



Notice of the Extra-ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of Members of IKF Finance Limited will be held on Monday the 13th day of February, 2023 at the Registered Office of the Company situated at #40-1-14, Corporate Centre, M.G.Road, Vijaywada-520010, Andhra Pradesh at 4.00 P.M, to transact the following special business:

ITEM NO. 1: Approval to create, offer, issue and allot up to 36,97,690 Equity Shares by way of preferential offer through private placement

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 Section 42, 62(1)(c) 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, Rule 13 of the Companies (Share Capital and Debentures) 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 to constitute, create, offer, issue and allot upto **36,97,690** (Thirty Six Lac Ninety Seven Thousand Six Hundred and Ninety 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. 79,50,03,350 (Seventy Nine Crore Fifty Lac Three Thousand Three Hundred and Fifty only) to the following investors (“Proposed Allottee”) by way of preferential offer through private placement.”

S No	Name of the Allottee	No of shares	Amount
1	Nikhil Priya	1,39,535	3,00,00,025
2	Niraj Sethi	1,39,535	3,00,00,025
3	The V R Nandagopal Trust	2,32,559	5,00,00,185
4	Gauri Khan Family Trust	1,39,535	3,00,00,025
5	Rajaram Moreshwar Ajgaonkar	93,024	2,00,00,160
6	CHANDRIKA DOSHI	93,024	2,00,00,160
7	ELLENBARRIE INDUSTRIAL GASES LTD	2,32,559	5,00,00,185
8	Ramesh Pillai	1,39,535	3,00,00,025
9	Mahendra Gaunekar	1,39,535	3,00,00,025
10	Rahul Arun Bagaria	2,32,559	5,00,00,185
11	Prakash Dhariwal	93,024	2,00,00,160
12	Purshottam Lohia	93,024	2,00,00,160



13	Jaydeep Shah	93,024	2,00,00,160
14	Pravin Sanghvi	1,16,280	2,50,00,200
15	RAMNATH HEGDE	93,024	2,00,00,160
16	Vinod Goyal	93,024	2,00,00,160
17	ShashiKiran Shetty	2,32,559	5,00,00,185
18	Campbell Advertising Pvt Limited	2,32,559	5,00,00,185
19	EAL Consulting India Pvt Limited	93,024	2,00,00,160
20	Sudhanshu Pokhriyal	1,16,280	2,50,00,200
21	Vishal Kumar Gupta	3,48,838	7,50,00,170
22	Krishan Kant Rathi	3,48,838	7,50,00,170
23	Nimmagadda Rangarao	93,024	2,00,00,160
24	Sunil Rewachand Chandiramani	69,768	1,50,00,120
	Total	36,97,690	79,50,03,350

“RESOLVED FURTHER THAT all investors will invest an amount “upto” the maximum amount specified against their name and any unsubscribed portion against any investor will lapse”

RESOLVED FURTHER THAT the share valuation report dated 28.12.2022 issued by Expert Global Consultants Private Limited (SEBI Registration number INM000012874) prepared for the purpose of compliance with the requirements of the Income-tax Act, 1961 (and the rules and regulations made thereunder be and is hereby adopted.

RESOLVED FURTHER THAT the valuation report dated 28.12.2022 issued by Nishant Soni and Associates, Chartered Accountants and a Registered Valuer for the purpose of arriving the issue price as placed before the meeting, be and is taken on record.

“**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 subsequent to the filing of the resolution in this regard with the Registrar of Companies pursuant to Section 42 of the Companies Act, 2013 read with the rules thereunder, including Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including, in each case, any statutory modifications or re-enactment thereof), the draft of the private placement offer letter cum application form in Form PAS - 4 as prepared in accordance with the provisions of the Companies Act, 2013 and any other rules enacted thereunder including the Companies (Prospectus and Allotment of Securities Rules), 2014, along with other documents, as placed before the members and initialed by the Chairman for the purpose of identification to be issued to the Proposed Allottees be and is hereby approved, and the consent of the members of the Company be and is hereby accorded for issue of equity shares to the Proposed Allottees in such manner as



prescribed by Section 62, read with Section 42 and other applicable provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT consent of the members by way of special resolution be and is hereby accorded to the Company to record the name of the Proposed Allottees and maintain such record of private placement offer in Form PAS-5, the draft of which as tabled before the members and initialed by the Chairman for the purpose of identification be and is hereby approved for the offer and issuance of the Equity Shares to the Proposed Allottees.

