



KIFS HOUSING FINANCE LIMITED

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF KIFS HOUSING FINANCE LIMITED WILL BE HELD ON THURSDAY, JULY 01, 2021 AT 11.00 A.M. AT THE REGISTERED OFFICE SITUATED AT B-81, PARISEEMA COMPLEX, C. G. ROAD, ELLISBRIDGE, AHMEDABAD - 380006, TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS

1. **To receive, consider, approve and adopt the Audited Financial Statements of the Company for the half year and year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021 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 consider re-appointment of Mr. Kartik Mehta (DIN: 02083342), Non-Executive Director who retires by rotation and, being eligible, offers himself for re-appointment.**
3. **To re-appoint Statutory Auditor**

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

“**RESOLVED THAT** pursuant to provisions of section 139 and 142 of the Companies Act 2013 read with rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, M/s. Manubhai & Shah LLP, Chartered Accountants, having Firm Registration No. 106041W/W100136, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of Sixth (6th) Annual General Meeting until the conclusion of the Eleventh (11th) Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

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

To consider and, if thought fit, to pass 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 for borrowing 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 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/to be borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any given time shall not at any time exceed Rs. 1000 Crore (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors, President - Finance, Chief Financial Officer and 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.”

Registered Office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad - 380006, Gujarat, India.

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**

5. **To re-appoint Shri Rajesh P. Khandwala as a Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 Managing Director of the Company for a period of 5 (five) years with effect from March 04, 2021 till March 03, 2026 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.”

6. **To re-appoint Shri Vimal P. Khandwala as a Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 March 04, 2021 till March 03, 2026 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.”

By Order of the Board of Directors
for **KIFS Housing Finance Limited**,
Sd/-
Rajesh khandwala
Chairman & Managing director
DIN: 00477673

Date: June 07, 2021
Place: Ahmedabad



KIFS HOUSING FINANCE LIMITED

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 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 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 to the 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 request by a member of the Company.
11. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.kifshousing.com/>

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



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

Agenda Item No. 4

The members of the Company at its previous Annual general Meeting held on June 11, 2020, 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 Crores (Rupees One Thousand Crores) for the FY 2020-2021.

However the borrowings of the Company for the FY 2020-2021 has yet not reached the limit and the Company would continue to borrow funds to meet the increased business volumes and growth of the Company, thus it is necessary that the borrowing powers shall remain same so as to match the business targets.

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.

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 to borrow monies and inter alia, authorized the Board to secure its borrowing by way of mortgage / charge on the assets of the Company, which shall not exceed the maximum limit prescribed by Reserve Bank of India i.e. 12 times of Net Owned Fund or a sum of Rs. 1000 Crores, whichever is less, subject to RBI Directions.

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.

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

Agenda Item No. 5

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 60th Board Meeting held on the March 04, 2021 since the tenure of the Mr. Rajesh Khandwala, Managing Director had expired on March 03, 2021.

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 04/03/2021 till 3/03/2026

(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 Managing Director from from March 04, 2021 till March 03, 2026. 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 **Ordinary Resolution** as per the accompanying Notice, for approval by the Members of the Company.



Agenda Item No. 6

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 60th Board Meeting held on the March 04, 2021 since the tenure of the Mr. Vimal Khandwala, Managing Director had expired on March 03, 2021.

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 04/03/2021 till 3/03/2026

(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 March 04, 2021 till March 03, 2026.

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 **Ordinary Resolution** as per the accompanying Notice, for approval by the Members of the Company.

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

Sd/-
Rajesh Khandwala,
Chairman & Managing Director
DIN: 00477673

Date: June 07, 2021
Place: Ahmedabad

ADDITIONAL INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARDS-2

Agenda Item No. 2

Details of Mr. Kartik Mehta, Non-Executive Director (DIN: 02083342) on the Board of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Name of the Director	Mr. Kartik Mehta
Designation	Non-Executive Director
Date of Birth/Age	26-06-1968/ 52 years
DIN	02083342
Date of First appointment on the Board	March 4, 2016 as a Non-Executive Director of the Company
Qualification	Bachelor of Commerce
Experience	<ul style="list-style-type: none"> • Career banker with more than 26 years of experience in banking and financial services • Has worked across various functions including corporate finance, treasury management, Retail banking and distribution, agriculture credit and priority sector and microfinance during his banking career • Has been associated as a microfinance practitioner and also been involved with some pioneering work in the banking correspondent space • Chartered Accountant, Cost Accountant and a qualified Certified Financial Planner (CFP)
Shareholding in the Company	0.10001 %
Number of Board Meetings attended during the year	2
Chairperson/ Membership of Committees of other Company	<u>Pahal Financial Services Limited</u> Audit Committee, Member Finance Committee, Member Stakeholder Relationship Committee, Member
Directorships held in other Company as on date	Pahal Financial Services Private Limited Suyash Advisory LLP Sprinkle Advisors LLP
Terms and conditions of appointment/re-appointment	Appointed as a Non-Executive of the Company w.e.f. March 4, 2016, liable to retire by rotation. Remuneration sought to be paid: Sitting fees INR 10,000/- Board Meeting and per Committee Meeting. Remuneration last drawn: INR 60,000/- as sitting fees for attending Board Meetings and Committee Meetings during the Financial Year 2020-21
Relationship with other Directors/KMP of the Company	Not related to any Director or Key Managerial Personnel. Company has no Manager.



