



# IKF FINANCE LIMITED

## EGM NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of IKF Finance Limited will be held on Saturday, the 30<sup>th</sup> day of September, 2017 at the Registered Office of the Company situated at # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-5200010, at 4.00 P.M., to transact the following business:

### **Special Business:**

**(1) To approve re-appointment of Sri. V.G.K.Prasad as Managing Director of the Company**

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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, Sri. V.G.K.Prasad (DIN-01817992) be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 years commencing from October 1, 2017 till September 30, 2022.”

Salary	Rs.3,75,000/- Per Month.  Further the Board of Directors may increase the remuneration from time to time subject to ceiling of limits specified in the Companies Act, 2013. .
Perquisites subject to a maximum of 100% of Annual Salary	<ul style="list-style-type: none"> <li>■ Reimbursement of medical, surgical and hospitalization expenses for the Managing Director and family as per the rules of the Company.</li> <li>■ Personal Accident Insurance as per the rules of the Company</li> <li>■ Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.</li> <li>■ Contribution to Provident Fund / Superannuation Fund / Pension Fund / Gratuity Fund and encashment of leave (at the end of the tenure) as per the rules of the Company. These shall not be considered or included in the computation of remuneration.</li> <li>■ Provision for Telephone(s) at residence.</li> <li>■ Provision for Chauffeur driven Company's car(s).</li> <li>■ The Board may revise the existing or allow any other facilities, from time to time, within the overall ceiling.</li> <li>■ Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior executives from time to time.</li> <li>■ Employee Stock Option – as may be decided by the Nomination &amp; Remuneration Committee / Board of Directors from time to time according Employees Stock Options Scheme of the Company.</li> <li>■ The Managing Director shall be liable to retire by rotation.</li> </ul>
Minimum Remuneration	Where in any financial year, during the currency of tenure of the Managing Director, the company has no profits or its profits are inadequate, it may pay his remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to increase the remuneration from time to time subject to ceiling of limits specified in the Companies Act, 2013 from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary or expedient to give effect to this resolution and is further authorized to settle any doubt, question and difficulty, if any, that may arise with respect to this resolution.”

**(2) To approve re-appointment of Smt. V.Indira Devi as Whole-time Director of the Company**

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



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**“RESOLVED THAT** pursuant to Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, Smt. V.Indira Devi be and is hereby re-appointed as the Whole-time Director of the Company for a further period of 5 years commencing from October 1, 2017 till September 30, 2022.”

Salary	Rs.2,50,000/- Per Month.  Further the Board of Directors may increase the remuneration from time to time subject to ceiling of limits specified in the Companies Act, 2013.
Perquisites subject to a maximum of 100% of Annual Salary	<ul style="list-style-type: none"> <li>■ Reimbursement of medical, surgical and hospitalization expenses for the Whole-time Director and family as per the rules of the Company.</li> <li>■ Personal Accident Insurance as per the rules of the Company.</li> <li>■ Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.</li> <li>■ Contribution to Provident Fund / Superannuation Fund / Pension Fund / Gratuity Fund and encashment of leave (at the end of the tenure) as per the rules of the Company. These shall not be considered or included in the computation of remuneration.</li> <li>■ Provision for Telephone(s) at residence.</li> <li>■ Provision for Chauffeur driven Company's car(s).</li> <li>■ The Board may revise the existing or allow any other facilities, from time to time, within the overall ceiling.</li> <li>■ Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior executives from time to time.</li> <li>■ Employee Stock Option – as may be decided by the Nomination &amp; Remuneration Committee / Board of Directors from time to time according Employees Stock Options Scheme of the Company.</li> <li>■ The Whole-time Director shall be liable to retire by rotation.</li> </ul>
Minimum Remuneration	Where in any financial year, during the currency of tenure of the Wholetime Director, the company has no profits or its profits are inadequate, the Company may pay her remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to increase the remuneration from time to time subject to ceiling of limits specified in the Companies Act from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary or expedient to give effect to this resolution and is further authorized to settle any doubt, question and difficulty, if any, that may arise with respect to this resolution.”

**(3) To approve re-appointment of Smt. K.Vasumathi Devi as Executiv Director of the Company**

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

**“RESOLVED THAT** pursuant to Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, Smt. K.Vasumathi Devi be and is hereby re-appointed as the Executive Director of the Company for a further period of 5 years commencing from October 1, 2017 till September 30, 2022.”

