



Notice of the Extra-ordinary General Meeting

Notice is hereby given that 01/2024-25 Extra Ordinary General Meeting of Members of IKF Finance Limited will be held on Saturday, the 29th day of June, 2024 at the Registered Office of the Company situated at #40-1-144, 3rd Floor, Corporate Centre, M.G.Road, Vijaywada-520010, Andhra Pradesh, at 4.00 P.M., to transact the following special business(es):

Item No. 1: To appoint Sri Kannan (DIN 01354529) as an Independent Director of the Company

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors, **Sri Kannan (DIN 01354529)** who was appointed as an Additional Director (Category – Independent) of the Company on 13.02.2024, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years w.e.f February 13, 2024 to February 12, 2029 and whose office shall not be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Sri Kannan (DIN 01354529)** Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules made thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

Item No. 2: To appoint Sri Raman Uberoi (DIN 03407353) as an Independent Director of the Company

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors, **Sri Raman Uberoi (DIN 03407353)** who was appointed as an Additional Director



(Category – Independent) of the Company on 13.02.2024, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years w.e.f February 13, 2024 to February 12, 2029 and whose office shall not be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Sri Raman Uberoi (DIN 03407353)** Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules made thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

Item No. 3: To adopt reinstated Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (‘the Act’), and the Articles of Association of the Company (the “**AOA**”), as agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution) and in order to align the new Shareholders Agreement with the Promoters, Vistra ITCL(India) Limited, India Business Excellence Funds IIA, Accion Digital Transformation Fund LP and Teachers Insurance and Annuity Association of America, the approval of the shareholders of the Company be and is hereby accorded to substitute its existing Article of Association with a new set of Articles of Association which is placed before the meeting and initialed by the Chairman for the purpose of identification.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors, be and are hereby authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board, as the case may be.”



“**RESOLVED FURTHER THAT** the copies of the foregoing resolutions certified to be true copies by any director or company secretary of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary.”

By Order of the Board of Directors
For IKF Finance Limited

Sd/-

Ch. Sreenivasa Rao
Company Secretary
M. No: 14723

Place: Vijayawada
Date: 29.05.2024



NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Extraordinary General Meeting ('EGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 1 to 3 given above as Special Business(es) in the forthcoming EGM, as it is unavoidable in nature.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM.

The facility for voting, through polling paper shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote either by polling paper or by e-voting at the EGM. Poll is conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final.

3. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company.

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. The route map showing directions to reach the venue of the meeting is annexed to this notice.
5. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copy of Notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Company has fixed 21st June, 2024 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and e-voting in the EGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the EGM.
7. The Register of Members and Transfer Book of the Company will be closed from 25th June 2024, to 29 June, 2024 (both days inclusive).



8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ikffinance.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
9. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the members at the registered office during business hours from 9:30 A.M. to 6:30 P.M. on any working day and during the EGM. Members seeking to inspect such documents can send an email to sreenivas@ikffinance.com.
11. Members whose shareholding is in electronic mode are requested to update the change of address, with a view to using natural resources responsibly, we request the shareholders to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
14. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) The voting period begins on Wednesday, 26th day of June, 2024 at 9.00 a.m. IST and ends on Friday, 28th day of June, 2024 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, the 21th day of June, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter

	<p>your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVSN 240604003** for the relevant **IKF FINANCE LIMITED** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs@bssandassociates.com with a copy marked to sreenivas@ikffinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to bsshyd@bigshareonline.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to bsshyd@bigshareonline.com
3. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

- 1 Details of Scrutinizer: Mr. Srikanth Somepalli, partner representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- 2 The Scrutinizer’s decision on the validity of the vote shall be final.
- 3 The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the EGM will make a consolidated Scrutinizer’s Report and submit the same forthwith within three days conclusion of



- the EGM to the Chairman of the Company/meeting or a person authorised by him in writing, who shall countersign the same.
- 4 The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. www.ikffinance.com and on the website of BSE Limited at www.bseindia.com immediately after the declaration of results by the Chairman or a person authorized by him. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
 - 5 The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the EGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

By Order of the Board of Directors of
IKF Finance Limited

Place: Vijayawada
Date : 29.05.2024

Ch Sreenivasa Rao
Company Secretary
M No. A14723



Explanatory Statement and disclosures
[Pursuant to Section 102 & other applicable provisions of the Companies Act, 2013]

Item No. 1

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed **Sri Kannan (DIN 01354529)** as an Additional Director (Non-Executive and Independent) on the Board of the Company with effect from 13th February, 2024.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from shareholder pursuant to Section 160 of the Act, proposing the candidature of **Sri Kannan (DIN 01354529)**, for the office of Independent Director, to be appointed as such under the provisions of the Companies Act.

