NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF KIFS HOUSING FINANCE LIMITED WILL BE HELD ON TUESDAY, 18TH AUGUST, 2026 AT 11:00 A.M. IST AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT C-902, LOTUS CORPORATE PARK, GRAHAM FIRTH COMPOUND, WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI – 400063 THROUGH VIDEO – CONFERENCING (VC) AND OTHER AUDIO – VISUAL MEANS (OAVM) 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, 2026, including the Audited Balance Sheet as at March 31, 2026 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. Vimal Khandwala (DIN: 00477768), who retires by rotation and, being eligible, offers himself for re-appointment.**

   "RESOLVED THAT Mr. Vimal Khandwala (DIN: 00477768), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve the re-appointment of Shri Rajesh P. Khandwala (DIN: 00477673) as a Chairman and Managing Director of the Company.**

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

   "RESOLVED THAT in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association, other statutory provisions as may be applicable and subject to the approval of Central Government or any other authorities, if any, consent of the Company be and is hereby accorded for re-appointment of Shri Rajesh P. Khandwala (DIN: 00477673) as a Chairman and Managing Director of the Company for a period of 5 (five) years with effect from February 25, 2026 till February 24, 2031 on such terms & conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Shri Rajesh P. Khandwala.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required to be executed and to delegate all or any of its power(s) herein conferred, to any Committee of Directors or Director(s) and to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions including filing of forms with the Registrar of Companies and certifying the copy of this resolution for submission to the authorities wherever required."

4. To approve the re-appointment of Shri Vimal P. Khandwala (DIN: 00477768) as a Managing Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association, other statutory provisions as may be applicable and subject to the approval of Central Government or any other authorities, if any, consent of the Company be and is hereby accorded for re-appointment of Shri Vimal P. Khandwala (DIN: 00477768) as a Managing Director of the Company for a period of 5 (five) years with effect from February 25, 2026 till February 24, 2031 on such terms & conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Shri Vimal P. Khandwala.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required to be executed and to delegate all or any of its power(s) herein conferred, to any Committee of Directors or Director(s) and to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions including filing of forms with the Registrar of Companies and certifying the copy of this resolution for submission to the authorities wherever required."

5. To alter the Articles of Association of the Company to remove the clause pertaining to Common seal of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 14 of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by deleting the entire clause no. 138 including the entire sub-clauses pertaining to clause no. 138, removing any and all references to the common seal mentioned in the Articles of the Company, re-numbering any clauses accordingly and making such other changes as may be necessary, in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required to be executed and to delegate all or any of its power(s) herein conferred, to any Committee of Directors or Director(s) and to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions including filing of forms with the Registrar of Companies and certifying the copy of this resolution for submission to the authorities wherever required.

RESOLVED FURTHER THAT any Director or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorized to file the requisite e-Forms with the Registrar of Companies, make necessary alterations to the Articles of Association, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

6. 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 authorized 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 authorized 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."

7. **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 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 authorized 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 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 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."

8. 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.**"**

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

Sd/-
Vimal Khandwala
Managing Director
DIN: 00477768

Date: July 27, 2026
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its Circular dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022 and 28th December, 2022, 25th September 2023, 19th September, 2024 and 22nd September, 2025 (collectively referred to as 'MCA Circulars') and any other amendment / notification thereof issued by MCA from time to time, allowed companies whose AGMs are due, to conduct their AGMs till further orders, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020. Hence, in compliance with these Circulars, the 11th Annual General Meeting (AGM) of the Company will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

2. In terms of the provisions of Section 96 of the Companies Act, 2013, the annual general meeting of an unlisted company may be held at any place in India if consent is given in writing or by electronic mode by all the members in advance. Accordingly, the Company being an unlisted company, has obtained consent from all its members to hold this AGM at the Corporate Office of the Company i.e. C-902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai – 400063 which shall be the deemed venue for this AGM.

3. **AS THIS MEETING IS BEING HELD THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF THE SHAREHOLDERS HAVE BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE SHAREHOLDERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THE NOTICE.**

4. Attendance of shareholders present through VC / OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

5. Details as required in terms of Secretarial Standard-2 in respect of the Director seeking appointment/ re-appointment at this AGM are annexed hereto as Annexure to the Notice which forms part of the notice of this AGM. The Company has received relevant disclosure/consent from the Director seeking appointment/re-appointment.

6. In accordance with aforesaid MCA Circulars, the Annual Report for the financial year 2025-26 including therein the Audited Financial Statements for the financial year 2025-26 and the Notice of this AGM are being sent only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

   - Shareholders holding shares in dematerialized form, are requested to register/update their email addresses with the Depository Participants with whom the demat account is maintained.

