

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF KIFS HOUSING FINANCE LIMITED WILL BE HELD AT A SHORTER NOTICE ON MONDAY, SEPTEMBER 22, 2025 AT 11.00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT C-902, LOTUS CORPORATE PARK, GRAHAM FIRTH COMPOUND, WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI - 400063, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.**
2. **To appoint a director in place of Mr. Kushal Khandwala (DIN: 03345686), who retires by rotation pursuant to the provision of Section 152 of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kushal Khandwala (DIN: 03345686) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS:

3. **Appointment of M/s. J H Mehta & Co., Chartered Accountants (Firm Registration No. 106227W) as the Statutory Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 to 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI') ('RBI Guidelines'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable regulatory provisions, if any, M/s J H Mehta & Co., Chartered Accountant (FRN: 106227W) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as Statutory Auditors of the Company for the first term of three years i.e., from F.Y. 2025-26 till F.Y. 2027-28, who will hold the office till the conclusion of 13th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised to decide and finalise the terms and conditions of appointment (including remuneration) and to do all such other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

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4. To approve borrowing limits under Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or any committee of directors to raise or borrow from time to time, any sum or sums of money for the business of the Company by way of loans or debentures (whether secured or unsecured), bonds, deposits, fund based, non-fund based or in any other manner for the purpose of business of the Company any sums or sums of money whether in Indian or foreign currency from time to time from any bank(s) or any financial institutions or any other institution(s), firm(s), body corporate(s) or other person(s) or from any other source in India or outside India whomsoever from time to time with or without security and upon such terms and conditions as the Board of Directors or any other committee of directors of the Company may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company and remaining undischarged at any given time (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Company’s paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed/amount to be borrowed by the Board (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not at any time exceed borrowing power limit of Rs. 2000 Crores (Rupees Two Thousand Crores).

RESOLVED FURTHER THAT the powers to approve the borrowing transaction and determine the terms and conditions of such borrowings, including the quantum, interest rate, tenor, security & and other related sanction & disbursement conditions, be and are hereby delegated to the Borrowing and Investment Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to approve the borrowing transactions and determine the terms and conditions thereof, including the quantum, interest rate, tenor, security, and other related sanction and disbursement conditions, and be further authorised to delegate such powers, as it may deem fit, to the Borrowing and Investment Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Borrowing and Investment Committee be and are hereby authorized to further delegate the powers conferred under this resolution to any Authorized Signatory(ies) of the Company for the purpose of execution of the necessary loan agreements, deeds, documents, undertakings, declarations, security documents and any such other documents as may be required in connection with the borrowings.

RESOLVED FURTHER THAT any Director or Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign certified true copy of the resolution and to furnish the same to all such appropriate statutory authorities as may be requested thereupon.”

5. **To provide security by way of Pledge, Hypothecation, Mortgage, Lien and/or charge in such form or manner on all or any movable or immovable property of the Company under Section 180(1)(a) of the Companies Act, 2013.**

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

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company is hereby accorded to the Board of Directors or any committee of directors of the Company to provide security by way of pledge, hypothecation, mortgage, lien and/or charge in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the immovable and/or movable properties of the Company (including but not limited to fixed assets, current assets, shares and other investments held by the Company, all intangible property, rights and benefits under all contracts and agreements entered into by the Company and the monies of, long term receivables of and the loans and advances made by the Company, both present and future, and/or the whole or substantially the whole of the undertaking or any part of the properties of the Company wheresoever situated, together with the power to take over the management of the business and the concern of the Company, on such terms and conditions and at such time or times and in such form or manner as the Board of Directors may deem fit, to or in favour of national/international financial institutions or banks or trustees for the bond/debenture holders (in case of issue of bonds or debentures) etc. (herein after referred as “**the Lenders**” to secure any term loans or cash credit facilities or debentures or bond or such other credit facilities obtained/to be obtained from any of the Lenders together with interest, compound interest, additional interest, liquidated damage(s), commitment charges, premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such Lenders subject to aggregate amount of such outstanding credit facilities not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores) at any point of time.

