shailesh C. Parikh & Co.,**

Chartered accountants

FRN: 109858W

For and on behalf of board of directors of **KIFS Financial Services Limited****Rajesh P. Khandwala**

(Managing director – DIN: 00477673)

Dharmendra N. Soni

(Director – DIN: 01659489)

Shailesh C. Parikh

(Proprietor)

(Membership no.: F039254)

Durgesh D. Soni

(Company secretary)

Bhavik J. Shah

(Chief financial officer)

Ahmedabad, May 22, 2017

Ahmedabad, May 22, 2017

Statement of profit & loss for the financial year ended on March 31, 2017

		Note no.	For the financial year 2016-17 Amount in Rs.	For the financial year 2015-16 Amount in Rs.
	INCOME			
1	Revenue from operations	12	8,48,25,018	7,14,46,930
2	Other income	13	54,553	13,074
3	Total revenue		8,48,79,571	7,14,60,004
	EXPENDITURE			
4	(a) Employee benefits expense	14	32,98,566	34,66,368
	(b) Finance costs	15	2,80,74,002	1,94,69,692
	(c) Depreciation	7	14,96,845	4,14,711
	(d) Other expenses	16	26,12,702	56,34,372
	Total expenses		3,54,82,115	2,89,85,143
5	Profit before exceptional and extraordinary items and tax		4,93,97,456	4,24,74,861
6	Exceptional items (MAT credit entitlement net of current year's utilisation)		-	-
7	Profit before extraordinary items and tax		4,93,97,456	4,24,74,861
8	Extraordinary items		-	-
9	Profit before tax		4,93,97,456	4,24,74,861
10	Tax expense			
	(a) Current tax (including of current year's MAT credit)		1,61,00,000	1,42,10,000
	(b) Excess provision of earlier years		-	-
	(c) Net tax expense		1,61,00,000	1,42,10,000
	(d) Deferred tax assets		2,36,062	2,618
			1,58,63,938	1,42,07,382
11	Profit after tax		3,35,33,518	2,82,67,479
12	Earnings per share (of Rs. 10/- each)	17.7		
	(a) Basic		3.10	2.61
	(b) Diluted		3.10	2.61
	Notes forming part of the financial statements	1 to 17		

As per our attached report of even date

For **M/s. Shailesh C. Parikh & Co.,**

Chartered accountants

FRN: 109858W

For and on behalf of board of directors of **KIFS Financial Services Limited****Rajesh P. Khandwala**

(Managing director – DIN: 00477673)

Dharmendra N. Soni

(Director – DIN: 01659489)

Shailesh C. Parikh

(Proprietor)

(Membership no.: F039254)

Durgesh D. Soni

(Company secretary)

Bhavik J. Shah

(Chief financial officer)

Ahmedabad, May 22, 2017

Ahmedabad, May 22, 2017

Cash flow statement for the financial year ended on March 31, 2017

		For the financial year 2016-17		For the financial year 2015-16	
		Amount in Rs.		Amount in Rs.	
A	Cash flow from the operating activities				
	Net profit after tax and without deferred tax		3,32,97,456		2,82,64,861
	Add: adjustments for:				
	Depreciation	14,96,845		4,14,711	
	Misc. expenses written off	1,70,173	16,67,018	1,70,172	5,84,883
	Less:				
	Profit on sale of fixed assets	-	-	-	-
	Operating profit before working capital changes		3,49,64,474		2,88,49,744
	Add: decrease in working capital				
	Short term provision increased	38,43,082		82,53,136	
	Other current liabilities increased	6,57,986		15,56,899	
	Short term borrowings increased	-		43,42,26,827	
	Short term loans & advances decreased	41,22,83,066		-	
	Inventories decreased	-	41,67,84,134	-	44,40,36,862
	Less: increase in working capital				
	Short term borrowings reduced	42,60,40,520		-	
	Short term loans & advances increased	-	42,60,40,520	46,44,36,395	46,44,36,395
			(92,56,386)		(2,03,99,533)
	Cash generated from operations		2,57,08,088		84,50,211
	Less: misc. expenses incurred		-		-
	Net cash flow from operating activities (A)		2,57,08,088		84,50,211
B	Cash flow from investing activities				
	Inflows				
	Increase in share capital & share premium	-	-	-	-
	Sale of investments	-	-	-	-
	Interest received	-	-	-	-
	Out flows				
	Purchase of fixed assets	-	-	51,16,477	-
	Purchase of investments	-	-	-	-
	Interest paid	-	-	-	51,16,477
	Net cash used in investing activities (B)		-		(51,16,477)
C	Cash flow from financing activities				
	Increase in unsecured loans	-	-	-	-
	Increase in secured loans	-	-	-	-
	Less:				
	Payment of dividend & dividend tax	1,17,18,490		97,65,409	
	Repayment of short term borrowing	-	1,17,18,490	-	97,65,409
	Net cash used in financing activities (C)		(1,17,18,490)		(97,65,409)
	Net decrease / increase in cash & cash equivalents	(A+B+C)	1,39,89,597	(A+B+C)	(64,31,675)
	Cash & cash equivalents (opening balance)		2,98,70,118		3,63,01,794
	Cash & cash equivalents (closing balance)		4,38,59,716		2,98,70,118