Salary	Rs 2,50,000/- Per Month.  Further the Board of Directors may increase the remuneration from time to time subject to ceiling of limits specified in the Companies Act, 2013 from time to time
Perquisites subject	<ul style="list-style-type: none"> <li>■ Reimbursement of medical, surgical and hospitalization expenses for the Executive</li> </ul>



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to a maximum of 100% of Annual Salary	<p>Director and family as per the rules of the Company.</p> <ul style="list-style-type: none"><li>■ Personal Accident Insurance as per the rules of the Company.</li><li>■ Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.</li><li>■ Contribution to Provident Fund / Superannuation Fund / Pension Fund / Gratuity Fund and encashment of leave (at the end of the tenure) as per the rules of the Company. These shall not be considered or included in the computation of remuneration.</li><li>■ Provision for Telephone(s) at residence.</li><li>■ Provision for Chauffeur driven Company's car(s).</li><li>■ The Board may revise the existing or allow any other facilities, from time to time, within the overall ceiling.</li><li>■ Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior executives from time to time.</li><li>■ Employee Stock Option – as may be decided by the Nomination &amp; Remuneration Committee / Board of Directors from time to time according Employees Stock Options Scheme of the Company.</li><li>■ The Executive Director shall be liable to retire by rotation.</li></ul>
Minimum Remuneration	<p>Where in any financial year, during the currency of tenure of the Executive Director, the company has no profits or its profits are inadequate, the Company may pay her remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.</p>

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to increase the remuneration from time to time subject to ceiling of limits specified in the Companies Act, 2013 from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary or expedient to give effect to this resolution and is further authorized to settle any doubt, question and difficulty, if any, that may arise with respect to this resolution.”

*by the order of Board of Directors  
for IKF Finance Limited*

**Sd/-  
(Ch Sreenivasa Rao)  
Company Secretary**

**Place: Vijayawada  
Date: 01.09.2017**



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## NOTES

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Extra-ordinary General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company will remain closed from Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive).
8. Members are requested to quote their Registered Folio Numbers in all their Correspondence with the Company and notify change in their registered address, if any.
9. Members/proxies/authorized representatives should bring the attendance slips duly signed to the meeting and hand it over at the entrance. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting. Xerox copy of attendance slips will not be accepted at the entrance of the Meeting Hall. Members are requested to bring their copy of the Notice of the EGM to the Meeting.
10. The Notice of Extra-ordinary General Meeting is being sent through electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Notice being sent by the permitted mode.
11. Additional information, pursuant to Secretarial Standard on General Meeting (SS-2) in respect of the Executive Directors seeking reappointment at the Extra-ordinary General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
12. 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.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
14. In compliance with pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also



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be made available at the Extra-ordinary General Meeting and the members attending the Extra-ordinary General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Extra-ordinary General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Extra-ordinary General Meeting may attend the Extra-ordinary General Meeting but shall not be entitled to cast their votes again.

The Notice will be displayed on the website of CDSL.

The Company has appointed M/s. B S S & Associates, Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), as the 'Scrutinizer', to scrutinize the e-voting process and voting through ballot in a fair and transparent manner. The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

## 15. Voting through electronic means:

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 substituted by Companies (Management and Administration) Amendment Rules 2015, the company is pleased to provide members the facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

During the e-voting period, members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Saturday, September 23, 2017, may cast their votes electronically.

### The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Wednesday, September 27, 2017 at 9.00 a.m. and ends on Friday, September 29, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, September 23, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iii. Click on "Shareholders" tab.
- iv. Now, select the "Company Name: IKF Finance Limited" from the drop down menu and click on "SUBMIT"
- v. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. 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 voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in DEMAT Form and Physical Form	
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>❖ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>❖ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>❖ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction "v".</li> </ul>



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- ix. After entering these details appropriately, click on "SUBMIT" tab.
  - x. Members holding shares in physical form will then directly reach the Company selection screen.  
However, members 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.
  - xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - xii. Click on the EVSN for the relevant <IKF Finance Limited> EVSN Reference No: 170904078 on which you choose to vote.
  - xiii. 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.
  - xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xv. 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.
  - xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xix. Note for Institutional Shareholders
    - ° Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - ° 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 they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - xx. 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](http://www.evotingindia.com) in under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - xxi. You are advised to cast your vote only through E-voting or through Poll at the EGM. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Poll would be rejected
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.
  17. The results declared along with the scrutinizers report shall be placed on the company website [www.ikffinance.com](http://www.ikffinance.com) and with the website of CDSL.
  18. Members may also note that the Notice of Extra-ordinary General Meeting and the Explanatory Statement is available on the Company's website [www.ikffinance.com](http://www.ikffinance.com). Members who require physical copies may write to us at [greenivas@ikffinance.com](mailto:greenivas@ikffinance.com)
  19. All documents referred to in this Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the Extra-ordinary General Meeting.



