NOTICE IS HEREBY GIVEN THAT THE 20TH EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF KIFS HOUSING FINANCE LIMITED WILL BE HELD AT A SHORTER NOTICE ON MONDAY, OCTOBER 06, 2025 AT 11.30 A.M. AT ITS CORPORATE OFFICE SITUATED AT C-902, LOTUS CORPORATE PARK, GRAHAM FIRTH COMPOUND, WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI – 400063. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

APPROVAL FOR PARTICIPATION IN THE CIRP OF AVIOM INDIA HOUSING FINANCE PRIVATE LIMITED AND AUTHORIZATION FOR INVESTMENT/INFUSION OF FUNDS.

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

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a), 180(1)(c), 180(1)(f), 186 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder, the Insolvency and Bankruptcy Code, 2016 ("Code") and the Articles of Association of the Company and subject to all other applicable laws, regulations, and approvals, the consent of the Members of the Company be and is hereby accorded to participate in the Corporate Insolvency Resolution Process ("CIRP") of AVIOM India Housing Finance Private Limited ("Corporate Debtor"), and to submit, finalize and implement a Resolution Plan in accordance with the provisions of the Code.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board") to:

1. Infuse Rs. 100 crore as upfront equity and Rs 200 Cr approx will be offered through Non-Convertible Debentures (NCDs) with a tenor of three to five years, carrying a nominal interest rate of 0.01% per annum, interest payable, monthly/quarterly/annually with bullet repayment at maturity. These NCDs will be issued to the lenders in exchange for their entire existing loan exposure (as claimed in the financial creditors list approved by the RBI Administrator and Lender committee).
2. Borrow monies in excess of the limits specified under Section 180(1)(c) of the Act and create charge/mortgage/hypothecation or otherwise encumber the assets of the Company in favour of lenders, banks, financial institutions, debenture trustees, or any other persons, for the purposes of funding the Resolution Plan and/or meeting obligations under the Code.
3. Provide guarantees, securities, comfort letters, or undertakings in favour of the Resolution Professional/Administrator, Committee of Creditors ("CoC"), lenders, investors, or any regulatory/statutory authority, in connection with the Resolution Plan, notwithstanding that such investments, loans, guarantees, or securities together with the Company's existing investments/loans/guarantees/securities may exceed the limits prescribed under Section 186(2) of the Act.
4. Acquire by way of subscription, purchase, or otherwise, the entire issued and paid-up share capital of the Corporate Debtor (or such part thereof as may be required under the Resolution Plan) and to do all such acts, deeds, and things in relation thereto.
5. Apply for and obtain necessary approvals from any governmental, statutory or regulatory authority including but not limited to the Reserve Bank of India (RBI), Registrar of Companies (RoCs), National Housing Bank (NHB) or any other authority as may be applicable.

RESOLVED FURTHER THAT the Members hereby ratify and confirm all acts, deeds, matters, and things already undertaken by the Board, its committees or any Director/Authorized Signatory in connection with participation in the CIRP of the Corporate Debtor and submission of the Resolution Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Director(s) or Authorized Signatory(ies) of the Company, and to finalize, execute, sign, and deliver such agreements, deeds, writings, undertakings and documents and to take such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certified copy of resolution be furnished to the regulators/ Bank/institutions and/or such persons/ entities attested by any one Director or Chief Financial Officer or Company Secretary of the Company with a request to act thereon."

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

Sd/-
VIMAL KHANDWALA
MANAGING DIRECTOR
DIN: 00477768

Date: October 05, 2025
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

The Board of Directors of the Company, at its meeting held on October 05, 2025, considered a proposal to participate in the Corporate Insolvency Resolution Process (“CIRP”) of **AVIOM India Housing Finance Private Limited** ("Corporate Debtor"), which is undergoing insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 (“Code”) pursuant to an order of the National Company Law Tribunal (“NCLT”).

The Resolution Professional (“RP”) of the Corporate Debtor has issued an invitation for submission of Expression of Interest (EOI) and Resolution Plans from interested and eligible resolution applicants in accordance with the provisions of the Code and the Request for Resolution Plan (RFRP). The Company has submitted its EOI and has been shortlisted to participate further in the CIRP.

Participation in the CIRP offers a strategic opportunity for the Company to potentially acquire control of a registered housing finance company, which could complement its existing business objectives, provide access to a new customer base and diversify its asset portfolio. The acquisition would be implemented through an approved Resolution Plan under the Code and would be subject to the requisite approvals from the Committee of Creditors (CoC) and the Adjudicating Authority (NCLT).

As per the proposed Resolution Plan and in accordance with the terms laid down in the RFRP, the Company may be required to:

1. Infuse Rs. 100 crore as upfront equity and Rs 200 Cr approx will be offered through Non-Convertible Debentures (NCDs) with a tenor of three to five years, carrying a nominal interest rate of 0.01% per annum, interest payable, monthly/quarterly/annually with bullet repayment at maturity. These NCDs will be issued to the lenders in exchange for their entire existing loan exposure (as claimed in the financial creditors list approved by the RBI Administrator and Lender committee).
2. Borrow additional monies and provide security/charges over its own assets for funding the resolution plan, thereby crossing the borrowing limits prescribed under Section 180(1)(c) of the Companies Act, 2013.
3. Provide guarantees, undertakings, or securities in connection with the CIRP and performance obligations, which may result in the Company exceeding the limits for loans, investments, or guarantees as per Section 186(2) of the Companies Act, 2013.
4. Acquire part or full shareholding of the Corporate Debtor, potentially making it a wholly owned subsidiary or a controlled entity, subject to applicable laws.
5. Apply for and obtain regulatory approvals from authorities such as the Reserve Bank of India (RBI)**,** National Housing Bank (NHB)**,** Registrar of Companies (RoC) or any other authority as required for the implementation of the Resolution Plan and acquisition.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested (financial or otherwise) in the said resolution, financially or otherwise, except to the extent of their shareholding in the Company (if any).