As per our attached report of even date

For **M/s. Shailesh C. Parikh & Co.**,

Chartered accountants

FRN: 109858W

For and on behalf of board of directors of **KIFS Financial Services Limited****Rajesh P. Khandwala**
(Managing director – DIN: 00477673)**Dharmendra N. Soni**
(Director – DIN: 01659489)**Shailesh C. Parikh**
(Proprietor
(Membership no.: F039254)**Durgesh D. Soni**
(Company secretary)**Bhavik J. Shah**
(Chief financial officer)

Ahmedabad, May 22, 2017

Ahmedabad, May 22, 2017

Notes forming part of the financial statements

Note 1 Significant accounting policies

a) Corporate information

KIFS Financial Services Limited (“KFSL”) incorporated under the provisions of the Companies Act, 1956 on March 29, 1995 [CIN: L67990GJ1995PLC025234] is a non banking financial company registered with the Reserve Bank of India (RBI) under the provisions of section 45-IA of the RBI Act, 1934 as a loan company (RBI registration no. 01.00007 dated February 18, 1998). KFSL is a public limited company and is listed on Bombay Stock Exchange Limited. It offers capital market products like margin trading, loan against shares (LAS) and funding primary market issues for the retail investors. It is proposing to enter into the business of investment adviser and has obtained registration with SEBI as “investment adviser” under the SEBI (Investment Advisers) Regulations, 2013 vide registration no. INA000001852 dated June 13, 2014.

b) Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian generally accepted accounting principles (GAAP) under the historical cost convention on the accrual basis. The financial statements are prepared in accordance with the accounting standards notified by the central government, in terms of section 133 of the Companies Act, 2013 read with rule 7 and guidelines issued by the Securities and Exchange Board of India (SEBI) and the guidelines issued by the Reserve Bank of India (‘RBI’) as applicable to a non banking finance company (NBFC). The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

c) Use of estimates

The preparation of financial statements in conformity with the Indian GAAP requires the management of the company to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

d) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured.

Income from operations which comprises interest income, advisory fees and other income are all accounted for on accrual basis.

e) Expenses

The company provides for all expenses comprising of employee benefits expenses, financial cost and other expenses on accrual basis.

f) Cash & cash equivalents (for the purpose of cash flow statement)

Cash comprises cash in hand. Cash equivalents are cash at bank that are readily available for convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

g) Cash flow statement

Cash flow are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operation, investing and financing activities of the company are segregated based on the available information.

h) Fixed assets & depreciation

Fixed assets are stated at cost of acquisition. Cost includes attributable cost incurred for bringing the assets to its working condition for its intended use. They are stated at historical cost less accumulated depreciation.

Capital assets under erection / installation are reflected in the balance sheet as “capital work in progress”.

Depreciation on assets is provided on written down value basis (WDV) on the basis of useful lives of assets as specified in Schedule II of the Companies Act, 2013.