RESOLVED FURTHER THAT such security shall be created only to secure the borrowings within the borrowing limits as approved by the Board or shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to to negotiate, finalise, and approve the terms and conditions of such charge or security, and to take all necessary steps for creation of such charge or encumbrance as may be required and be further authorised to delegate such powers, as it may deem fit, to the Borrowing and Investment Committee of the Company.

RESOLVED FURTHER THAT the Borrowing and Investment Committee be and are hereby authorised to further delegate the powers conferred herein to the Authorized Signatories of the Company for the purpose of execution of loan documents, security agreements, deeds, declarations, and other ancillary documents, including filing of forms with the Registrar of Companies and other regulatory authorities as may be required.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer of the Company be and are hereby severally authorized to sign certified true copy of the resolution and to furnish the same to all such appropriate statutory authorities as may be requested thereupon.”

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6. To consider and approve conversion of Loan into Equity under Section 62(3) of the Companies Act, 2013.

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 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the rules framed thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Lender(s) to convert all or part of outstanding amounts under the Facility to be extended, into fully paid-up equity shares (carrying voting rights) of the Company at a price and on terms complying with, (i) the terms of the Facility Agreement, (ii) any approvals, consents, permissions and sanctions of appropriate authorities, wherever required, and (iii) applicable laws subject to the approval of members of the Company.

RESOLVED FURTHER THAT the board of directors (the “**Board**”) be and is hereby severally authorized to offer, issue and allot fully paid-up equity shares (carrying voting rights) of the Company to the Lender(s), in accordance with applicable laws, in furtherance of the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions and the conversion rights of the Lender(s) pursuant to the proposed Facility Agreement to be executed by the Company, the Board, be and is hereby severally authorised to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, proper or desirable, to create, offer, issue and allot the aforesaid shares of the Company, to dematerialize the said shares, to convert the outstanding obligations of the Company into fully paid-up equity shares (carrying voting rights) of the Company, and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise, and to that end and intent the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company do file this resolution and make any other filings required under the Companies Act, 2013 (or Companies Act, 1956, wherever applicable), with the concerned Registrar of Companies and other statutory/governmental authorities as may be required within the time prescribed by law therefore and undertake any other registration requirements (as may be required).

RESOLVED FURTHER THAT any Director or Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign certified true copy of the resolution and to furnish the same to all such appropriate statutory authorities as may be requested thereupon.”

7. To approve/ratify the Related Party Transactions for FY 2025-26.

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 of Companies Act, 2013 (“the Act”) and Rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval and recommendation of the Audit Committee and the Board of Directors of the company, consent of the members of the company be and is hereby accorded to the company to enter/continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with related parties as detailed in the Explanatory Statement annexed to this notice and on such terms and conditions as may be mutually agreed between the parties and detailed in the explanatory statement, such that the maximum value of the contracts/ arrangements/ transactions, in the aggregate, does not exceed Rs. 60 crore (Rupees Sixty Crores only) during the Financial Year 2025-26 with respect to any of the following transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying properties of any kind;
- c) granting or taking on lease of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company;
- h) Borrowing & lending of loans and advances, reimbursement of expenses including towards sharing / using each other's resources, e.g. employees, office space, infrastructure, assets etc.

for each of the financial years hereinafter, unless revoked and such that the maximum value of the related party transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, whether or not the said contract(s)/ arrangement(s)/ transaction(s) be carried out in the ordinary course of business of the company or at arm's length basis in respect to transactions with related parties under section 2(76) of the act parties as detailed in the Explanatory Statement annexed to this notice.