The Company has received from **Sri Kannan (DIN 01354529)**, a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Sri Kannan (DIN 01354529) brings a wealth of experience and expertise to the Board, having completed his B.Sc (Hons), P.G. Diploma in Business Administration, and CAIIB (Certified Associate of the Indian Institute of Bankers). With over 40 years of experience in various banks, he possesses the necessary skills and knowledge to significantly contribute to the Company. The Board is of the opinion that **Sri Kannan's** rich and diverse experience is a valuable asset to the Company and his appointment as Director will add value and enrich the decision-making process and will also be in the best interest of the Company. The Board hereby confirms that Sri Kannan is not related and is independent of the management of the Company.

Further, as stipulated under Secretarial Standard-2, brief profile of **Sri Kannan (DIN 01354529)** is provided below in Table A below:

Name	Kannan
Age	69 Years
Qualifications	B.Sc (Hons), P.G. Diploma in Business Administration and CAIIB (Certified Associate of the Indian Institute of Bankers)
Experience	<u>Director (independent)</u> in the board of Maximus Asset Reconstruction Company Limited, Vijayawada since December, 2017. Member of the Settlement Advisory Committee of Canara Bank Earlier Positions Held: important / assignments: *Chairman and Managing Director of Vijaya Bank (from 01 01 2014 to 31 12 2014) *Executive Director of Oriental Bank of Commerce (Dec 2010 to Dec 2013) <u>Director (independent)</u> on the board of Canara Robecco Asset Management Company Limited (2016 – 2021).



	<p>Debtore trustee committee member at Catalyst Trustee Company of Pune in respect of resolution of Dewan Housing Finance Limited (DHFL), insolvency resolution representing the debtore holders.</p> <p>Director on the board of SBI Factors (erstwhile Global Trade Finance Limited) (2008 – 2010)</p> <p>Director on the board of Canara HSBC Oriental Bank of Commerce Insurance Company Limited (2012 – 2013)</p> <p>Member of the Management committee of the Indian Banks Association (2014). Alternate Chairman of the sub-committee of IBA on retail lending (2014)</p> <p>Member on the Management committee of the Foreign Exchange Dealers Association of India (FEDAI)</p> <p>Bank of Maharashtra – from position of probationary officer to General Manager during 1976 – 2010.</p> <p>During this period has held the following positions:</p> <ol style="list-style-type: none"> 1. Head of Integrated treasury of the Bank 2. Headed the credit department of the Bank. <p>Headed the Zones of Mumbai Metropolitan zone, Andhra Pradesh Zone and Karnataka and Kerala Zones.</p>
Terms and Conditions of appointment	As detailed in the resolution No.1 and explanatory statement.
Details of remuneration	No remuneration
Details of remuneration last drawn	Nil
Date of first appointment	13.02.2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Nil
Number of meetings attended from the date of appointment till the date of Notice of this EGM	2
Directorships of other Board	Independent Director in the board of Maximus Arc Limited, since December, 2017
Membership/Chairmanship of Committees of other Board	Member of the Settlement Advisory Committee of Canara Bank

Except **Sri Kannan (DIN 01354529)**, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution in relation to the appointment of Sri Kannan as Non-Executive and Independent Director of the Company as set out in Item No. 1 for approval of the Members by way of Ordinary Resolution.

Item No. 2



As per recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed **Sri Raman Uberoi (DIN 03407353)** as an Additional Director (Non-Executive and Independent) on the Board of the Company with effect from 13th February, 2024.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from shareholder pursuant to Section 160 of the Act, proposing the candidature of **Sri Raman Uberoi (DIN 03407353)**, for the office of Independent Director, to be appointed as such under the provisions of the Companies Act.

The Company has received from **Sri Raman Uberoi (DIN 03407353)**, a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Sri Raman Uberoi (DIN 03407353) is B.Com (Hons) and associate member of Institute of Chartered Accountants of India, with more than 30 years of experience working in diversified business. The Board is of the opinion that his expertise in finance field will provide wider perspective which can contribute to the business growth and strategic development of the Company and can assist in achieving the objectives of the Company in the years to come. The Board hereby confirms that Sri Raman Uberoi is not related and is independent of the management of the Company.

Further, as stipulated under Secretarial Standard-2, brief profile of **Sri Raman Uberoi (DIN 03407353)** is provided below in Table A below:

Name	Raman Uberoi
Age	66 Years
Qualifications	B. Com (Hons), Associate member of Institute of Chartered Accountants of India.
Experience	<p>CRISIL Limited (May 2016 – ongoing) Senior Advisor Government & Regulatory Relations After having left CRISIL in April, 2016, still associated with CRISIL in advisory role and advising CRISIL in its regulatory and government relationships. Have led CRISIL's initiative in fostering regulatory and government relationships and have been part of all consultations with regulators and stakeholders with respect to business rules and guidelines.</p> <p>PG Electroplast Limited (March 2023 - ongoing)</p> <p>Director Have joined the Board of PG Electroplast Limited as an independent director. PG Electroplast Limited is one of India's leading consumer goods manufacturer and is a one-stop solution for leading Indian and global brands. It is the largest supplier of Plastic Moulded components for the Consumer Durables and Consumer Electronics Industry in India and part of the Audit Committee_</p> <p>TruBoard Partners Private Limited (October 2021- ongoing)</p>