Depreciation on fix assets purchased / acquired during the year is provided on pro-rata basis according to the period each asset was put to use during the year.

i) Investment

The investments made by the company are categorized as long term investment and are stated at cost.

j) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized whenever the carrying amount of assets exceeds its recoverable amount. After impairment depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

During the year, there was no impairment of assets of the company.

k) Borrowing cost

All borrowing costs are expensed in the period they occur. Borrowing cost consists of interest and other cost that an entity incur in the connection with the borrowing of the funds. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are charged to revenue.

l) Taxes on income

Tax on income for the current period is determined on the basis of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

m) Contingent liabilities and contingent assets

Provision is made for all known liabilities. Contingent liabilities, if any are disclosed in the account by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.

n) Retirement and other employee benefits

Gratuity liability is a defined obligation. But it has not been provided for on the basis of an actuarial valuation of projected unit credit method. The same shall be accounted for on cash basis as and when the need so arise.

o) Earning per shares

The company reports basic and diluted earnings per share (EPS) in accordance with accounting standard – 20 on earning per share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

Note 2 Share capital

	As at March 31, 2017		As at March 31, 2016	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs. 10 each with voting rights	1,10,00,000	11,00,00,000	1,10,00,000	11,00,00,000
(b) Issued, subscribed and fully paid up Equity shares of Rs. 10 each with voting rights	1,08,18,000	10,81,80,000	1,08,18,000	10,81,80,000
Total		10,81,80,000		10,81,80,000

- (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

	Opening balance	Bonus shares	Preferential issue	Closing balance
Equity shares with voting rights Year ended March 31, 2017				
- Number of shares	1,08,18,000	-	-	1,08,18,000
- Amount (Rs.)	10,81,80,000	-	-	10,81,80,000
Year ended March 31, 2016				
- Number of shares	1,08,18,000	-	-	1,08,18,000
- Amount (Rs.)	10,81,80,000	-	-	10,81,80,000

- (ii) Details of shareholders holding more than 5% shares

Class of shares / name of shareholder [holding company(ies)]	As at March 31, 2017		As at March 31, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights Khandwala Commercial Private Limited	80,50,000	74.41	80,50,000	74.41

Apart from this, no shares of the company are held by the holding company or subsidiary or associate of the holding company or ultimate holding company.

- (iii) The company has issued only one class of shares referred to as equity shares having a par value of Rs. 10/-. All equity shares carry one vote per share without restriction and are entitled to dividend, as and when declared. All shares rank equally with regard to the company's residual assets.

Note 3 Reserves and surplus

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
(a) Special reserve		
Opening balance	3,58,20,000	3,01,66,000
Add: transferred from surplus in statement of profit & loss	67,06,704	56,54,000
Closing balance	4,25,26,704	3,58,20,000
(b) Surplus in statement of profit and loss		
Opening balance	3,92,34,724	2,63,86,654
Add: profit for the year	3,35,33,518	2,82,67,479
Less: adjustment for depreciation	-	-
	7,27,68,242	5,46,54,132
Less: transferred to / appropriations:		
Special reserve	(67,06,704)	(56,54,000)
Proposed final dividend	(97,36,200)	(81,13,500)
Tax on final dividend	(19,82,290)	(16,51,909)
Reserves utilized for bonus shares	-	-
Closing balance	5,43,43,048	3,92,34,724
(c) Share premium	4,86,81,000	4,86,81,000
Total	14,55,50,751	12,37,35,724

Note 4 Short term borrowings

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
Working capital loans (over draft against fixed deposits)		
From banks		
Secured	68,41,532	3,61,03,116
Unsecured	-	-
From others		
Corporate bodies (unsecured)	24,00,05,792	63,67,84,728
Total	24,68,47,324	67,28,87,844

Note: Overdraft is primarily secured by way of first charge over the fixed deposit in the name of the company.

Note 5 Other current liabilities

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
Other payables		
(i) Statutory remittances	28,53,375	22,42,201
(ii) Others		
a. Creditors for expenses	57,112	63,166
b. Unclaimed dividend*	14,82,106	14,29,240
Total	43,92,593	37,34,607

* There are no amounts due and outstanding to be credited to the investor education and protection fund.

Note 6 Short term provisions

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
Provision - others		
(i) Proposed equity final dividend	97,36,200	81,13,500
(ii) Tax on proposed equity dividend	19,82,290	16,51,909
(iii) Provision for current tax		
For F.Y. 2013-14	54,70,508	54,70,508
For F.Y. 2015-16	-	1,42,10,000
For F.Y. 2016-17	1,61,00,000	-
Total	3,32,88,998	2,94,45,917

Note 7 Fixed assets

(amount in Rs.)