Following are the specified criteria for making the omnibus approval:

- a) maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year: Rs. 60 crores.
- b) the maximum value per transaction which can be allowed: Rs. 50 crores
- c) extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval: All the RPTs to be disclosed to the Committee on Quarterly basis for its noting and ratification, if any. Any new RPT will require approval/ratification at the next meeting.
- d) review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the company pursuant to each of the omnibus approval made: Quarterly review.
- e) transactions which cannot be subject to the omnibus approval by the Audit Committee: transactions in respect of selling or disposing of the undertaking of the company.

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RESOLVED FURTHER THAT the board of directors of the company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Rajesh Khandwala, Chairman & Managing Director or Mr. Vimal Khandwala, Managing Director or Mr. Kushal Khandwala, Whole Time Director of the Company be and are hereby severally authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any one of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to sign the copy of this resolution 'certified to be true' and submit to such persons/authorities or be attached to such forms/e-forms/documents/agreements, as may be necessary and they be requested to act thereon."

By Order of the Board of Directors
For KIFS Housing Finance Limited,

Sd/-

Vimal Khandwala
Managing Director
DIN: 00477768

Date: 19/09/2025
Place: Mumbai

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**NOTES:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of items of Special Business is annexed hereto and forms part of this notice. Further, additional information with respect to item no. 2 as required under Secretarial Standards-2 on General Meetings, is annexed hereto and forms part of this notice.
2. Members/Proxies are requested to produce/handover the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting venue. In all correspondences with the Company, Members are requested to quote their account/folio numbers.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company duly filled, stamped and signed at least 48 hours before the time of commencement of the meeting. Proxies shall be excluded for determining the Quorum.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten 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 a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
5. A member desirous of inspecting the proxies received by the Company is requested to forward his/her request in writing at least three days before the commencement of the meeting. The proxy register will be made available for inspection by the member entitled to vote, during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting i.e. between 09.00 a.m. to 06.00 p.m. during such period.
6. Members are requested to notify immediately any change in their contact details and address to the Company by emailing at secretarial@kifshousing.com.
7. Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the Members at AGM.
8. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretarial@kifshousing.com.
9. Corporate members intending to appoint their authorized representatives to attend the Meeting are requested to submit to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
10. All the documents referred in Notice and Explanatory Statement are open for inspection by the members at the registered office of the Company on all working days during business hours and will also be available at the venue during the continuance of the meeting.
11. The Notice calling the AGM has been uploaded on the website of the Company at <https://kifshousing.com/notices-disclosures/>

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Agenda Item No. 3

The Members are informed that M/s Manubhai & Shah LLP, Chartered Accountants (FRN: 106041W/W100136), were appointed as the Statutory Auditors of the Company for a term up to the conclusion of the 11th Annual General Meeting (AGM).

However, pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs, and NBFCs (including HFCs) vide circular dated April 27, 2021 issued by Reserve Bank of India (“RBI”), an audit firm is eligible to continue as Statutory Auditor of an NBFC/HFC only if its tenure has not exceeded a continuous period of three years, subject to eligibility norms.

As the Company has crossed the asset size threshold of ₹1,000 crore and M/s Manubhai & Shah LLP have already completed more than three years as Statutory Auditors of the Company, they are not eligible to be re-appointed for further term in accordance with the RBI Guidelines. Accordingly, M/s Manubhai & Shah LLP have tendered their resignation with effect from September 16, 2025. The Board places on record its deep appreciation for the valuable services rendered by them during their tenure as Statutory Auditors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors proposes the appointment of M/s J H Mehta & Co., Chartered Accountant (Firm Registration Number: 106227W), as the Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of the 13th AGM, in compliance with the aforesaid RBI Guidelines and the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

In the opinion of the Board, JHS possess the relevant expertise and experience which is commensurate with the size and requirements of the Company and accordingly recommends the Special Resolution set forth in item no. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested, except to the extent of their equity shareholding in the company or has any concern or interest in respect of the above mentioned Special Resolution.

Agenda Item No. 4

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”) and its rules thereunder.

The Members of the Company at its previous Annual General Meeting held on September 09, 2024, had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowing limits over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 1000 Crore (Rupees One Thousand Crore) for the FY 2024-2025.