# IKF FINANCE LIMITED

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item no.1

The Board of Directors at their Meeting held on 31.08.2017 has approved to re-appoint Sri. Vupputuri Gopala Kishan Prasad as Managing Director of the Company for a period of five years effective from 1<sup>st</sup> October 2017 subject to your approval. Sri. V.G.K.Prasad, Managing Director will attain the age of 70 years on 2<sup>nd</sup> September, 2017 and hence continuation of his employment as Managing Director requires the approval of members by way of a Special Resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-time director or Manager unless it is approved by the members by passing a Special Resolution. Part 1 of Schedule V to the Act contains a similar relaxation. Keeping in view that Sri. V.G.K.Prasad has rich and varied experience in the Industry and has been involved in the operations of the Company since incorporation of the Company, it would be in the interest of the Company to continue the employment of Sri. V.G.K.Prasad as Managing Director. Sri. V.G.K.Prasad is a science graduate with rich experience in the finance business, and has been at the helm of IKF Finance Limited since incorporation. Hence the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the special resolutions for your approval.

### Statement as required under Schedule V of the Companies Act, 2013

I. General Information			
1	Nature of industry	Non Banking Finance Company	
2	Date or expected date of commencement of commercial production	30.05.1991	
3	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4	Financial performance based on given indicators	(Rupees in Lakhs)	
	Description	2015-2016	2014-2015
	Income from operations	10141.96	7971.04
	Other Income	24.54	14.43
	Total Expenditure	2032.98	1341.48
	Interest	5781.56	4394.08
	Depreciation	(5.60)	61.23
	Profit/(loss) before Tax	2357.56	2188.69
	Provision for Tax		
	Current Tax	666.95	705.82
	Deferred Tax	(64.69)	1.74
	Adjustment of Tax relating to earlier period	5.48	12.51
	Net Profit/(loss)	17.50	14.69
5	Export Performance and net foreign exchange	Nil	
6	Foreign investments or collaborators, if any	1,34,47,573 No of shares representing 29.54% of the Paid up Capital of the Company	

II. Information on about the appointee		
1	Background details	Vupputuri Gopala Kishan Prasad
2	Past Remuneration	Rs 3,75,000/- Per Month
3	Recognition or awards	None
4	Job profile and his suitability	Managing Director
5	Remuneration proposed	Rs 3,75,000
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person ( in case of expatriates the relevant details would be w.r.t the country of his origin)	Taking into consideration the size of the company and the profile of the Directors, the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies
7	Pecuniary relationship directly or indirectly with	Shareholder.



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company or relationship with the managerial personnel, if any	Husband of wholetime Director of the Company Father of Executive Director of the Company
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III. Other Information		
1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken of proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

Except Sri. V.G.K.Prasad (the appointee), Smt V.Indira Devi, Whole-time Director, Smt. K.Vasumathi Devi, Executive Director and Smt. V.Vasantha Lakshmi, Alternate Director (being relatives of the appointee) none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in item no. 1.

Disclosures as required under Secretarial Standard-2 (SS-2) on General Meetings are provided as an Annexure to this Notice.

## Item no. 2

The Board of Directors of the Company at their meeting held on 31.08.2017, subject to approval of the members, re-appointed Smt. Vupputuri Indira Devi as Whole-time Director of the Company for a period of five years w.e.f 01.10.2017 in terms of provisions of the Companies Act, 2013.