Asset	Gross block (at cost)				Accumulated depreciation			Net block	
	Balance as at April 1, 2016	Additions during the year	Disposals during the year	Balance as at March 31, 2017	Balance as at April 1, 2016	Depreciation for the year	Eliminated on disposal of assets	Balance as at March 31, 2017	Balance as at March 31, 2016
Tangible assets									
a. Xerox machine	93,600	-	-	93,600	88,920	-	-	88,920	4,680
b. Telephone	95,186	-	-	95,186	77,631	6,552	-	84,183	17,555
c. Air conditioner	56,000	-	-	56,000	53,200	-	-	53,200	2,800
d. Computers	70,000	-	-	70,000	66,401	99	-	66,500	3,599
e. Motor car	50,59,227	-	-	50,59,227	3,93,972	14,57,164	-	18,51,136	46,65,255
Total	53,74,013	-	-	53,74,013	6,80,124	14,63,815	-	21,43,939	46,93,889
Previous year	3,14,786	50,59,227	-	53,74,013	2,70,366	4,09,758	-	6,80,124	44,420
Intangible assets									
a. Software	57,250	-	-	57,250	4,953	33,030	-	37,983	52,297
Total	57,250	-	-	57,250	4,953	33,030	-	37,983	52,297
Previous year	-	57,250	-	57,250	-	4,953	-	4,953	-

Note 8 Long term loans and advances

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
(a) Security deposits		
Unsecured, considered good	1,16,300	1,16,300
Total	1,16,300	1,16,300

Note 9 Other non current assets

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
Misc exp. to the extent not w / off		
Op. balance	1,70,173	3,40,345
Add: incurred during the year	-	-
	1,70,173	3,40,345
Less: w / off during year	1,70,173	1,70,172
Total	-	1,70,173

Note 10 Cash and cash equivalents

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
(a) Cash on hand	3,21,115	10,165
(b) Balances with banks		
(i) In current accounts	1,50,38,601	13,59,953
(ii) In fixed deposit accounts	2,85,00,000	2,85,00,000
Total	4,38,59,716	2,98,70,118

Note 11 Short term loans and advances

	As at March 31, 2017	As at March 31, 2016
	Rs.	Rs.
(a) Loans and advances to parties		
Secured, considered good	46,85,12,863	88,31,03,554
(b) Balances with government authorities	2,13,52,289	1,92,64,141
(c) Interest receivable		
Unsecured, considered good	1,24,913	1,46,108
(d) Loans to staff	4,60,000	2,55,000
(e) Prepaid expenses	3,43,930	3,08,258
Total	49,07,93,995	90,30,77,061

Note 12 Revenue from operations

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Revenue from operations	8,48,25,018	7,14,46,930
Total	8,48,25,018	7,14,46,930

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Income from operations comprises:		
Interest income	8,27,37,382	6,78,58,265
Loan processing / syndicate fees	-	37,500
Management / corporate advisory fees	-	32,51,573
Mutual fund distribution commission	20,87,636	2,99,592
Total – income from operations	8,48,25,018	7,14,46,930

Note 13 Other income

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Excess provision written back	49,514	13,074
Kasar	5,039	-
Total	54,553	13,074

Note 14 Employee benefits expense

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Salaries, bonus and incentives	26,43,188	28,47,569
Director remuneration	6,00,000	6,00,000
Staff training & welfare expenses	55,378	18,799
Total	32,98,566	34,66,368

Note 15 Finance costs

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Interest expense		
a. To banks	4,11,760	3,57,727
b. To others	2,76,62,242	1,91,11,965
Total	2,80,74,002	1,94,69,692

Note 16 Other expenses

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Advertisement expenses	30,086	84,900
Annual subscription	2,46,544	66,668
Auditors remuneration	55,000	50,000
Bank charges	2,115	7,642
Business promotion	1,90,252	-
Bad debts written off	-	37,71,800
Computer maintenance expenses	11,575	24,183
Demat & depository (registrar) charges	3,766	1,08,071
Director's sitting fees	80,000	80,000
Electricity	60,000	60,000
Insurance expenses	1,78,615	68,386

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Kasar	-	12,414
Lease rent	60,000	60,000
Legal & professional fees	8,63,718	1,50,690
Legal & stamp charges	5,888	7,644
Listing fees	2,29,000	2,24,720
ROC filing fees	6,098	16,566
Office & general expenses	2,750	1,500
Other interest (paid for late payment of statutory dues)	49,494	21,485
Petrol expenses	65,835	15,500
Postage & courier charges	31,506	26,975
Preliminary expenses w / off	1,70,173	1,70,172
Printing & stationary expenses	13,615	9,660
Professional tax	2,000	2,000
Travelling expenses	91,153	5,52,730
SEBI registration fees (investment advisor)	20,000	20,000
Vehicle repair & maintenance expenses	1,42,613	-
Xerox & maintenance expenses	906	20,666
Total	26,12,702	56,34,372