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The Members are further informed that the borrowings of the Company for the FY 2025-2026 has yet not reached the limit, however, the Company would like to increase the limit to borrow funds to meet the increased business volumes and growth of the Company, thus it is necessary that the borrowing powers shall be increased to Rs. 2000 Crore (Rupees Two Thousand Crore) so as to match the business targets.

The borrowings of the Company, if required, is to be secured by mortgage or charge on all or any of the moveable or immoveable or any other tangible/ intangible assets/ properties of the Company (both present & future), in favour of any lender including the financial institution/banks/debenture etc., in such form, manner and ranking as may be determined by the Board of Directors and committee of directors of the Company from time to time as may be mutually agreed with the lender(s).

Hence, the consent of the Members is therefore sought to pass Special Resolution under Section 180(1)(c) of the Act, as set out in item no. 4 of the notice, to enable the Board of Directors/ committee of directors to borrow monies and inter alia, authorize the Board to secure its borrowing by way of mortgage / charge on the assets of the Company, which shall not exceed a sum of Rs. 2000 Crores for the FY 2025-2026.

The Board recommends the **Special Resolution** as per the accompanying Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested, except to the extent of their equity shareholding in the company or has any concern or interest in respect of the above mentioned Special Resolution.

Agenda Item No. 5

In order to facilitate securing the borrowings availed / to be availed by the company or subsidiary(ies) or associates of company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a special resolution under section 180(1)(a) of the Companies Act, 2013, to create charge / mortgage / hypothecation / pledge on the company's assets including tangible and intangible, both present and future, or provide other securities in favour of the banks, financial institutions, any other lender(s), agent(s) and trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under section 180(1)(a) of the Companies Act, 2013.

The borrowings of the Company, if required, is to be secured by mortgage or charge on all or any of the moveable or immoveable or any other tangible/intangible assets/ properties of the Company (both present & future), in favour of any lender including the financial institution/banks/debenture etc, in such form manner and ranking as may be determined by the Board of Directors or committee of directors of the Company from time to time as may be mutually agreed with the lender(s).

Hence, the consent of the Members is therefore sought to pass Special Resolution under Section 180(1)(a) of the Act, as set out in item no. 5 of the notice, to enable the Board of Directors/ Committee of Directors to borrow monies and inter alia, authorize the Board to secure its borrowing by way of mortgage / charge on the assets of the Company, which shall not exceed a sum of Rs. 2000 Crores, for the FY 2025-2026.

The Board recommends the **Special Resolution** as per the accompanying Notice, for approval by the Members of the Company.

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None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested, except to the extent of their equity shareholding in the company or has any concern or interest in respect of the above mentioned Special Resolution.

Agenda Item No. 6

The Company will be granted Loan by the Lenders enabling the company to run its operation besides restructuring the existing debt in line with the debt repayment capability of the Company.

A Facility Agreement will be executed with the lender, which, inter alia, contains a clause that in case of default of payment of any dues to the Lenders in accordance with the terms of the above Agreement or failure by the promoters for timely payment of moneys and continuance of the same, the Lenders can exercise various rights as a consequence of event of default including exercise of their rights of conversion of debt into equity called as 'Conversion Right'. It is also agreed that the Lenders shall reserve the right to sell equity shares to any person without limitation, under applicable laws, in case of any event of default.

Hence, the consent of the Shareholders is therefore, sought in accordance with the provisions of Section 62(3) of the Act.

The Board recommends the **Special Resolution** as per the accompanying Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested, except to the extent of their equity shareholding in the company or has any concern or interest in respect of the above mentioned Special Resolution.

Agenda Item No. 7

The Board of Directors of the Company ('the Board') at its Meeting held on September 15, 2025, on the recommendation of the Audit Committee, recommended for the approval/ratification of the Members, entering into related party contracts / arrangements / transactions in the ordinary course of business and on arm's length basis/not at arm's length basis during the Financial Year 2025-26, as set out in the Resolution.

