KIFS HOUSING FINANCE LIMITED

NOTICE IS HEREBY GIVEN THAT THE 15TH EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF KIFS HOUSING FINANCE LIMITED WILL BE HELD ON WEDNESDAY, NOVEMBER 30, 2022 AT 3.00 P.M. AT THE CORPORATE OFFICE SITUATED AT C - 902, LOTUS CORPORATE PARK, GRAHAM FIRTH COMPOUND, WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI – 400063, AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

SPECIAL BUSINESS:

1. **APPOINTMENT OF SHRI. SATISH GORDHAN MEHTA (DIN: 00110640) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri. Satish Gordhan Mehta (DIN: 00110640), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f. November 30, 2022, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Rule 6 (3) of the, Companies (Appointment and Qualification of Directors) Rules, 2014, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from November 30, 2022 to November 29, 2027, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration in consultation with Shri. Satish Mehta.

   RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors
For KIFS HOUSING FINANCE LIMITED,

Sd/-
VIMAL KHANDWALA
MANAGING DIRECTOR
DIN: 00477768

Date: November 29, 2022
Place: Mumbai

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

2. Members 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.

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 address to the Company.

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

Agenda Item No. 1

In terms of provisions of Sections 149, 152 and 160 of the Companies Act, 2013 read with Rule 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri. Satish Gordhan Mehta (DIN: 00110640) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors at its Meeting held on November 30, 2022, is proposed to be appointed as an Independent Director of the Company with approval of Members.

The Board of Directors of the Company upon the recommendation of Nomination and Remuneration Committee on November 30, 2022, have recommended the appointment of Shri. Satish Gordhan Mehta (DIN: 00110640) as an Independent Director for a first term of 5 (five) consecutive years.

Further, the following declarations are received from Shri. Satish Mehta:

i. Consent in form DIR-2 for being appointed as a Director pursuant to Section 152 of the Companies Act, 2013,
ii. Disclosure of Interest in other entities in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013,
iii. Confirmation of Non-disqualification in form DIR-8 for being appointed as Director pursuant to Section 164 of the Companies Act, 2013, and
iv. Declaration of Independence in accordance with Section 149 of the Companies Act, 2013

In the opinion of the Board, Shri. Satish Gordhan Mehta fulfils the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and the Fit and Proper Criteria as specified under Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. Members may also note that Shri. Satish Gordhan Mehta is independent of the management of the Company.

A brief profile of Shri. Satish Gordhan Mehta including the nature of his expertise, the names of companies in which he holds directorships and other details required for appointment of Independent Director as specified in Secretarial Standard – 2 are provided in Annexure to the notice. His office as an Independent Director of the Company would not be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

The Board of Directors are of the view that the Company would benefit immensely from the rich and varied experience of Shri. Satish Gordhan Mehta and accordingly the Board recommends approval for appointment of Shri. Satish Gordhan Mehta as an Independent Director and passing of the Ordinary Resolution as set out at Item No. 1.

Except Shri. Satish Gordhan Mehta and his relatives, none of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution.

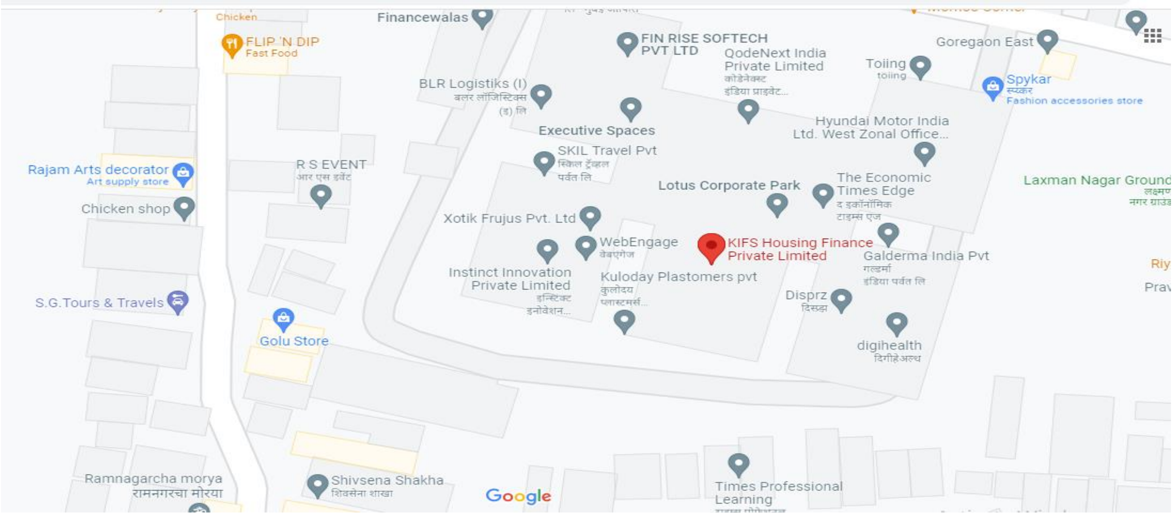
The Board recommends the passing of the resolution as **Ordinary Resolution.**

By Order of the Board of Directors
For KIFS HOUSING FINANCE LIMITED,

Sd/-
VIMAL KHANDWALA
MANAGING DIRECTOR
DIN: 00477768
Date: November 29, 2022
Place: Mumbai

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING

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



ATTENDANCE SLIP

CIN: U65922GJ2015PLC085079
Name of the Company: KIFS HOUSING FINANCE LIMITED
Registered office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat

15th Extra Ordinary General Meeting,
November 30, 2022, 3:00 PM

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 **15th Extra-Ordinary General Meeting** of the Company being held on **Wednesday, November 30, 2022 at 03.00 P.M**. at the Corporate office of the Company at **C - 902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai – 400063**.

____
Name of the Member / Proxy

____
Signature of the Member / Proxy

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]*

CIN: U65922GJ2015PLC085079
Name of the Company: KIFS HOUSING FINANCE LIMITED
Registered office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat

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 15th Extra Ordinary General Meeting of Members of the Company, to be held on November 30, 2022 at the Corporate office of the Company at **C - 902, Lotus Corporate Park, Graham Firth Compound, Western Express Highway, Goregaon (East), Mumbai – 400063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Appointment of Shri. Satish Gordhan Mehta (DIN: 00110640) as an Independent Director of the Company.

Signed this ……… day of……………. 2022
Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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.**