7. Copies of the documents available for inspection shall be available at the Corporate Office of the Company and electronically for inspection of the shareholders during business hours between 10:00 A.M. and 6:00 P.M. on all working days, except Saturdays and Sundays.

8. The Chairperson for the Meeting shall be appointed in accordance with the section 104 of the Act read with Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

9. In terms of the provisions of Section 112 and 113 of the Act read with the said MCA Circulars, Corporate Shareholders are entitled to appoint their authorized representatives to attend this AGM through VC/OAVM on their behalf and participate thereat. Such Corporate Shareholders are required to send the certified copy of the Board resolution authorizing their representative to attend this AGM through VC/OAVM and vote on their behalf to secretarial@kifshousing.com before the AGM.

10. In accordance with the aforementioned MCA circulars, the Notice of this AGM and the Annual Report for the financial year 2025-26 including therein the Audited Financial Statements for the financial year 2025-26, will be available on the website of the Company at https://kifshousing.com/notices-disclosures/.

11. INSTRUCTIONS FOR JOINING THE MEETING THROUGH VC / OAVM:

    Shareholders can join the meeting through VC/OAVM facility by following the steps below:

    1. Shareholders are required to download Zoom application in their systems and to click on “Join a meeting” option as shown at the top of the Home page of that application. Enter the meeting Id, passcode and click on ‘Join’ option for joining the meeting or click on meeting invite link as mentioned in the point no. 2 below.

    2. Joining through the Meeting link as mentioned below Meeting ID (Click to follow link): https://us06web.zoom.us/j/81607759228?pwd=6RujQsI7zdAH0HCYgIS15J2D0dSGMP.1

       Meeting ID: 816 0775 9228
       Passcode: 563840

    3. Further, Shareholders are requested to use laptop / desktop with a good bandwidth Internet to avoid any disturbance during the meeting.

    4. Shareholders are requested to use stable Wi-Fi or LAN connection to mitigate any kind of technical glitches.

In case of any queries regarding Audio Visual facility before or during the meeting, Shareholders may write to secretarial@kifshousing.com to receive a response. Shareholders desiring any assistance relating to joining the meeting are requested to write to us at least 24 hours before the meeting start time to enable us to provide an effective solution.

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

Item No. 3

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee reappointed Mr. Rajesh Khandwala (DIN: 00477673) as a Managing Director (Whole Time Key Managerial Personnel) at the 94th Board Meeting held on the February 25, 2026 since the tenure of the Mr. Rajesh Khandwala, Chairman and Managing Director was going to get expired on March 03, 2026.

The company has received the (i) consent in writing from Mr. Rajesh Khandwala in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The terms and conditions regarding the reappointment and remuneration are mentioned below:

(i) Term: 5 years commencing from 25/02/2026 till 24/02/2031.

(ii) Remuneration: Managing Director being the promoter of the Company has expressed that he shall not charge any amount as a remuneration to the Company.

The company now seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the reappointment of Mr. Rajesh Khandwala (DIN: 00477673) as the Chairman and Managing Director from February 25, 2026 till February 24, 2031. No directors, Key Managerial Personnel, manager or their relatives are interested or concerned in the above-mentioned resolution except for Mr. Rajesh Khandwala.

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

Item No. 4

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee reappointed Mr. Vimal Khandwala (DIN: 00477768) as a Managing Director (Whole Time Key Managerial Personnel) at the 94th Board Meeting held on the February 25, 2026 since the tenure of the Mr. Vimal Khandwala, Managing Director was going to get expired on March 03, 2026.

The company has received the (i) consent in writing from Mr. Vimal Khandwala in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The terms and conditions regarding the reappointment and remuneration are mentioned below:

(i) Term: 5 years commencing from 25/02/2026 till 24/02/2031.

(ii) Remuneration: Managing Director being the promoter of the Company has expressed that he shall not charge any amount as a remuneration to the Company.

The company also seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the reappointment of Mr. Vimal Khandwala (DIN: 00477768) as the Managing Director from February 25, 2026 till February 24, 2031.

No directors, key managerial personnel, manager or their relatives are interested or concerned in the above mentioned resolution except for Mr. Vimal Khandwala.

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

Item No. 5

As per the provisions of section 14 of the Companies Act, 2013 read with the rules made thereunder and subject to the approval by the members of the Company the Board, in order to align the provisions of the articles of association of the Company with the provisions of the Act and for administrative convenience, had decided to alter the Articles of Association of the Company by deleting the entire clause no. 138 including the entire sub- clauses pertaining to clause no.138, all other provisions relating to the Common Seal mentioned in the articles of the Company and accordingly re-numbering of the clauses thereafter, and making such other changes as may be necessary, in accordance with the applicable provisions of the Companies Act, 2013.