As the Members are aware, the Company, in order to further its business interests, enters into various transactions with its related parties.

In order to facilitate the business and to manage the affairs of the company smoothly, the company needs to make some transactions with its related parties w.r.t. borrowing / granting of loans and advances, using of resources, granting or taking on lease office premises, etc. as more particularly mentioned in the proposed resolution.

The particulars of the transaction(s) pursuant to the provisions of section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

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Corporate Office: C-902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai - 400063, Maharashtra, India.

Ph. No.: +91 22 61796400 **E-mail:** contact@kifshousing.com **Website:** www.kifshousing.com

CIN: U65922GJ2015PLC085079 **RBI COR- DOR-00145**



KIFS HOUSING FINANCE LIMITED

Sr. No.	Proposed Related Party Transactions	Maximum value of the proposed transactions (in aggregate)
1.	Granting or taking on lease of property of any kind	
2.	Availing or rendering of any services	
3.	Borrowing & lending of loans and advances, reimbursement of expenses including towards sharing / using each other's resources, e.g. employees, office space, infrastructure, assets etc.	Rs, 60,00,00,000

Below are the list of all Related Party Transactions which are in the ordinary course of business at arm's length basis will be entered into by the Company:

Name of the party with which contract shall be entered	Name of the interested Director and Nature of Relationship.	Particulars of the transaction	Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements
M/s KIFS Trade Capital Private Limited	Shri. Rajesh Khandwala – Managing Director, Shri. Vimal Khandwala – Managing Director and Shri. Kushal Khandwala –Whole Time Director.	M/s KIFS Trade Capital Private Limited has let out the property situated at Mumbai (Corporate Office) for the business and operation purpose of the Company for the rental of Rs. 1,60,000/- pm (excluding taxes).	Continuing and repetitive in nature.
M/s KIFS International LLP	Shri. Rajesh Khandwala – Managing Director, Shri. Vimal Khandwala – Managing Director and Shri. Kushal Khandwala –Whole Time Director.	M/s KIFS International LLP has let out the property situated at Vadodara for the business and operation purpose of the Company for the rental of Rs. 43,712/- pm (excluding taxes).	Continuing and repetitive in nature.
M/s. KIFS Realty LLP	Shri. Rajesh Khandwala – Managing Director, Shri. Vimal Khandwala – Managing Director and Shri. Kushal Khandwala –Whole Time Director.	M/s KIFS Realty LLP has let out the property situated at Ahmedabad for the business and operation purpose of the Company for the rental of Rs. 82,800/- pm (excluding taxes).	Continuing and repetitive in nature.

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CIN: U65922GJ2015PLC085079 **RBI COR- DOR-00145**



KIFS HOUSING FINANCE LIMITED

M/s. KIFS Trade Capital Private Limited	Shri. Rajesh Khandwala – Managing Director, Shri. Vimal Khandwala – Managing Director and Shri. Kushal Khandwala –Whole Time Director.	M/s KIFS Trade Capital is acting as a broker to invest the temporary surplus funds of the Company. No Brokerage/ Commission shall be charged by M/s KIFS Trade Capital.	Continuing and repetitive in nature.
M/s. KIFS Finstock Limited	Shri. Rajesh Khandwala – Managing Director and Shri. Vimal Khandwala – Managing Director	M/s. KIFS Finstock Limited has agreement to grant Inter Corporate Deposit of an amount not exceeding Rs. 50 Crore to KIFS Housing Finance Limited at the interest rate of 7% p.a.	Continuing and repetitive in nature.

The Board recommends the **Special Resolution** as per the accompanying Notice, for approval by the Members of the Company.

Except for Mr. Rajesh Khandwala, Mr. Vimal Khandwala & Mr. Kushal Khandwala, None of the Directors, Key Managerial Personnel or their relatives are interested, except to the extent of their equity shareholding in the company or has any concern or interest in respect of the above mentioned Special Resolution.