### Statement as required under Schedule V of the Companies Act, 2013

I. General Information		
1	Nature of industry	Non Banking Finance Company
2	Date or expected date of commencement of commercial production	30.05.1991
3	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators	(Rupees in Lakhs)
	Description	2015-2016      2014-2015
	Income from operations	10141.96      7971.04
	Other Income	24.54      14.43
	Total Expenditure	2032.98      1341.48
	Interest	5781.56      4394.08
	Depreciation	(5.60)      61.23
	Profit/(loss) before Tax	2357.56      2188.69
	Provision for Tax	
	Current Tax	666.95      705.82
	Deferred Tax	(64.69)      1.74
	Adjustment of Tax relating to earlier period	5.48      12.51
	Net Profit/(loss)	17.50      14.69
5	Export Performance and net foreign exchange	Nil
6	Foreign investments or collaborators, if any	1,34,47,573 No of shares representing 29.54% of the Paid up Capital of the Company

II. Information on about the appointee		
1	Background details	Vupputuri Indira Devi
2	Past Remuneration	Rs 2,50,000/- Per Month
3	Recognition or awards	None
4	Job profile and his suitability	Wholetime Director



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5	Remuneration proposed	Rs 2,50,000
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person ( in case of expatriates the relevant details would be w.r.t the country of his origin)	Taking into consideration the size of the company and the profile of the Directors, the responsibilities shouldered by her, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies
7	Pecuniary relationship directly or indirectly with company or relationship with the managerial personnel, if any	Shareholder. Wife of Managing Director of the Company Mother of Executive Director of the Company

III. Other Information		
1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken of proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

Except Smt V.Indira Devi (the appointee), Sri. V.G.K.Prasad, Managing Director, Smt. K.Vasumathi Devi, Executive Director and Smt. V.Vasantha Lakshmi, Alternate Director (being relatives of the appointee) none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in item no. 2.

Disclosures as required under Secretarial Standard-2 (SS-2) on General Meetings are provided as an Annexure to this Notice.

The Board recommends the special resolution set forth in item no. 2 for the approval of the shareholders.

### Item no. 3

The Board of Directors of the Company at their meeting held on 31.08.2017, subject to approval of the members, re-appointed Smt. K.Vasumathi Devi as Executive Director of the Company for a period of five years w.e.f 01.10.2017 in terms of provisions of the Companies Act, 2013.

### Statement as required under Schedule V of the Companies Act, 2013

I. General Information			
1	Nature of industry	Non Banking Finance Company	
2	Date or expected date of commencement of commercial production	30.05.1991	
3	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4	Financial performance based on given indicators	(Rupees in Lakhs)	
	Description	2015-2016	2014-2015
	Income from operations	10141.96	7971.04
	Other Income	24.54	14.43
	Total Expenditure	2032.98	1341.48
	Interest	5781.56	4394.08
	Depreciation	(5.60)	61.23
	Profit/(loss) before Tax	2357.56	2188.69
	Provision for Tax		
	Current Tax	666.95	705.82
	Deferred Tax	(64.69)	1.74
	Adjustment of Tax relating to earlier period	5.48	12.51
	Net Profit/(loss)	17.50	14.69
5	Export Performance and net foreign exchange	Nil	
6	Foreign investments or collaborators, if any	1,34,47,573 No of shares representing 29.54% of the Paid up Capital of the Company	



## IKF FINANCE LIMITED

II. Information on about the appointee		
1	Background details	Koganti Vasumathi Devi
2	Past Remuneration	Rs 2,50,000/- Per Month
3	Recognition or awards	None
4	Job profile and his suitability	Executive Director
5	Remuneration proposed	Rs 2,50,000
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person ( in case of expatriates the relevant details would be w.r.t the country of his origin)	Taking into consideration the size of the company and the profile of the Directors, the responsibilities shouldered by her, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies
7	Pecuniary relationship directly or indirectly with company or relationship with the managerial personnel, if any	Shareholder. Daughter of Managing Director of the Company Daughter of Executive Director of the Company

III. Other Information		
1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken of proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

Except Smt. K.Vasumathi Devi (the appointee), Sri. V.G.K.Prasad, Managing Director, Smt V.Indira Devi, Whole-time Director and Smt. V.Vasantha Lakshmi, Alternate Director (being relatives of the appointee) none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in item no. 3.

Disclosures as required under Secretarial Standard-2 (SS-2) on General Meetings are provided as an Annexure to this Notice.

The Board recommends the special resolution set forth in item no. 3 for the approval of the shareholders.