“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 securities”

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 securities 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.

ITEM NO :2 Appointment of Shri Sunil Rewachand Chandiramani 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), Shri Sunil Rewachand Chandiramani (DIN 00524035), 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 five consecutive years 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), Shri Sunil Rewachand Chandiramani (DIN 00524035 Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules 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 Appointment of Shri Gopalakrishna Gurrappa 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), Shri Gopalakrishna Gurrappa (DIN 06407040), 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 five consecutive years 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), Shri Gopalakrishna Gurrappa (DIN 06407040), Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules 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”

For IKF Finance Limited

Sd/-

(Ch Sreenivasa Rao)
Company Secretary

Place : Vijayawada
Date: 13.01.2023



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 copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of EGM are 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 6th February, 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 7th February 2023, to 12th February, 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. 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 AGM/EGM) i.e. www.evotingindia.com.



8. The relevant details required to be given under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/ re-appointment at this EGM are given in the Annexure.
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 electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of 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 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 10th day of February, 2023 at 9.00 a.m. IST and ends on 12th day of February, 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 6th day of February, 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.

Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting and joining virtual meetings 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 or joining virtual meeting & 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 or joining virtual meeting & voting during the meeting
<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 or joining virtual meeting & 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

<p><u> </u> Login type</p>	<p>Helpdesk details</p>
-----------------------------	-------------------------



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.

Login method for e-Voting and joining virtual meetings 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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (vii) Click on the **EVSN 230118003** for the relevant **IKF FINANCE LIMITED** on which you choose to vote.
 - (viii) 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.
 - (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (x) 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.
 - (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xiii) 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.
 - (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - (xv) **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; 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Note for Non – Individual Shareholders and Custodians

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, 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 1800225533.

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 not later than not later than three days of 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 CDSL at www.evoting.india.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 : 13.01.2023

Ch Sreenivasa Rao
Company Secretary
M No. A14723



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

Item No. 1

The Board has proposed to issue and allot up to 36,97,690 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 preferential basis of allotment on through private placement to the Proposed Allottees, as mentioned in the resolution and also in the explanatory statement, 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 are interested or concerned except Sri Sunil Sunil Rewachand Chandiramani, Additional Director (Independent & Non Executive) proposed to subscribe up to 69,768 shares.

The disclosures pursuant to Rule 13(2)(d) the of Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a) Objects of the issue

As the Board proposes to undertake expansion program, it requires raising the additional funds which the management proposes to raise by further issue of securities of the Company.

b) Total number of shares or other securities to be issued

The Board is proposed to issue a total of up to 36, 97,690 Equity shares of Rs.10/- each at a premium of Rs.205/- each.

c) Pricing

The pricing for share is done in accordance with the guidelines stipulated under the provisions of the Companies Act, 2013 and all other applicable provisions from time to time. The issue of Equity shares shall be at a price of Rs 215/- per each share (Nominal Value of Rs.10/- each with a premium of Rs.205/- each). The entire amount on the shares issued shall be paid in cash only by the allottee(s) upfront.

d) Basis on which the price has been arrived at along with report of the registered valuer;

Based on the valuation report of the registered valuer, the Fair Market Value of the shares is Rs 215 (Rupees Two Hundred and Fifteen only) per share. Copy of the Valuation report is available for



inspection at the Registered Office of the Company during business hours on any day till the date of the meeting

e) Relevant date with reference to which the price has been arrived at.

The relevant date, for determination of the price is 30th November, 2022, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of Equity Shares

f) The class or classes of persons to whom the allotment is proposed to be made

Individuals and Corporate Bodies

g) Proposed time within which the allotment shall be completed

The allotment of the shares shall be completed within 30 days from the date of passing of the above resolutions in accordance with the provisions of applicable Rules and Guidelines.

h) The names of the proposed allottee(s) and the percentage of post preferential offer capital that may be held by the proposed allottees.