	<p>Director Have joined the Board of TruBoard as an independent director. TruBoard Partners is an independent tech focused monitoring solutions provider. They develop bespoke solutions for capital providers to manage their investments and improve post investment decision making.</p> <p>Dvara KGFS (Mav 2021 - ongoing) Director</p> <p>Have joined the Board of Dvara KGFS as an independent director. Dvara KGFS's mission is to maximise the financial well-being of every individual and every enterprise by providing complete access to financial services in remote rural India. He chair the Audit Committee and member of the Nomination & Remuneration and CSR committee.</p> <p>Miscellanies assignments (May 2016- on going) Member of "SEBI Market Data Advisory Committee" which is looking at improving transparency in the capital markets and increasing the availability of data for all stakeholders. Also a member on the expert committee set up by Tamil Nadu Government on improving access of loans to MSMEs.</p> <p>During the last 4 years have done multiple assignments with Ministry of Finance, ADB and World Bank in the areas of infrastructure financing, infrastructure sector outlooks and SME financing as an independent consultant/association with other consultants. Played a key role in the development of the National Infrastructure Pipeline for GOI. Have been providing guidance to two startups in the areas of agritech and fintech and a mentor on India Rath, a startup incubator</p>
Terms and Conditions of appointment	As detailed in the resolution No.2 and explanatory statement.
Details of remuneration	No remuneration
Details of remuneration last drawn	Nil
Date of first appointment	13.02.2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Nil
Number of meetings attended from the date of appointment till the date of Notice of this EGM	2
Directorships of other Board	<p>Independent Director in the board of PG Electroplast Limited, since March 2023</p> <p>Director in board of TruBoard Private Limited, since October 2021</p> <p>Director in board of Dvara Kshetriya Gramin Financial Services Private Limited, since May 2021</p>



Membership/Chairmanship of Committees of other Board	Member of “SEBI Market Data Advisory Committee” Member on the expert committee set up by Tamil Nadu Government
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Except **Sri Raman Uberoi (DIN 03407353)**, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution in relation to the appointment of Sri Raman Uberoi as Non-Executive and Independent Director of the Company as set out in Item No. 2 for approval of the Members by way of Ordinary Resolution.

Item No. 3

The Company has entered into Shareholders’ Agreement Dt 17.08.2023 with the Promoters, Vistra ITCL(India) Limited, India Buisness Excellence Funds IIA, Accion Digital Transformation Fund LP and Teachers Insurance and Annuity Association of America and raised new equity capital through private placement offer by issuing new Equity Shares. In line with Shareholders’ Agreement the Company is required to amend its existing Article of Association (AOA). The Board of Directors, in their meeting held on 29.05.2024, discussed and approved the new Reinstated Article of Association of the company (AOA) in order to align the Shareholders’ Agreement, subject to the approval of the Shareholders of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment of the Articles of Association of a Company requires the approval of the shareholders of the Company. As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed reinstated Articles of Association will be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M. on any working day.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as Special Resolution.

None of the Directors, managers of the Company, other key managerial personnel and relatives of Directors, managers or key managerial personnel are in any way concerned or interested in the said Resolution except to the extent of their shareholding and directorship in the Company.

By Order of the Board of Directors
For IKF Finance Limited

Sd/-

(ChSreenivasa Rao)
Company Secretary

Place : Vijayawada
Date: 29.05.2024



IKF FINANCE LIMITED

Regd. Office: 40-1-144,3rd FLOOR, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010

**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]*

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/ We, being the member (s) of shares of the above named company, hereby appoint

Name:.....
E-mail Id:
Address:.....
Signature: or failing him

Signature: or failing him as my/ our proxy to attend and vote
(on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on
Saturday, 29th June 2023 at 4.00 p.m., at the registered office of the Company situated at Office 40-1-144,3rd
Floor, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010 and at any adjournment thereof in
respect of such resolutions as are indicated below:

SI No	Special Businesses	For	Against	Abstain
1	To appoint of Sri Kannan (DIN 01354529) as an Independent Director of the Company			
2	To appoint of Sri Raman Uberoi (DIN 03407353) as an Independent Director of the Company			
3	To adopt reinstated Articles of Association of the Company			

Signed this..... day of __, June 2024
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 and deposited at Registered Office of the Company, not less than 48hours before the commencement of the Meeting.



IKF FINANCE LIMITED

Regd. Office: 40-1-144,3rd FLOOR, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010
(To be handed over at entrance of the Meeting Venue)

ATTENDANCE SLIP

Folio No. DP. ID No./ Client ID

.....

Name of the Member Signature

Name of Proxy Holder Signature

.....

No. of share held

.E-mail ID

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Saturday, 29th June 2024 at 4:00 p.m., at the registered office of the Company situated at Office 40-1-144,3rd Floor, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the EGM Notice for reference at the Meeting.

Note: Please fill this Admission Slip and hand it over at the entrance. Shareholders who come to attend the meeting are requested to bring the copies of the Notice of EGM also with them.

IKF Finance Limited
Address :#40-1-144, Corporate Centre, M.G.Road, Vijayawada-520010.

Route Map

