

Notice

Notice is hereby given that the Extra Ordinary General Meeting of Members of ***IKF Finance Limited*** will be held on Thursday the 10th day of May, 2018 at 10.30 A.M at the registered office of the company situated, # **40-1-144, Corporate Centre, M.G. Road, Vijayawada – 520 010**, to transact the following special business:

ITEM NO. 1: Approval for entering into Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Reserve Bank of India, National Housing Bank and other authorities as may be necessary consent of the Shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) with the promoters, their relatives and other associates as provided below:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract	Monetary Value upto a maximum amount of (Rs. in Lakhs)	Any other information relevant or important for the Members to take decision on the proposed resolution
Mr.V.G.K.Prasad	Purchase of shares of IKF Home Finance Limited	Mr.V.G.K.Prasad	Mr.V.G.K.Prasad is Managing Director of the Company	Purchase of 1,49,38,793 No of Shares of IKF Home Finance Limited held by Mr.V.G.K.Prasad	1715	
Mrs.V.Indira Devi	Purchase of shares of IKF Home Finance Limited	Mrs.V.Indira Devi	Mrs.V.Indira Devi is Wholetime Director of the Company	Purchase of 8,85,000 No of Shares of IKF Home Finance Limited held by Mr.V.G.K.Prasad	102	
Mrs K Vasumathi Devi	Purchase of shares of IKF Home Finance Limited	Mrs K Vasumathi Devi	Mrs.K Vasumathi Devi is Executive Director	Purchase of 18,79,600 No of Shares of IKF Home Finance Limited held by Mrs. K.Vasumathi Devi	216	
Mr.V.Raghu Ram	Purchase of	Mr.V.G.K	Mr.V.G.K.Pr	Purchase of 6,60,000	76	

	shares of IKF Home Finance Limited	.Prasad	asad is father of Mr.V.Raghu Ram	No of Shares of IKF Home Finance Ltd held by Mr.V.Raghu Ram		
IKF Infratech Private Limited	Purchase of shares of IKF Home Finance Limited	Mr.V.G.K .Prasad & Mr.V.Indira Devi	Mr.V.G.K.Prasad & Mr.V.Indira Devi are directors and shareholders of the IKF Infratech Private Limited	Purchase of 51,10,000 No of Shares of IKF Home Finance Ltd held by IKF Infratech Private Limited	587	
Mrs Vupputuri Vasantha Lakshmi	Purchase of shares of IKF Home Finance Limited	Mrs Vupputuri Vasantha Lakshmi	Mrs Vupputuri Vasantha Lakshmi is Director of the Company	Purchase of 4,75,200 No of Shares of IKF Home Finance Ltd held by Mrs Vupputuri Vasantha Lakshmi.	55	
Mr Sunkara Veerabhadra Rao	Purchase of shares of IKF Home Finance Limited	Mr.S.Veerabhadra Rao	Mr.S.Veerabhadra Rao is Director of the Company	Purchase of 10,00,000 No of Shares of IKF Home Finance Ltd held by Mr.S.Veerabhadra Rao	115	

RESOLVED FURTHER THAT the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

*by order of the Board of Directors
for IKF Finance Limited*

*(Ch Sreenivasa Rao)
Company Secretary*

*Place: Vijayawada
Date: 12.04.2018*

NOTES

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Extra Ordinary General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company will remain closed from Thursday, May 3, 2018 to Wednesday, May 9, 2018 (both days inclusive). Members are requested to quote their Registered Folio Numbers in all their Correspondence with the Company and notify change in their registered address, if any. Members/proxies should bring the Attendance slips duly signed to the meeting and hand it over at the entrance. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting. Xerox copy of attendance slips will not be accepted at the entrance of the Meeting Hall. Members are requested to bring their copy of the Notice to the Meeting.
8. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
9. The notice of the Extra Ordinary General Meeting is being sent through electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the notice of the Extra Ordinary General Meeting are being sent by the permitted mode.
10. With a view to using natural resources responsibly, we request the shareholders to update respective email

addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.