KIFS HOUSING FINANCE LIMITED

Agenda Item No. 5

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	Managing Director
Date of Birth/Age	23-06-1964/ 57 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 55 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	11
Chairperson/ Membership of Committees of other Company	<u>KIFS Financial Services Limited</u> Audit Committee Shareholders Grievance Committee Risk Management Committee Corporate Social Responsibility Committee <u>KIFS Trade Capital Private Limited</u> Corporate Social Responsibility Committee <u>Khandwala Finstock Private Limited</u> 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
Terms and conditions of appointment/re-appointment	As mentioned in the Explanatory Statement

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KIFS HOUSING FINANCE LIMITED

Relationship with other Directors/KMP of the Company	Related to Shri. Vimal Khandwala
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Agenda Item No. 6

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

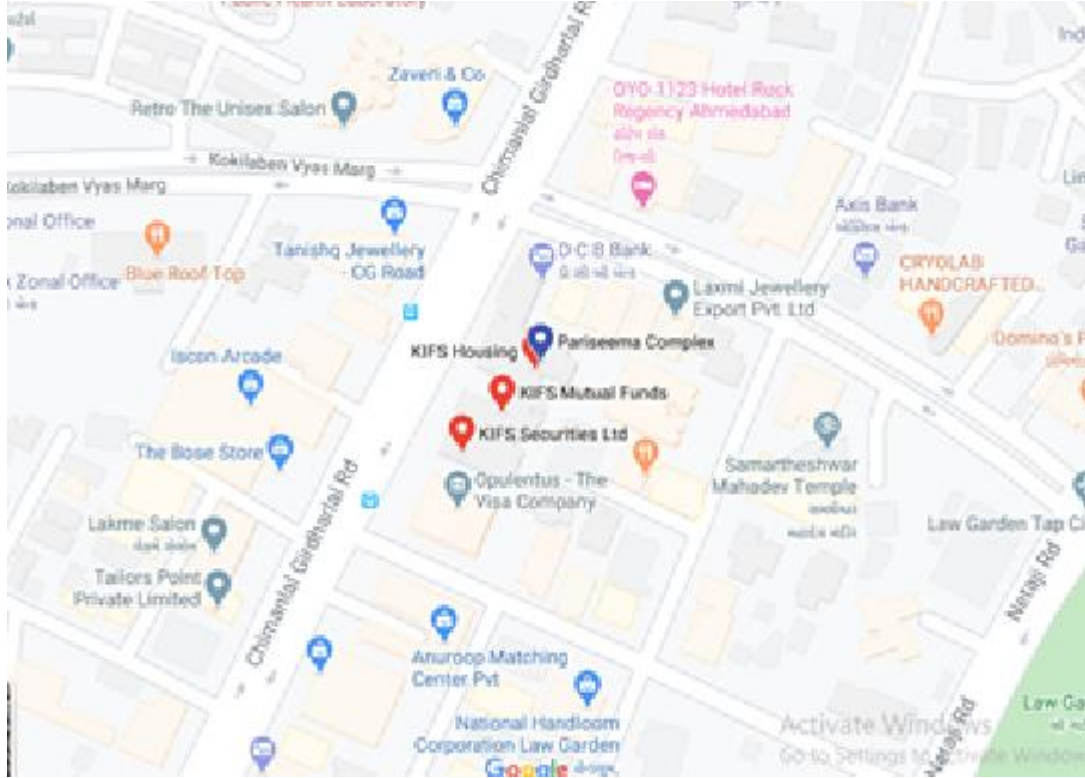
Name of the Director	Mr. Vimal Khandwala
Designation	Managing Director
Date of Birth/Age	05-02-1971/ 50 years
DIN	00477768
Date of First appointment on the Board	November 16, 2015 as a Managing Director of the Company
Qualification	Graduation in Commerce
Experience	Mr. Vimal P. Khandwala is a Commerce 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	11
Chairperson/ Membership of Committees of other Company	None
Directorships held in other Company as on date	<ol style="list-style-type: none"> 1. KIFS International LLP 2. KIFS Estate LLP 3. KIFS Financial Services Limited 4. KIFS Bullion Private Limited 5. KIFS Motors Private Limited 6. Padmaja E-Commerce Private Limited 7. KIFS Trade Capital Private Limited 8. Khandwala Finstock Pvt Ltd 9. Khandwala Commercial Private Limited 10. Amoureux Enterprise 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



KIFS HOUSING FINANCE LIMITED

ROUTE MAP FOR EXTRA - ORDINARY MEETING

Address: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006



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KIFS HOUSING FINANCE LIMITED

ATTENDANCE SLIP

KIFS HOUSING FINANCE LIMITED

CIN: U65922GJ2015PLC085079

Registered office: B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat

6th Annual General Meeting, July 01, 2021, 11:00 AM

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 6th **Annual General Meeting** of the Company being held on Thursday, **July 01, 2021 at 11.00 A.M.** at the registered office of the Company at B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat.

Name of the Member / Proxy

Signature of the Member / Proxy

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KIFS HOUSING FINANCE LIMITED

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: 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 6th Annual General Meeting of members of the Company, to be held on July 01, 2021 at the Registered office of the Company at B-81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad - 380006, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

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 half year and year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021 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 consider re-appointment of Mr. Kartik Mehta (DIN: 02083342), Non-Executive Director who retires by rotation and, being eligible, offers himself for re-appointment.	
3.	To re-appoint Statutory Auditor	
4.	To re-appoint Shri Rajesh P. Khandwala as a Managing Director of the Company	
5.	To re-appoint Shri Vimal P. Khandwala as a Managing Director of the Company	
	SPECIAL RESOLUTIONS	
1.	To approve borrowing limits under Section 180(1)(c) of the Companies Act, 2013	

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Affix Revenue
Stamp

Signed this day of..... 2021
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.**