S No	Name of the shareholder	No of shares	Amount	% to post issue capital
1	Nikhil Priya	1,39,535	3,00,00,025	0.2399%
2	Niraj Sethi	1,39,535	3,00,00,025	0.2399%
3	The V R Nandagopal Trust	2,32,559	5,00,00,185	0.3998%
4	Gauri Khan Family Trust	1,39,535	3,00,00,025	0.2399%
5	Rajaram Moreshwar Ajgaonkar	93,024	2,00,00,160	0.1599%
6	CHANDRIKA DOSHI	93,024	2,00,00,160	0.1599%
7	ELLENBARRIE INDUSTRIAL GASES LTD	2,32,559	5,00,00,185	0.3998%
8	Ramesh Pillai	1,39,535	3,00,00,025	0.2399%
9	Mahendra Gaunekar	1,39,535	3,00,00,025	0.2399%
10	Rahul Arun Bagaria	2,32,559	5,00,00,185	0.3998%
11	Prakash Dhariwal	93,024	2,00,00,160	0.1599%
12	Purshottam Lohia	93,024	2,00,00,160	0.1599%
13	Jaydeep Shah	93,024	2,00,00,160	0.1599%
14	Pravin Sanghvi	1,16,280	2,50,00,200	0.1999%
15	RAMNATH HEGDE	93,024	2,00,00,160	0.1599%

16	Vinod Goyal	93,024	2,00,00,160	0.1599%
17	ShashiKiran Shetty	2,32,559	5,00,00,185	0.3998%
18	Campbell Advertising Pvt Limited	2,32,559	5,00,00,185	0.3998%
19	EAL Consulting India Pvt Limited	93,024	2,00,00,160	0.1599%
20	Sudhanshu Pokhriyal	1,16,280	2,50,00,200	0.1999%
21	Vishal Kumar Gupta	3,48,838	7,50,00,170	0.5998%
22	Krishan Kant Rathi	3,48,838	7,50,00,170	0.5998%
23	Nimmagadda Rangarao	93,024	2,00,00,160	0.1599%
24	Sunil Rewachand Chandiramani	69,768	1,50,00,020	0.1200%
	Total	36,97,690	79,50,03,250	6.2376%

i) Change in control

There will not be any change in the control of the Company on account of the proposed private placement.

j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year, the Company has allotted the following securities by way of a preferential allotment on private placement;

S No	Date of Allotment	No of Persons	Nature of Securities	No of Securities	Issue Price (in Rs)	Amount (in Rs)
1	28.10.202	1	NCD (Tier II)	140	1,00,00,000	140,00,00,000
2	10.11.2022	10	Equity Shares of Rs 10/- each	18,75,603	209	39,20,01,027

k) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

l) The pre issue and post issue shareholding pattern of the company:

	Promoters' Holding:	Pre Issue shares	Pre Issue %	Post Issue Shares	Post Issue %
1	Indian:				
	Individual	2,84,41,453	52.15%	2,84,41,453	48.84%

	Body Corporate	--	--	--	--
	Sub Total	2,84,41,453	52.15%	2,84,41,453	48.84%
2	Foreign Promoters	16,11,800	2.96%	16,11,800	2.77%
	Sub Total (A)	3,00,53,253	55.11%	3,00,53,253	51.61%
B	Non-Promoters' Holding:				
1	Institutional Investors	2,08,55,564	38.24%	2,08,55,564	35.81%
2	Non-Institution:	--	--	--	--
3	Private Corporate Bodies	9,50,911	1.74%	18,81,147	3.23%
4	Directors and Relatives	--	0	69,768	0.12%
5	Indian Public	2669736	4.90%	53,67,422	9.22%
6	Others (Including NRIs)	5,206	0.01%	5,206	0.0089%
	Sub Total (B)	2,44,81,417	44.89%	2,81,79,107	48.39%
	GRAND TOTAL (A+B)	5,45,34,670	100.00%	5,82,32,360	100.00%

The price of shares to be issued is determined based on the valuation report of the registered valuer, the Fair Market Value of the shares is Rs 215/- (Rupees Two Hundred and Fifteen only) per share. Copy of the Valuation report is available for inspection at the Registered Office of the Company during business hours on any day till the date of the meeting.

