



NOTICE is hereby given that the Extra Ordinary General Meeting of the members of KIFS FINANCIAL SERVICES LIMITED will be held on Monday, the 16th day of March, 2015 at 12:00 noon at the Registered Office of the Company at B – 81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380 006 for transacting the following special businesses:

SPECIAL RESOLUTION No. 1:

1. Increase in the Borrowing powers of the Company

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including Rules made there under in this regard, if any, the erstwhile Companies Act, 1956 to the extent of the sections, which are applicable in this regard as on the date, if any, including any statutory modifications or re-enactments thereof for the time being in force, and in terms of Articles of Association of the Company and in supersession of all the earlier resolutions passed in this regard, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, including any “Committee” thereof constituted for the time being) to authorize them to borrow any sum or sums of money, as and when required from time to time, including without limitation, whether in Indian rupees or foreign currency, from any one or more Company's Bankers, any one or more persons, firms, LLPs, bodies corporate, financial institutions, banks, Government body, eligible foreign lender(s) or other acceptable source(s), whether by way of Term loan(s), Bank Guarantees, Equipment Finance, Cash Credit facilities or the like, advances, deposits, loans, non-convertible debentures, bonds, suppliers credit or any other like securities or instruments, short term loans or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 500 crores (Rupees Five Hundred only) at any one time.

RESOLVED FURTHER THAT the Board of Directors/ Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, for giving effect to the above resolution and for matters connected therewith or incidental thereto including but not limited to filing of the necessary forms, documents, papers with the Registrar of Companies/ Central Government and submitting the copy of this resolution as certified true copy to the authorities wherever required .

**BY ORDER OF THE BOARD
For KIFS Financial Services Ltd.
Sd/-**

**Krupa Joshi
Company Secretary**

DATE: 12/02/ 2015

**Reg. Office: B-81, Pariseema Complex,
C. G. Road, Ellisbridge, Ahmedabad – 380 006.**

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **MEMBERS ARE ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE AT THE AGM INSTEAD OF HIMSELF/ HERSELF, AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective has to be duly completed, signed, stamped and deposited at the registered office of the company atleast 48 hours before from the commencement of the Annual General Meeting. A proxy form is enclosed herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority letter, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company.
3. The physical copies of the Notice of this Extra-Ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members at their registered address by the permitted mode. Members may also note that the Notice of Extra-Ordinary General Meeting will be available on the Company's website, www.kifsfinance.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Shareholders are informed that the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate E-voting. E-voting is optional and Members shall have the option to vote either through e-voting or in person at the General Meeting. The detailed procedure is mentioned herein below as **“INSTRUCTIONS/ PROCEDURE FOR VOTING THROUGH ELECTRONIC MEANS”**.
5. Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he/she should not cast his vote at the Meeting also and vice-versa. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Member who have cast their vote electronically, shall not be allowed to vote again at the Meeting
6. The Board of Directors in their meeting held on 12th February, 2015 have appointed Mr. Jayendra Bhavsar, Practicing Company Secretary (Mem. No.: A13321; CP No.: 6046) who is Proprietor of M/s. Jay Bhavsar & Associates, Company Secretaries to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him on 16th March, 2015. The results declared along with the Scrutinizer's Report, will be posted on the Company's website and on CDSL's website on / after 17th March, 2015, however, within the prescribed time-line.

INSTRUCTIONS/ PROCEDURE FOR VOTING THROUGH ELECTRONIC MEANS:

The Company is pleased to offer e-Voting facility for its Members to enable them to cast their Votes electronically. The procedure and instructions for the same are as follows:

- (i) The voting period begins on Wednesday, 11th day of March, 2015 at 9:00 A.M. and ends on Thursday, 12th day of March, 2015 at 6:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the Notice. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **KIFS FINANCIAL SERVICES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case 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

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**Item No. 1**

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

Taking into account the principal business activity of the company being an NBFC – Loan Company i.e. financing and providing loan against shares facility to its clientele and various public announcement being made by the Central Government w.r.t. disinvestment of PSU shares by way of Offer for Sale (OFS) or otherwise as also considering Make-in-India campaign, the company seems it as a business growth opportunity and as such, to cater the needs of its clients, present and/or future, and to cater to the requirement of Company’s both short term as well as long term working capital needs/ funds requirements, the Company may require to borrow any sum of sums of money from time to time by way of loans from banks, financial institutions, other financial lenders and/or issue of Bonds, Debentures or other securities by body(ies) corporate/ Government and/ or whether by way of Term loan(s), Bank Guarantees, Equipment Finance, Cash Credit facilities or the like, advances, deposits, loans, non-convertible debentures, bonds, suppliers credit or any other like securities etc. from any one or more persons, firms, LLPs, eligible foreign lender(s) or other acceptable source(s). It is therefore recommended by the Board to enhance the borrowing limits of the Company to the tune of Rs. 500 Crores (Rupees Five Hundred Crores Only).

The Board of Directors, in their meeting held on 12th February, 2015, has approved the increase in the borrowing powers of the Company to the tune of Rs. 500 Crores. (Rupees Five Hundred Crores)

The Directors of your company therefore, now recommend the adoption of the said Special Resolutions as set out in Item No. 1 of the notice in the best interest of the Company.

All the material documents are available for inspection during the business hours till the date of the Meeting.

The Board recommends the adoption of the Resolution. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution except as a Shareholder/ Director of the Company.

**BY ORDER OF THE BOARD
For KIFS Financial Services Ltd.
Sd/-**

**Krupa Joshi
Company Secretary**

**DATE: 12/02/ 2015
Reg. Office: B-81, Pariseema Complex,
C. G. Road, Ellisbridge,
Ahmedabad – 380 006**



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	
E-mail id	
Folio No. / Client Id	
DP ID	

I/We _____ being the member(s) of _____ shares of KIFS Financial Services Ltd. hereby appoint

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

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

3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/ our Proxy in my/ our absence to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Monday, 16th day of March, 2015 at 12:00 noon at the Registered Office** of the Company at B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380 006 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Special Business:	
1.	Increase in the Borrowing Powers of the Company under section 180 (1)(c) of the Companies Act, 2013

Signed this ____ day of _____, 2015

Signature of Member

**Affix
Revenue
Stamp**

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

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

**ATTENDANCE SLIP**

*DP ID.			
CLIENT ID.			
**REG. FOLIO NO.		NO. OF SHARES HELD	

NAME AND ADDRESS OF REGISTERED SHAREHOLDER:

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on **Monday, 16th day of March, 2015 at 12:00 noon at the Registered Office** of the Company at B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380 006.

Signature of Shareholder or Proxy: _____

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance slip at the venue of the meeting.
2. Bodies Corporate, whether a Company or not, who are members, may attend through their authorised representative appointed under section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
3. Physical copy of the Notice of the EGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all the members.

The Electronic voting particulars are set out below:

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
150211006		

Please refer Notice for instructions on e-voting.

E-voting facility is available during the following voting period:

Commencement of E-voting	Wednesday, 11 th March, 2015 (from 9:00 a.m.)
End of E-voting	Thursday, 12 th March, 2015 (up to 6:00 p.m.)

* Applicable for Members holding shares in electronic form.

** Applicable for Members holding shares in physical form.