



## Notice of the Extra-ordinary General Meeting

Notice is hereby given that 02/2022-23 Extra Ordinary General Meeting of Members of IKF Finance Limited will be held on Monday the 20<sup>th</sup> day of March, 2023 at the Registered Office of the Company situated at #40-1-144, 3<sup>rd</sup> Floor, Corporate Centre, M.G.Road, Vijaywada-520010, Andhra Pradesh at 4.00 P.M, to transact the following special business:

### **ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTER MEMORANDUM 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 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, Clause V, i.e., Capital Clause of the Memorandum of Association of the company be and is hereby amended with substitution of the following clause wherever required-

#### **Memorandum of Association**

V. The Authorized Share Capital of the company is Rs.105,00,00,000/- (Rupees One Hundred and Five Cores only) divided into 8,00,00,000 (Eight Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each and 25,00,000 (Twenty Five Lac only) Preference Shares of Rs.100/- (Rupees One Hundred only) with rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being. The company has power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the regulations of the company for the time being.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies and other statutory authorities and to do all other acts, deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution.”

### **ITEM NO. 2: TO ALTER THE 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 other applicable provisions and the rules made there under, if any, of the Companies Act, 2013, Article 3 of the Articles of Association of the company be and is hereby amended with substitution of the following Article wherever required.

#### **Articles of Association**



3. The Authorized Share Capital of the company is Rs.105,00,00,000/- (Rupees One Hundred and Five Crores only) divided into 8,00,00,000 (Eight Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each and 25,00,000 (Twenty Five Lac only) Preference Shares of Rs.100/- (Rupees One Hundred only). The Company shall have power to increase, consolidate, sub-divide, reduce or otherwise alter its share capital subject to the provisions of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies and other statutory authorities and to do all other acts, deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution.”

**ITEM NO. 3: APPROVAL TO CREATE, OFFER AND ISSUE UP TO 93,02,326 (NINETY THREE LAC TWO THOUSAND THREE HUNDRED AND TWENTY SIX ONLY) EQUITY SHARES ON PRIVATE PLACEMENT BASIS**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) 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) and all other applicable laws, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Reserve Bank of India (“RBI”) and other competent authorities; and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory authorities the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute) to create, offer, issue and allot upto **93,02,326 (Ninety Three Lac Two Thousand Three Hundred and Twenty Six only)** Equity Shares of the Company of face value Rs.10/- (Rupees Ten only) each at a premium of Rs.205 (Rupees Two Hundred and Five only) i.e. total subscription price of Rs.215 (Rupees Two Hundred and Fifteen only) per share (“Equity Shares”), aggregating up to Rs.200,00,00,090 (Rupees Two Hundred Crore and Ninety only), in one or more tranches, for a period of one year from the date of passing of this resolution to the identified persons and on such terms and conditions which may be agreed by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the shares to be issued and allotted shall rank pari-passu with the existing shares of the Company in all respects including dividend, voting, winding up rights and all other rights and privileges as may be assigned from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, things and to give directions as may be necessary or desired and to accept any modifications in the above proposal as may be required by the authorities involved and also settle any questions or difficulties that may arise in respect of offer, issue and allotment of Equity Shares.”



“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to file necessary forms, documents and papers with the Registrar and all other authorities concerned and to do all such acts, deeds and things as may be required to execute all such writings and instruments in connection with the issue and allotment of Equity Shares as the Board may in its absolute discretion deem necessary or desirable for giving effect to this resolution.”

“**RESOLVED FURTHER THAT** certified true copy of the resolution be furnished under signature of any Director or Company Secretary of the Company, as and when demanded for proper implementation or furnished to the requisite statutory authorities or to any other person concerned or interested in the matter.”

By Order of the Board of Directors  
For IKF Finance Limited

**Sd/-**

(ChSreenivasa Rao)  
Company Secretary

Place : Vijayawada  
Date: 21.02.2023



## 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 Businesses 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.
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.
4. 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).
5. The Company has fixed 13<sup>th</sup> March, 2023 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-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 e-EGM.
6. The Register of Members and Transfer Book of the Company will be closed from 13<sup>th</sup> March 2023, to 19<sup>th</sup> March , 2023 (both days inclusive).
7. 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](http://www.ikffinance.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
8. 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.

9. 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 the EGM. All documents referred to in the Notice will also be available for inspection at the registered office during the EGM. Members seeking to inspect such documents can send an email to [sreenivas@ikffinance.com](mailto:sreenivas@ikffinance.com).
10. 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.
11. 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.
12. 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 e- EGM.