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

RULE 14 OF COMPANIES (PROSPECTUS AND ALLOTMENT) RULES, 2014	
Particulars of the offer including date of passing of Board resolution	Offer and issue of 36,97,690_Equity Shares of Rs.10/- each at a premium of Rs.205 per Equity Share



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	The Company is not allotting any shares other than cash the justifications of the price is not applicable
Name and address of the valuer who performed the valuation	Nishant Soni and 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	Rs 79,50,03,250
(a)Material terms of raising such securities	Rank pari-passu in all respect including dividend with the existing Equity Shares of the Company
(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. except Mr Sunil Rewachand Chandiramani, Additional Director (Non Executive & Independent) subscribing upto 69,768 shares
(e) principal terms of assets charged as securities.	<u>Nil</u>

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.

Item No.2

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Sunil Rewachand Chandiramani (DIN 00524035), as an Additional Director with



effect from September 30, 2022 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Shri **Sunil Rewachand Chandiramani** (DIN 00524035), 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 she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members), Shri **Sunil Rewachand Chandiramani** (DIN 00524035), as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years.

Shri **Sunil Rewachand Chandiramani** (DIN 00524035), is a Chartered Accountant from Institute of Chartered Accountants of India (1993). He also has his Masters in Systems Management (1991) from National Institute of Information Technology and is also Certified in Risk and Information Security Controls (2010) and Certified Information Security Professional (1995) – from the Information Security and Controls Association, USA. He got his Bachelors in Commerce (1990) from the Sydenham College of Commerce & Economics. Sunil Chandiramani is an accountant by profession, a qualified Technologist and IT Security specialist as well. He is an Independent Director on the Board several Listed and PE funded organisations such as Ganesh Grains Limited (Board and Audit Committee), Updater Service Pvt Ltd (Board and Audit Committee), Sapphire Foods Limited (Board Chairman, Audit Committee, Stakeholder Committee). He was also on the Board of Jammu & Kashmir Bank (Board, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, IT Committees, GST Committee) Poonawalla Fincorp Limited (Board, Audit Committee Chair, Risk Management and Stakeholder Committee), and MORE Retail Limited (Board and Audit Committee) an AMAZON and Samara Capital

He spent 25 years with Ernst & Young LLP, India's leading professional services firm. He was responsible for leading India Largest Advisory Practice (3000 professionals) and also led the development of the Global Innovation Strategy for EY Global. He was the Relationship Partner for the TATA Group globally. In the Financial Services Sector, his experience specifically includes leading the Financial Services Practice for 3 years. He has personally led projects related to Internal Audits, Risk Management, Implementation of Credit, Operational and Market Risk processes, Operational Improvement, Building Risk Based Models based on analytics, Program Managing Core Banking Implementations, Digitization of processes, creation of shared service centres and IT Security. His clients included Tata Capital, HDFC Ltd, NPCI, Bombay Stock Exchange, Allahabad Bank, Bank of India, Citibank, ICICI Group, Bank of America, Credit Lyonnais. He also built the Actuarial practice at EY.

The Company has received a notice in writing from shareholder pursuant to Section 160 of the Act, proposing the candidature of Shri Sunil Rewachand Chandiramani (DIN 00524035), for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.



Further, as stipulated under Secretarial Standard-2, brief profile of Sunil Rewachand Chandiramani is provided below in Table A:

Table A - Brief Profile

Name	Sunil Rewachand Chandiramani
Age	55 Years
Qualifications	Sunil is a Chartered Accountant from Institute of Chartered Accountants of India (1993). He also has his Masters in Systems Management (1991) from National Institute of Information Technology and is also Certified in Risk and Information Security Controls (2010) and Certified Information Security Professional (1995) – from the Information Security and Controls Association, USA. He got his Bachelors in Commerce (1990) from the Sydenham College of Commerce & Economics
Experience	<p>Sunil Chandiramani is an accountant by profession, a qualified Technologist and IT Security specialist as well. He is an Independent Director on the Board several Listed and PE funded organisations such as Ganesh Grains Limited (Board and Audit Committee), Updater Service Pvt Ltd (Board and Audit Committee), Sapphire Foods Limited (Board Chairman, Audit Committee, Stakeholder Committee). He was also on the Board of Jammu & Kashmir Bank (Board, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, IT Committees, GST Committee) Poonawalla Fincorp Limited (Board, Audit Committee Chair, Risk Management and Stakeholder Committee), and MORE Retail Limited (Board and Audit Committee) an AMAZON and Samara Capital</p> <p>He spent 25 years with Ernst & Young LLP, India’s leading professional services firm. He was responsible for leading India Largest Advisory Practice (3000 professionals) and also led the development of the Global Innovation Strategy for EY Global. He was the Relationship Partner for the TATA Group globally. In the Financial Services Sector, his experience</p>

	specifically includes leading the Financial Services Practice for 3 years. He has personally led projects related to Internal Audits, Risk Management, Implementation of Credit, Operational and Market Risk processes, Operational Improvement, Building Risk Based Models based on analytics, Program Managing Core Banking Implementations, Digitization of processes, creation of shared service centres and IT Security. His clients included Tata Capital, HDFC Ltd, NPCI, Bombay Stock Exchange, Allahabad Bank, Bank of India, Citibank, ICICI Group, Bank of America, Credit Lyonnais. He also built the Actuarial practice at EY
Terms and Conditions of appointment	As detailed in the resolution No. 2 and explanatory statement.
Details of remuneration	No remuneration except the sitting fee and commission as permitted under the Companies Act, 2013
Details of remuneration last drawn	Nil
Date of first appointment	30.09.2022
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	1) Ganesh Grains Limited 2) Vigyanlabs Innovations Private Limited 3) Updater Services Limited 4) Davadost Pharma Private Limited 5) Sapphire Foods India Limited 6) Rupa & Company Limited 7) Denave India Private Limited
Membership/Chairmanship of Committees of other Board	He is an Independent Director on the Board several Listed and PE funded organisations such as Ganesh Grains Limited (Board and Audit Committee), Updater Service Pvt Ltd (Board and Audit Committee), Sapphire Foods Limited (Board Chairman, Audit Committee, Stakeholder Committee). He was also on the Board of Jammu & Kashmir Bank (Board, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, IT Committees, GST Committee) Poonawalla Fincorp Limited (Board, Audit Committee Chair, Risk Management and Stakeholder Committee), and MORE Retail



	Limited (Board and Audit Committee) an AMAZON and Samara Capital
--	--

Except Shri Sunil Rewachand Chandiramani, 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 resolutions as set out in Item No. 2 of this Notice are accordingly recommended for your approval.

Item No.3

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Gopalakrishna Gurrappa (DIN 06407040), as an Additional Director with effect from September 30, 2022 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Shri Gopalakrishna Gurrappa (DIN 06407040), 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 she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members), Shri Gopalakrishna Gurrappa (DIN 06407040), as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years.

Shri Gopalakrishna Gurrappa (DIN 06407040) was a Career Central Banker for 37 years including three years as Director, CAFRAL (Promoted by RBI) in various position in RBI and in April 2014 he was appointed as Director, CAFRAL. As Executive Director, RBI he had overseen various Departments viz. regulation and supervision of Banking and Non-Banking Sector, Payment System, Informational Technology, Foreign Exchange Department and Financial Stability Unit. He also worked as Head of DICGC. He was Chairman/Member of Several Committees set up by RBI/MoF during 2007-14. In 2010 RBI appointed him as the Chairman of the Working Group on Information Security, Electronic Banking, Technology Risk Management and Cyber Frauds. RBI implemented the recommendations of the Working Group in April 2011 which is a bench mark standard for the banking sector. He was also appointed as Chairman of the Committee on Capacity Building in banks and non-banks in 2014 and the recommendation of the Committee was implemented by RBI/IBA in 2016. In 2013 he led the Bank's Internal Team which conceptualised and implemented the Large Credit Registry (now CLRIC). In the year 2013 he headed the Technical Committee of the Sub-Committee of FSDC which recommended the implementation of Legal Entity Identifier (LEI) in India. RBI implemented LEI for the participants of the OTC derivatives market and later the LEI was implemented by RBI for all large entities which are borrowers in the financial sector.