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

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

Sd/-
VIMAL KHANDWALA
MANAGING DIRECTOR
DIN: 00477768

Date: October 05, 2025
Place: Mumbai

ATTENDANCE SLIP

CIN: U65922GJ2015PLC085079
Name of the Company: KIFS HOUSING FINANCE LIMITED
Registered office: 6th Floor, KIFS Corporate House, Beside Hotel Planet Landmark, Near Ashok Vatika BRTS, ISKON-Ambli Road, Bodakdev, Ambli, Ahmedabad, Gujarat – 380054.

20th Extra Ordinary General Meeting,
October 06, 2025, 11.30 a.m.

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 **20th Extra-Ordinary General Meeting** of the Company being held **at a shorter notice** on **Monday, October 06, 2025 at 11.30 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.**

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

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 20th Extra Ordinary General Meeting of Members of the Company, to be held **at a shorter notice** on **Monday, October 06, 2025** at **11.30 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** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.1

APPROVAL FOR PARTICIPATION IN THE CIRP OF AVIOM INDIA HOUSING FINANCE PRIVATE LIMITED AND AUTHORIZATION FOR INVESTMENT/INFUSION OF FUNDS.

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

Signature of Proxy holder(s)

Note:

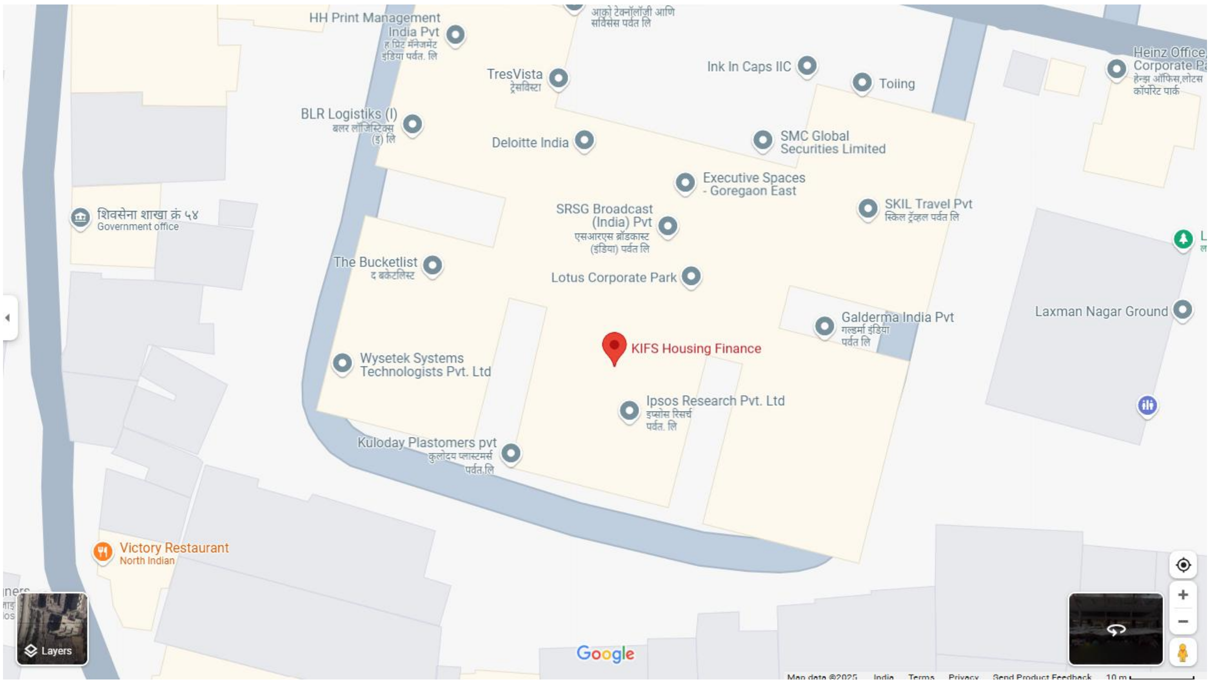
- **This form of proxy in order to be effective should be duly completed, signed, stamped & deposited at the Registered Office of the Company, not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**
- **It is optional to indicate your preference. If you leave the 'for', 'against' 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.**

Affix Revenue Stamp

KIFS HOUSING FINANCE LIMITED

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING

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



Registered Office: 6th Floor, KIFS Corporate House, Beside Hotel Planet Landmark, Near Ashok Vatika BRTS, ISKON-Ambli Road, Bodakdev, Ambli, Ahmedabad, Gujarat – 380054.
Corporate Office: C-902, Lotus 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**