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Payments to the auditors comprises:		
As auditors - statutory audit	45,000	40,000
Taxation matters	10,000	10,000
Total	55,000	50,000

Note 17 Notes on accounts

- Previous year figures have been re-grouped / re-classified whenever necessary to correspond with the current year classification / disclosure.
- Balance of receivables, payables and loans and advances parties are subject to their confirmations. These balances are therefore, subject to adjustments, if any, as may be required on settlement of these balances with the parties.

3. Break up of payments to auditors

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Statutory & tax audit	45,000	40,000
Taxation matters	10,000	10,000
Total	55,000	50,000

- In the opinion of the board, current assets, loans & advances are approximately of the value stated if realized in the ordinary course of business.
- Disclosure required for employee benefit (revised 2005) as per accounting standard – 15 of ICAI is not given as it is not applicable to the company for the year.
- There are no dues to micro, small and medium enterprise as at March 31, 2017. This information is required to disclose under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

7. Earnings per share

	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Profit / (loss) after tax (a)	3,35,33,518	2,82,67,479
Number of equity shares (b) (Face value of Rs. 10/- each)	1,08,18,000	1,08,18,000
Earnings per share (a / b)	3.10	2.61

- Consequent to the accounting standard AS-22 effective from April 1, 2002 dealing with “accounting for taxes on income” issued by the ICAI, the significant component and classification of deferred tax assets and liabilities on account of timing differences are:

Particulars	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
A. Deferred tax assets		
Difference between books & tax depreciation	2,40,315	4,253
B. Deferred tax liabilities		
Difference between books & tax depreciation	-	-
Net deferred tax debit for the year	2,36,062	

9. Foreign currency transactions

Particulars	For the financial year 2016-17	For the financial year 2015-16
	Rs.	Rs.
Expenditure in foreign currency	-	-
Earnings in foreign currency	-	-

10. Segment reporting

The company is engaged in the finance activity having mainly the interest income and there are no separate reportable segments as per accounting standard – 17 “segment reporting” issued by the Institute of Chartered Accountants of India.

11. **Leases**
Lease payments made under cancellable operating lease amounting to Rs. 60,000/- (previous year Rs. 60,000/-) disclosed as rent and the same have been recognized as an expenses in the statement of profit and loss.
12. **Impairment of assets**
Adoption of accounting standard 28 on impairment, as mentioned in the note on accounting policies does not have any impact on either profit for the year or on the net assets of the company at the year end.
13. **Contingent liability**
No contingent liability existed as at the date of balance sheet.
14. **Disclosure regarding depreciation**
During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the company revised the estimated useful life of its assets to align the useful life with those specified in Schedule II.

15. **Disclosure on transactions in demonetised notes and other notes during the period from November 8, 2016 to December 30, 2016**

Particulars	Specified Bank Notes	Other Denomination Notes
	Rs.	Rs.
Closing cash in hand on November 8, 2016	-	87,770
(+) Permitted receipts	-	74,000
(-) Permitted payments	-	15,946
(-) Amount deposited in banks	-	-
Closing cash in hand on December 30, 2016	-	1,45,824

16. **Related party disclosure**
As per the accounting standard on “related party disclosures” (AS-18) issued by the Institute of Chartered Accountants of India, the related parties and the details of transactions with them are as follows.

16.1 **List of related parties and relationships:**

Holding company:

Khandwala Commercial Private Limited
(from December 29, 2015)

Associate company:

Aristo Traders Private Limited
Khandwala Enterprise Private Limited
Khandwala Finstock Private Limited
MINK Tradecom Private Limited
KIFS Trading LLP
KIFS Motor Private Limited
KIFS Reality Private Limited
KIFS Commodities Private Limited
KIFS International LLP
KIFS Trade Capital Private Limited
KIFS Housing Finance Private Limited

Key managerial personnel:

Rajesh P. Khandwala
Bhavik J. Shah
Durgesh D. Soni

Relatives of key managerial personnel:

Jayesh P. Khandwala
Vimal P. Khandwala
Minaxi P. Khandwala
Kinnary J. Khandwala
Sonal R. Khandwala
Priyanka V. Khandwala

16.2 Related party transactions and balances:

(Rs. in lacs)

Transaction	Holding / associates companies	Key managerial personnel	Relative Of key managerial personnel	Total
Inter corporate loan received (max balance during year)	5,627.48	-	-	5,627.48
Inter corporate loan given (max balance during year)	2,847.21	-	-	2,847.21
Interest received on loans	175.48	-	-	175.48
Interest paid on loans	276.62	-	-	276.62
Reimbursement of expenses	1.24	-	-	1.24
Debit balance outstanding as on March 31, 2017	582.79	-	-	582.79
Credit balance outstanding as on March 31, 2017	2,400.06	-	-	2,400.06
Director remuneration	-	6.00	-	6.00

As per our report of even date

For **M/s. Shailesh C. Parikh & Co.,**

Chartered accountants

FRN: 109858W

For and on behalf of board of directors of **KIFS Financial Services Limited****Rajesh P. Khandwala**

(Managing director – DIN: 00477673)

Dharmendra N. Soni

(Director – DIN: 01659489)

Shailesh C. Parikh

(Proprietor

(Membership no.: F039254)

Durgesh D. Soni

(Company secretary)

Bhavik J. Shah

(Chief financial officer)

Ahmedabad, May 22, 2017

Ahmedabad, May 22, 2017



KIFS Financial Services Limited

Registered Office: B – 81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.
CIN: L67990GJ1995PLC025234, Ph. no.: +91 79 30000320, 321, Fax: +91 79 26403717,
Email: cs@kifs.co.in, Website: www.kifsfinance.com

22nd annual general meeting – Friday, September 22, 2017

ATTENDANCE SLIP

(To be presented at the entrance)

Full name and address of
the shareholder :

Full name of the proxy
(to be filled in if proxy form has been
duly deposited with the company) :

Registered folio no. /
DP ID & client ID :

No. of equity shares held :

Email ID :

I certify that I am a member / proxy / authorized representative for the member of the company. I hereby accord my presence at the 22nd annual general meeting of the company at the registered office of the company on Friday, September 22, 2017 at 5:00 pm.

Signature of the member / proxy
(To be signed at the time of handling over this slip)