11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

SEBI has also mandated, that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company

13. In compliance with Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014(as amended from time to time), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Extra Ordinary General Meeting.
14. The members who have not already cast their votes by remote e-voting shall be able to exercise their right at the Extra Ordinary General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Extra Ordinary General Meeting may attend the Extra Ordinary General Meeting but shall not be entitled to cast their votes again.

15. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amendment from time to time), the Company is pleased to provide members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2015.

During the e-voting period, members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Thursday, May 3, 2018, may cast their votes electronically.

Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. S.Srikanth, Partner of M/s. B S S & Associates (Membership No. 22119), Company Secretary in Practice, Company Secretary in Practice, 6-3-626, Parameswara Appts, 5th Floor, 5A, AnandNagar, Khairtabad, Hyderabad-500004 not later than not later than Wednesday, May 9, 2018 (5.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to sreenivas@ikffinance.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach Mr. S.Srikanth, Partner of M/s. B S S & Associates, (Membership No. 22119), Company Secretary in Practice, Company Secretary in Practice, 6-3-626, Parameswara Appts, 5th

Floor, 5A, AnandNagar, Khairtabad, Hyderabad-500004 not later than Wednesday, May 9, 2018 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Monday, May 7, 2018 at 9.00 a.m. and ends on Wednesday, May 9 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., Thursday May 3, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com during the voting period
- iii. Click on “Shareholders” tab.
- iv. Now, select the “Company Name: IKF Finance Limited” from the drop down menu and click on “SUBMIT”
- v. 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.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. 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.
- viii. 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) ❖ 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. ❖ 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 Suresh Kumar with sequence number 1 then enter SA00000001 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. ❖ 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 “v”.

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <IKF Finance Limited> EVSN Reference No: **180414002** on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
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 Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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 they have to create 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. You are advised to cast your vote only through E-voting or through Ballot at the Extra Ordinary General Meeting. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Ballot would be rejected.

Other Instructions:

- i) The e-voting period commence on Monday, May 7, 2018 at 9.00 a.m. and ends on Wednesday, May 9, 2018 at 5.00 p.m. During this period, member of the company holding share either in physical form or in dematerialize form as on Thursday, May 3, 2018 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on May 3 2018.
- iii) Mr. S.Srikanth, Company Secretary in Practice has been appointed as the scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) and in a fair and transparent manner.
- iv) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.
- v) The results declared along with the scrutinizers report shall be placed on the company website www.ikffinance.com and with the website of CDSL within two days of passing of resolutions at the EGM of the company on May 10, 2018.
- vi) Members may also note that the Notice of the Extra Ordinary General Meeting and the same is available on the Company's website, www.ikffinance.com Members who require physical copies may write to us at sreenivas@ikffinance.com
- vii) All documents referred to in this Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the Extra Ordinary General Meeting.
- viii) Members are requested to bring their notice to the Meeting.

Explanatory Statement and disclosures
[Pursuant to applicable provisions of the Companies Act, 2013]

Item No. 1

The Board of Directors has proposed to expand its activities into housing finance and accordingly it was approved to acquire the majority stake of IKF Home Finance Limited by raising further capital from the existing shareholders subject to the approval of Reserve Bank of India, National Housing Bank and other statutory authorities if any. Accordingly the Company has raised further capital and in the process of obtaining the approvals of Reserve Bank of India and National Housing Bank.

Further majority of the existing shareholders of the IKF Home Finance Limited are promoters of the Company. In terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the shareholders by way of Special Resolution is required.