By Order of the Board of Directors

For KIFS Housing Finance Limited,

Sd/-

Vimal Khandwala
Managing director
DIN: 00477768

Date: 19/09/2025
Place: Mumbai

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ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARDS-2:

Item No. 2: Details of Directors seeking Appointment/Re-appointment/Re- designation at the Tenth Annual General Meeting:

Name of the Director	Mr. Kushal Khandwala
Designation	Whole Time Director
Date of Birth/Age	23/03/1991/ 34 years
DIN	03345686
Date of First appointment on the Board	March 20, 2023 as a Whole Time Director of the Company
Qualification	Masters Graduate from the University of Warwick
Profile, Experience and Expertise in specific functional areas	Mr. Kushal Khandwala has a Masters Graduate from the University of Warwick, having considerable experience in the field of Finance and NBFC funding. After having worked with a renowned market research firm for 3 years, he has been associated with the Khandwala Group overseeing KIFS Housing Finance's activities on a full-time basis. In addition, Mr. Kushal Khandwala is a Director on the Board of 24KT Jewels Private Limited, KIFS Insurance Broking Private Limited and KIFS Broking Private Limited.
Shareholding in the Company	0%
Number of Board Meetings attended during the year	04
Chairperson/ Membership of Committees of other Company	NIL
Directorships held in other Company as on date	1. 24KT Jewels Private Limited 2. KIFS Insurance Broking Private Limited 3. KIFS Broking Private Limited
Terms and conditions of appointment/re-appointment	Appointed as an Additional Director in the capacity of Whole Time Director of the Company w.e.f. March 20, 2023 for a period of 5 years and his appointment was regularized in the AGM held on September 25, 2023. Remuneration sought to be paid: Nil Remuneration last drawn: Nil
Relationship with other Directors/ KMP of the Company	Related to Mr. Rajesh Khandwala, Chairman and Managing Director and Mr. Vimal Khandwala, Managing Director of the Company.

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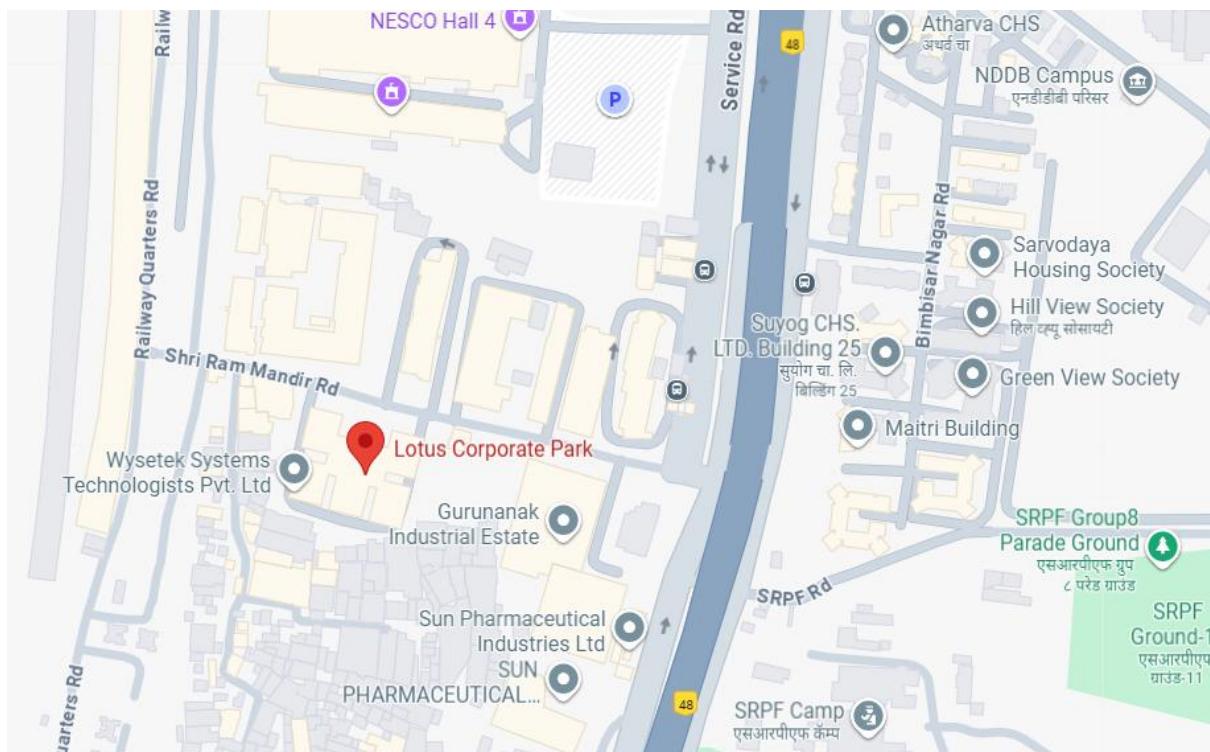
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ROUTE MAP FOR 10TH ANNUAL GENERAL MEETING:

Address: C-902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra, India.



Registered Office: 6th Floor, KIFS Corporate House, Beside Hotel Planet Landmark, Near Ashok Vatika BRTS, ISKON-Ambli Road, Bodakdev, Ambli, Ahmedabad, Gujarat – 380054.

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ATTENDANCE SLIP

KIFS HOUSING FINANCE LIMITED

CIN: U65922GJ2015PLC085079

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10th Annual General Meeting,

Registered Folio No. / DP ID No. Client ID No. : _____

Number of Shares held: _____

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the **10th Annual General Meeting** of the Company being held **at a shorter notice on Monday, September 22, 2025 at 11.00 a.m.** at the **Corporate office of the Company at C-902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra, India.**

Name of the Member / Proxy

Signature of the Member / Proxy

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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]

KIFS HOUSING FINANCE LIMITED

CIN: U65922GJ2015PLC085079

Registered office: 6th Floor, KIFS Corporate House, Beside Hotel Planet Landmark, Near Ashok Vatika BRTS, ISKON-Ambli Road, Bodakdev, Ambli, Ahmedabad, Gujarat – 380054.

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Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **10th Annual General Meeting** of members of the Company, to be held on **Monday, September 22, 2025** at **11.00 a.m.** at the **Corporate office of the Company at C-902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

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CIN: U65922GJ2015PLC085079 **RBI COR- DOR-00145**



KIFS HOUSING FINANCE LIMITED

Sr. No	Nature of Resolutions	Voting (Asset or Dissent)
ORDINARY RESOLUTIONS:		
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	
2.	To appoint a director in place of Mr. Kushal Khandwala (DIN: 03345686), who retires by rotation pursuant to the provision of Section 152 of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	
SPECIAL RESOLUTIONS:		
3.	Appointment of M/s J H Mehta & Co., Chartered Accountant (Firm Registration Number: 106227W) as the Statutory Auditors of the Company.	
4.	To approve borrowing limits under Section 180(1)(c) of the Companies Act, 2013.	
5.	To provide security by way of Pledge, Hypothecation, Mortgage, Lien and/or charge in such form or manner on all or any movable or immovable property of the Company under Section 180(1)(a) of the Companies Act, 2013.	
6.	To consider and approve conversion of Loan into Equity under Section 62(3) of the Companies Act, 2013.	
7.	To approve/ratify the Related Party Transactions for F.Y. 2025-26.	

Affix
Revenue
Stamp

Signed this day of..... 2025
Signature of Shareholder

Signature of Proxy holder(s)

Note:

- **This form of proxy in order to be effective should be duly completed, signed, stamped & deposited at the Registered Office of the Company, not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**
- **It is optional to indicate your preference. If you leave the 'for', 'against' and 'abstain' column blank on all/any resolutions, your Proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.**

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