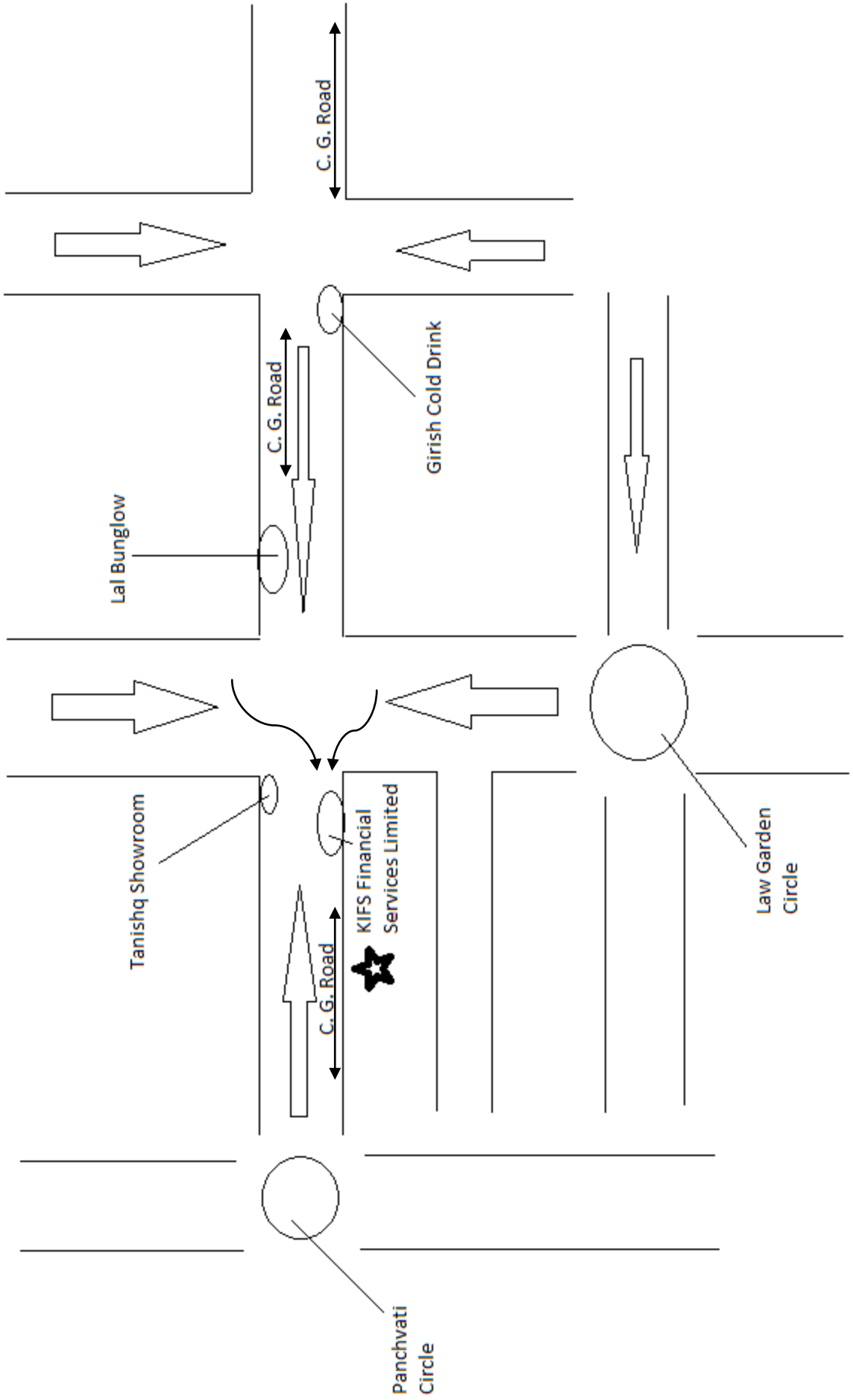
Notes

1. Persons attending the annual general meeting are requested to bring their copies of annual report.
2. Joint shareholders may use xerox copies or obtain additional attendance slip at the venue of the meeting.
3. Bodies corporate, whether a company or not, who are members, may attend through their authorized representative appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the company.



Route Map to the Venue of AGM

B-81, Pariseema Complex, C. G. Road,
Ellisbridge, Ahmedabad - 380006,
Gujarat, India.





KIFS Financial Services Limited

Registered Office: B – 81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat, India.

CIN: L67990GJ1995PLC025234, Ph. no.: +91 79 30000320, 321, Fax: +91 79 26403717,

Email: cs@kifs.co.in, Website: www.kifsfinance.com

22nd annual general meeting – Friday, September 22, 2017

PROXY FORM

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

Name of the member(s) :

Registered address :

Email :

Folio no. / client ID :

DP ID :

I / we, being the member(s) holding equity shares of KIFS Financial Services Limited, hereby appoint;

Name: _____

Address: _____

Email ID: _____ Signature: _____ **or failing him / her**

Name: _____

Address: _____

Email ID: _____ Signature: _____ **or failing him / her**

Name: _____

Address: _____

Email ID: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd annual general meeting of the company, scheduled to be held on Friday, September 22, 2017 at 5:00 pm at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. no.	Resolution	Vote – refer note 4	
		For	Against
Ordinary businesses (Ordinary resolutions)			
1	To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2017 together with reports of the directors and auditors thereon		
2	To declare a final dividend on equity shares of the company for the financial year ended on March 31, 2017		
3	To appoint a director in place of Mrs. Sonal Rajesh Khandwala, who retires by rotation and being eligible, offers herself for re-appointment		
4	To appoint statutory auditors of the company		
Special businesses			
5	To appoint Mr. Rajesh P. Khandwala as an executive chairman and managing director (Special resolution)		
6	To consider and determine fees for service of documents to a member (Ordinary resolution)		

Signed this _____ day of _____, 2017.

Affix revenue stamp of not less than Rs. 1/-
--

Signature of the of Member _____

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Notes

- For the resolutions, explanatory statements and notes, please refer to the notice of the 22nd annual general meeting.
- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before commencement of the meeting.
- A proxy need not be a member of the company.
- It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- Those members who have multiple folios with different joint holders may use xerox copies of this attendance slip / proxy form.



A KHANDWALA INTERGRATED VENTURE

Registered office

KIFS Financial Services Limited

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