#### **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 17<sup>th</sup> day of March, 2023 at 9.00 a.m. IST and ends on 19<sup>th</sup> day of March, 2023 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 Monday, the 13<sup>th</sup> day of March, 2023 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](http://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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at</li> </ol>

	<p><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 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 &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- (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** 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](http://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](mailto: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; [sreenivas@ikffinance.com](mailto: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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact attoll 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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

#### **GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS**

- 1 Details of Scrutinizer: 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 two working 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](http://www.ikffinance.com) and on the website of BSE Limited at [www.bseindia.com](http://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**

Sd/-  
**Ch Sreenivasa Rao**  
Company Secretary  
M No. A14723

Place: Vijayawada  
Date : 21.02.2023



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

**Item No. 1 & 2**

Presently, the Authorized Share Capital of the Company is Rs.85,00,00,000.00 divided into 6,00,00,000 Equity Shares of face value of Rs.10.00 each and 25,00,000 Preference Shares of Rs.100.00 each. Out of which the paid up share capital of the Company is Rs.56,99,36,320 divided into 5,69,93,632 equity shares of Rs.10/- each. The Board of Directors have proposed to issue the equity shares through Private Placement. So, in view of the proposed issuance of equity shares, the present Authorised Share Capital of the Company needs to be increased.

Keeping in view the proposed issuance, the Company intends to increase the authorized share capital of company from Rs.85.00 Crores to Rs.105.00 Crores by creation of additional 2,00,00,000 equity shares of Rs. 10/- each.

It is, therefore proposed to alter the Memorandum and Articles of Association of Company pursuant to Sections 13 and 14 of the Companies Act, 2013 read with Section 61(1) of the Companies Act, 2013, to give effect to the said resolution.

As the amendment consequent to the increase of Authorized Share Capital requires amendment of Memorandum and Articles of Association, by way of passing Special Resolutions in the General Meeting under Sections 13, 14 and 61(1) of the Companies Act, 2013 the same Resolutions are recommended for your approval.

Copies of Memorandum and Articles of Association as amended are kept for inspection at the Registered Office of the Company during the business hours of the Company.

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.

**Item No. 3**

The Board has proposed to issue up to **93,02,326 Equity shares** of Rs.10/- each at a premium of Rs.205/- to the persons selective other than to promoters and persons acting in concert on through private placement, on the terms and conditions as mentioned herein below:

Information required under section 102 of the Companies Act, 2013 are as follows:

**The nature of concern or interest, financial or otherwise, if any of (i) director, manager; (ii) other key managerial personnel; or (iii) relatives of the persons mentioned in (i) and (ii):**

None of the directors / managers / key managerial personnel / or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.



**1. The disclosures pursuant to Rule 14(1) the of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:**

<b>RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014</b>	
Particulars of the offer including date of passing of Board resolution	Offer and issue of up to 93,02,326 Equity Shares of Rs.10/- each at a premium of Rs.205 per Equity Share. Board Meeting Date: 21.02.2023
Kinds of Securities Offered and the Price at which security is being offered	Equity Shares Price : Rs.215 (Face Value of Rs.10/- per share and Rs.205/- as Premium per share)
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issue price has been arrived based on the valuation report issued by a registered valuer. A copy of the valuation report dated will be available for inspection at the registered office of the company during business hours of the Company till the date of the meeting.
Name and address of the valuer who performed the valuation	NishantSoniand Associates Registered Valuer Unit No 122, Nahar& Seth Estate Cardinal Gracious Road, Andheri (E), Mumbai 400099.
Amount which the company intends to raise by way of such securities	Up to Rs.200,00,00,090 (Rupees Two Hundred Crore and Ninety only)
(a)Material terms of raising such securities	Issue and allotment of 93,02,326 Equity Shares at Rs.215 including premium of Rs.205 per share for cash may be done in one or multiple tranches, as may be decided by the Board.
(b)Proposed time schedule	Equity Shares will be issued within 30 days of this meeting and the allotment will be completed within 60 days from the date of receipt of application money.
(c)Purpose of Offer	To meet general business requirements addressing working capital needs as well as expansion of business activities
(d)Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objections	None of the Promoters or Directors or Key Managerial Personnel intends to subscribe to the proposed issue.
(e) principal terms of assets charged as securities.	Not Applicable

The Board of Directors of the company recommends the special resolution for approval of the members in the meeting.

The relevant books and documents are available for inspection during business hours of the Company till the date of the meeting.



By Order of the Board of Directors  
For IKF Finance Limited

**Sd/-**

(ChSreenivasa Rao)  
Company Secretary

Place : Vijayawada  
Date: 21.02.2023



**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 20<sup>th</sup> March, 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:

Sl No	Special Businesses	For	Against	Abstain
1	To increase the authorised share capital of the Company and alter Memorandum of Association of the Company			
2	To alter the Articles of Association of the Company			
3	Approval to create, offer and issue up to 93,02,326 (Ninety Three Lac Two Thousand Three Hundred And Twenty Six Only) Equity Shares On Private Placement Basis			

Signed this..... day of March 2023

Signature of shareholder..... Signature of Proxy holder(s) .....

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.

Affix  
Revenue  
Stamp



***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 20<sup>th</sup> March 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

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report 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 AGM also with them.

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

### **Route Map**