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

Item No. 6

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 22, 2025, 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 2025-2026.

The Members are further informed that the borrowings of the Company 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. 6 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.

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.

Item No. 7

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. 7 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.

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.

Item No. 8

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.

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

Sd/-

Vimal Khandwala
Managing Director
DIN: 00477768

Date: July 27, 2026
Place: Mumbai

ANNEXURE TO THE NOTICE
ADDITIONAL INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARDS-2

Agenda Item No. 3

Details of Managing Directors seeking re-appointment under sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013

Name of the Director	Mr. Rajesh Khandwala
Designation	Chairman and Managing Director
Date of Birth/Age	23-06-1964/ 64 years
DIN	00477673
Date of First appointment on the Board	November 16, 2015 as a Managing Director of the Company
Qualification	Graduation in Commerce
Experience	Shri Rajesh P. Khandwala, son of Shri Parmanand G. Khandwala aged about 63 years, holds the Bachelors Degree in Commerce and has an experience of more than two decades in capital market activities. He has rich and varied experience in the field of Primary market, Secondary market and Mutual Funds. He is an independent thinker and a measured risk taker with a passion for equities. Also with his support in the business of housing finance, Shri Rajesh P. Khandwala is taking up the Company to the new heights, growth and success.
Shareholding in the Company	0 %
Number of Board Meetings attended during the year	03
Chairperson/ Membership of Committees of other Company	**KIFS Financial Services Limited** Audit Committee Shareholders Grievance Committee Corporate Social Responsibility Committee **KIFS Trade Capital Private Limited** Corporate Social Responsibility Committee
Directorships held in other Company as on date	1. KIFS Infrastructure LLP 2. KIFS International LLP 3. KIFS Estate LLP 4. Aananta Exim LLP 5. Bsafal.Kz Estate LLP 6. KIFS Financial Services Limited 7. KIFS Motors Private Limited 8. KIFS Trade Capital Private Limited 9. Khandwala Commercial Private Limited 10. Amoureux Enterprise Private Limited 11. KIFS (IFSC) Private Limited

Terms and conditions of appointment/re-appointment	As mentioned in the Explanatory Statement
Relationship with other Directors/KMP of the Company	Related to Shri. Vimal Khandwala

Agenda Item No. 2 and 4

Details of Managing Directors seeking re-appointment under sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013

Name of the Director	Mr. Vimal Khandwala
Designation	Managing Director
Date of Birth/Age	05-02-1971/ 55 years
DIN	00477768
Date of First appointment on the Board	November 16, 2015 as a Managing Director of the Company
Qualification	Graduation in Commerce
Experience	Mr. Vimal P. Khandwala is a Commerce Graduate and has deep operational knowledge of more than 20 years in Capital Market activities. He has rich experience in Primary Market, Secondary Market, Derivatives and Arbitrage Operations, and Financial Management. With his strong operational skills, he keeps providing the group with the much needed controls for efficient business operations. Also with his support in the business of housing finance, Shri Vimal P. Khandwala is taking up the Company to the new heights, growth and success.
Shareholding in the Company	0 %
Number of Board Meetings attended during the year	03
Chairperson/ Membership of Committees of other Company	**KIFS Financial Services Limited** Risk Management Committee **KIFS Finstock Limited** Corporate Social Responsibility Committee
Directorships held in other Company as on date	1. KIFS International LLP 2. KIFS Estate LLP 3. KIFS Financial Services Limited 4. KIFS Motors Private Limited 5. Padmaja E-Commerce Private Limited 6. KIFS Trade Capital Private Limited 7. KIFS Finstock Limited 8. Khandwala Commercial Private Limited 9. Amoureux Enterprise Private Limited 10. KIFS (IFSC) Private Limited 11. Endroit Enterprise Private Limited

	12. KIFS Trading LLP 13. KIFS Infrastructure LLP 14. VPriya Dealers Private Limited 15. Greensward Enterprise Private Limited 16. Anantadrishti Pedestal Private Limited
Terms and conditions of appointment/re-appointment	As mentioned in the Explanatory Statement
Relationship with other Directors/KMP of the Company	Related to Shri. Rajesh Khandwala

By Order of the Board of Directors

For KIFS Housing Finance Limited,

Sd/-

Vimal Khandwala
Managing director
DIN: 00477768

Date: July 27, 2026
Place: Mumbai