Gopalakrishna is presently Independent Director on the Boards of few entities including financial entities viz. SIBDI, ICICI Home Finance, ICICI Prudential Pension Fund Axis Mutual Fund Trustee Board, Invent ARC ,



Yaari Digital Integrated services and Krazybee Financial Services. He is also Director on Risk and Compliance Professionals Association (RCPA)-a section 8 not for profit company

The Company has received a notice in writing from shareholder pursuant to Section 160 of the Act, proposing the candidature of Shri Gopalakrishna Gurrappa (DIN 06407040), for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

Further, as stipulated under Secretarial Standard-2, brief profile of Shri Gopalakrishna Gurrappa is provided below in Table A:

Table A - Brief Profile

Name	Gopalakrishna Gurrappa
Age	66 Years
Qualifications	B.A. LLB, CAIIB
Experience	Gopalakrishna was a Career Central Banker for 37 years including three years as Director, CAFRAL(Promoted by RBI) in various position in RBI and in April 2014 he was appointed as Director, CAFRAL. As Executive Director, RBI he had overseen various Departments viz. regulation and supervision of Banking and Non-Banking Sector, Payment System, Informational Technology, Foreign Exchange Department and Financial Stability Unit. He also worked as Head of DICGC. He was Chairman/Member of Several Committees set up by RBI/MoF during 2007-14. In 2010 RBI appointed him as the Chairman of the Working Group on Information Security, Electronic Banking, Technology Risk Management and Cyber Frauds. RBI implemented the recommendations of the Working Group in April 2011 which is a bench mark standard for the banking sector. He was also appointed as Chairman of the Committee on Capacity Building in banks and non-banks in 2014 and the recommendation of the Committee was implemented by RBI/IBA in 2016. In 2013 he lead the Bank's Internal Team which conceptualised and implemented the Large Credit Registry (now CLRIC). In the year 2013 he headed the Technical Committee of the Sub-Committee of FSDC which recommended the implementation of Legal Entity Identifier (LEI) in India. RBI implemented LEI for the participants of the OTC derivatives market and later the LEI was implemented by RBI for all large entities which are borrowers in the financial sector.

	<p>Gopalakrishna is presently Independent Director on the Boards of few entities including financial entities viz. SIBDI, ICICI Home Finance, ICICI Prudential Pension Fund Axis Mutual Fund Trustee Board, Invent ARC , Yaari Digital Integrated services and Krazybee Financial Services. He is also Director on Risk and Compliance Professionals Association (RCPA)-a section 8 not for profit company.</p> <p>Area of specialization: Bank and Non-Banking Regulation and Supervision, Corporate Governance, Fraud Risk Management, Information security and Training.</p>
Terms and Conditions of appointment	As detailed in the resolution No. 3 and explanatory statement.
Details of remuneration	No remuneration except the sitting fee and commission as permitted under the Companies Act, 2013
Details of remuneration last drawn	Nil
Date of first appointment	30.09.2022
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	SIBDI, ICICI Home Finance, ICICI Prudential Pension Fund Axis Mutual Fund Trustee Board, Invent ARC, Yaari Digital Integrated services and Krazybee Financial Services. He is also Director on Risk and Compliance Professionals Association (RCPA)-a section 8 not for profit company
Membership/Chairmanship of Committees of other Board	Nil

Except Shri Gopalakrishna Gurrappa, 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 resolutions as set out in Item No. 3 of this Notice are accordingly recommended for your approval.

For IKF Finance Limited

Sd/-



(Ch Sreenivasa Rao)
Company Secretary

Place : Vijayawada
Date : 13.01.2023



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 Monday, February 13, 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	Approval to create, offer, issue and allot up to 36,97,690 Equity Shares by way of preferential offer through private placement			
2	Appointment of Shri Sunil Rewachand Chandiramani as an Independent Director of the Company			
3	Appointment of Shri Gopalakrishna Gurrappa as an Independent Director of the Company			

Signed this..... day of 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 Monday, February 13, 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