*by the order of Board of Directors  
for IKF Finance Limited*

**Sd/-  
(Ch Sreenivasa Rao)  
Company Secretary**

**Place: Vijayawada  
Date: 01.09.2017**



## IKF FINANCE LIMITED

### Additional information as required under Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013

Particulars	Sri. V.G.K.Prasad	Smt. V.Indira Devi	Smt. K.Vasumathi Devi
Age	70 Years	58 Years	42 Years
Qualification	B.Sc	Under Graduate	BE (Electronics & Communications) and MBA (Global Management, USA)
Experience	26 Years	26 Years	11 Years
Terms and Conditions	Reappointment as Managing Director of the Company for a period of Five years from 01.10.2017 to 30.09.2022	Reappointment as Wholetime Director of the Company for a period of Five years from 01.10.2017 to 30.09.2022	Reappointment as Executive Director of the Company for a period of Five years from 01.10.2017 to 30.09.2022
Remuneration	Rs 3,75,000/- Per Month	Rs 2,50,000/- Per Month	Rs 2,50,000/- Per Month
Remuneration last drawn	Rs 3,75,000/- Per Month	Rs 2,50,000/- Per Month	Rs 2,50,000/- Per Month
Date of first appointment	30.05.1991	30.05.1991	31.10.2006
Shareholding	1,44,81,000 No of Shares 31.80% of Paid up Share Capital of the Company	13,26,902 No of Shares 2.91% of Paid up Share Capital of the Company	21,31,286 No of shares 4.68% Paid up Share Capital of the Company
Relationship with other Directors	1. Husband of Smt.V.Indira Devi, Whole-time Director 2.Father of Smt.K.Vasumathi Devi, Executive Director 3.Father of Smt Vupputuri Vasantha Lakshmi, Alternate Director 4.Brother in law of Sri.Satyanand Sinha Chunduri, Director	1.Wife of Sri.V.G.K.Prasad, Managing Director 2.Mother of Smt.K. Vasumathi Devi, Executive Director 3.Mother of Smt Vupputuri Vasantha Lakshmi, Alternate Director	1.Daughter of Sri.V.G.K.Prasad, Managing Director 2.Daughter of Smt.V. Indira Devi, Wholetime Director 3.Sister of Smt Vupputuri Vasantha Lakshmi, Alternate Director
Number of Meetings of the Board attended during the year	11	8	12
Other Directorships	1. Director of IKF Home Finance Private Limited 2. Director of IKF Infratech Private Limited	1. Director of IKF Infratech Private Limited	Nil
Membership/ Chairmanship of Committees of other Boards	4	Nil	4



# IKF FINANCE LIMITED

## IKF FINANCE LIMITED

Regd. Office: # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010.  
CIN: U65992AP1991PLC012736

### FORM NO. MGT - 11 PROXY FORM

[Pursuant to the provisions of 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 \_\_\_\_\_ Equity Shares of Rs.10 each of IKF Finance Limited, hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him/her

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Saturday, September 30, 2017 at 4.00 p.m. at Regd. Office: # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh-520010 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolution No.	Description of the Resolution	(For)*	(Against)*	(Abstain)*
1.	Re-appointment of Sri. V.G.K.Prasad as Managing Director of the Company for a period of 5 years w.e.f. 01.10.2017			
2.	Re-appointment of Smt. V.Indira Devi as Whole-time Director of the Company for a period of 5 years w.e.f. 01.10.2017			
3.	Re-appointment of Smt. K.Vasumathi Devi as Executive Director of the Company for a period of 5 years w.e.f. 01.10.2017			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Affix  
1 Rupee  
Revenue  
Stamp

Signature of Shareholder/s

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder



## IKF FINANCE LIMITED

\*Please put a (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

### Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



# IKF FINANCE LIMITED

## IKF FINANCE LIMITED

Regd. Office: # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh - 520010.  
CIN: U65992AP1991PLC012736

(To be handed over at entrance of the Meeting Venue)

### ATTENDANCE SLIP

Regd. Folio No. / DPID – Client ID No. \_\_\_\_\_

Shareholder's Name: \_\_\_\_\_  
(In Block Capitals)

In case of Proxy  
Name of Proxy: \_\_\_\_\_  
(In Block Capitals)

No. of Shares held \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-ordinary General Meeting of the Company, to be held on Saturday, September 30, 2017 at 4.00 p.m. at Regd. Office: # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh - 520010.

#### Signature of Shareholder/s / Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Notice of the EGM for reference at the meeting.
- d) Please bring this Attendance Slip when coming to the Meeting.



# IKF FINANCE LIMITED

## Route Map to the EGM Venue

Venue: # 40-1-144, Corporate Centre, M.G.Road, Vijayawada, Andhra Pradesh - 520010.