Accordingly, in terms of the provisions of the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of Special Resolution set out at Item No. 1 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract or arrangement	Monetary Value upto a maximum amount of (Rs. in Lakhs)	Any other information relevant or important for the Members to take decision on the proposed resolution
Mr.V.G.K.Prasad	Purchase of shares of IKF Home Finance Limited	Mr.V.G.K.Prasad	Mr.V.G.K.Prasad is Managing Director of the Company	Purchase of 1,49,38,793 No of Shares of IKF Home Finance Limited held by Mr.V.G.K.Prasad	1715	
Mrs.V.Indira Devi	Purchase of shares of IKF Home Finance Limited	Mrs.V.Indira Devi	Mrs.V.Indira Devi is Wholetime Director of the Company	Purchase of 8,85,000 No of Shares of IKF Home Finance Limited held by Mr.V.G.K.Prasad	102	
Mrs K Vasumathi Devi	Purchase of shares of IKF Home	Mrs K Vasumathi Devi	Mrs.K Vasumathi Devi is	Purchase of 18,79,600 No of Shares of IKF	216	

	Finance Limited		Executive Director	Home Finance Limited held by Mrs. K.Vasumathi Devi		
Mr.V.Raghu Ram	Purchase of shares of IKF Home Finance Limited	Mr.V.G.K. Prasad	Mr.V.G.K.P rasad is father of Mr.V.Raghu Ram	Purchase of 6,60,000 No of Shares of IKF Home Finance Ltd held by Mr.V.Raghu Ram	76	
IKF Infratech Private Limited	Purchase of shares of IKF Home Finance Limited	Mr.V.G.K. Prasad & Mr.V.Indira Devi	Mr.V.G.K.P rasad & Mr.V.Indira Devi are directors and shareholders of the IKF Infratech Private Limited	Purchase of 51,10,000 No of Shares of IKF Home Finance Ltd held by IKF Infratech Private Limited	587	
Mrs Vupputuri Vasantha Lakshmi	Purchase of shares of IKF Home Finance Limited	Mrs Vupputuri Vasantha Lakshmi	Mrs Vupputuri Vasantha Lakshmi is Director of the Company	Purchase of 4,75,200 No of Shares of IKF Home Finance Ltd held by Mrs Vupputuri Vasantha Lakshmi.	55	
Mr Sunkara Veerabhadra Rao	Purchase of shares of IKF Home Finance Limited	Mr.S.Veera bhadra Rao	Mr.S.Veera bhadra Rao is Director of the Company	Purchase of 10,00,000 No of Shares of IKF Home Finance Ltd held by Mr.S.Veerabhadra Rao	115	

No Shareholder of the Company being a related party or having any interest in the Special Resolution as set out at Item No. 1 of the Notice shall be entitled to vote on this Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Special Resolution set out at Item No.1 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said Resolution.

Your Directors recommend the Special Resolution proposed at Item No. 1 of this Notice for your approval.

*by order of the Board of Directors
for IKF Finance Limited*

*(Ch Sreenivasa Rao)
Company Secretary*

Place: Vijayawada
Date: 12.04.2018.

IKF FINANCE LIMITED

Regd. Office: 40-1-144,3rd FLOOR, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010

Form No. MGT- 11

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 the above named company, hereby appoint

Name:.....

E-mail Id:

Address:.....

Signature: or failing him

Signature: or failing him as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held onday, April .., 2018 at 10:30 a.m at the registered office of the Company situated at Office 40-1-144,3rd Floor, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No	Special Businesses	For	Against	Abstain
1	Approval for entering into Related Party Transactions			

Signed this..... day of 2018

Signature of shareholder..... Signature of Proxy holder(s)

.....

Note:

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

Affix Revenue Stamp

IKF FINANCE LIMITED

Regd. Office: 40-1-144,3rd FLOOR, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010
(To be handed over at entrance of the Meeting Venue)

ATTENDANCE SLIP

Folio No. DP. ID No./ Client ID

.....
Name of the Member Signature

.....
Name of Proxy Holder Signature

.....
No. of share held

.E-mail ID

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company to be held onday, April ..., 2018 at 10.30 a.m at the registered office of the Company situated at Office 40-1-144,3rd Floor, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Note: Please fill this Admission Slip and hand it over at the entrance. Shareholders who come to attend the meeting are requested to bring the copies of the Notice of AGM also with them.



IKF FINANCE LIMITED

Route Map to the EGM Venue

Venue: # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh - 520010.

