



**India Finsec Limited**

(L65923DL1994PLC060827)

**NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **India Finsec Limited** will be held on **Friday the 08<sup>th</sup> Day of June, 2018** at **10.00 A.M.** at the registered office of the Company at D-16, Ist Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 to transact the following **special business:-**

**SPECIAL BUSINESS:**

**ITEM NO. 1 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the SEBI(LODR) Regulations (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the company for the Financial Year 2017-18 of a value of Rs.11.10 Crores and transactions to be entered into by the Company for Financial Year 2018-19 of an estimated value of Rs. 50 Crores as per details as set out under item no. 1 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

**By order of the Board  
For India Finsec Limited**

**Sd/-**

**Varsha Bharti  
Company Secretary**

**Date: 09.05.2018**

**Place: Delhi**

## NOTES:

1. A Member entitled to attend and vote at the General Meeting is entitled to appoint ANOTHER PERSON as a proxy to attend and vote on a poll instead of himself/ herself. The proxy need not be a member of the Company. In order to be valid, the duly signed and completed proxy must be received by the company at its registered office not later than 48 hours before the commencement of the ABOVE SAID Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled, are invalid. Proxy holder shall prove his identity at the time of attending EGM. Corporate Members are requested to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business at Item No. 01 to be transacted at the meeting is annexed hereto and forms part of the Notice.

3. The Members are requested to notify immediately any change of address i) To their Depository Participants (DPs) in respect of their electronic share accounts and ii) To the Company's Registrar in respect of their physical share folios, if any, quoting their folio number.

4. The Members who hold shares in the physical form and wish to make/ change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting to the Company the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent.

5. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory dematerialized form. The Members who have not yet got their shares dematerialized are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Share Transfer Agent of the Company.

6. The Register of Directors and Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Act, will be available for inspection by the Members at the EGM.

7. The Members are informed that the Company is sending Notice of Extra-ordinary General Meeting inter-alia indicating the process and manner of remote e-voting along with Attendance slip and Proxy form through e-mail to those members who have registered their e-mail ID with the Company/ RTA of the Company unless any member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of Notice of the EGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company in electronic form.

The Members may also note that the Notice of Extra-ordinary General Meeting will also be available on the Company's website [www.indiafinsec.com](http://www.indiafinsec.com).

Members/Proxies are requested to bring the Attendance Slip(s) duly filled in at the EGM.

### 8. **Book Closure:**

Register of Members and Share Transfer Books of the Company will remain closed from June 02, 2018 to June 08, 2018 (both days inclusive) for the purpose of EGM.

### 9. **Cut-off date:**

- (i) This Notice is being sent to all the members whose name appears as on May 04, 2018 in the register of members or beneficial owners as received from **M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent** of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **June 01, 2018** (the “**Cut-off Date**”) only shall be entitled to vote through Remote E-voting and at the EGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

#### **10. Instruction for Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), Regulations 2015, the Company is pleased to provide the facility to the Members to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through remote Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on the cut-off date of June 01, 2018 only shall be entitled to avail the facility of remote e-voting or voting at EGM through polling paper.

III. The facility for voting through ballot paper shall be made available at the EGM and the Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper pursuant to the provisions of Section 109 of the Companies Act, 2013.

IV. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at EGM and his vote, if any, cast at the EGM, shall be treated as invalid.

V. The remote e-voting period commences on Tuesday, June 05, 2018 at 10.00 am (IST) and ends on Thursday, June 07, 2018, at 5.00 pm (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 01, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter i.e. after 5:00 p.m. (IST) on June 07, 2018. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

A. The process and manner for remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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</li> </ul>

	number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <India Finsec Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
- (xix) 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), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) **User ID and Password for the members who became Members after dispatch of AGM notice:** Persons who have acquired shares and became members of the Company after the dispatch of the notice of EGM but before the cut-off date i.e. June 01, 2018, may obtain their user ID and password for e-voting from the Company's Registrar and Share Transfer Agent or CDSL.

## 11. Voting Through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the EGM on the date of the EGM i.e. Friday, June 08, 2018. Voting at the venue of EGM shall be done through Ballot Papers and Members attending the EGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers.

The Ballot Paper/s will be issued to the Shareholders/Proxy holders/Authorized Representatives present at the EGM. The Shareholders may exercise their right of vote by tick marking as (✓) against “FOR” or “AGAINST” as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company whose name is recorded in the register of members or in the register of beneficial owners (in case of shares in demat form) as on the cut-off date of June 01, 2018.

13. **Scrutinizer**

(I) Ms. Rachna Bhasin, Company Secretary in Practice (Membership No. 23539) having consented to act as a scrutinizer has been appointed as scrutinizer (“Scrutinizer”) for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

(II) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the EGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the EGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

14. **Declaration of Results**

Based on the Scrutinizer’s Report, the Company will submit within 48 hours of the conclusion of the EGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations. The results declared along with the Scrutinizer’s Report, will be posted on the website of the Company at [www.indiafinsec.com](http://www.indiafinsec.com) and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorised by him in writing and communicated to the Stock Exchanges.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.

16. **Dematerialization**

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory dematerialized form. Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company’s RTA.

17. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 1**

During the Financial Year 2017-18, your Company has entered into certain business transactions with M/s. IFL Housing Finance Limited, a subsidiary Company, which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions with M/s. IFL Housing Finance Limited during Financial Year 2018-19. These transactions are worth Rs. 11.10 Crores for F.Y. 2017-18 & estimated at Rs 50 Crores for F.Y. 2018-19 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of transactions entered during 2017-18 are given below:-

**Transactions during 2017-18:**

<b>S.No.</b>	<b>Nature of Transactions with IFL Housing Finance Limited</b>	<b>Amount (Rs. In Crores)</b>
1.	Investments in shares	6.30
2.	Loan given	4.80

The Board of Directors had considered and approved to provide financial support by way of loan or investment in IFL Housing Finance Limited of an estimated value of upto Rs. 50 Crores during the F.Y. 2018-19 which would be beneficial for the Company as well as for its subsidiary.

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm’s length basis.

All transactions entered or the proposed transactions to be entered into by the Company with M/s. IFL Housing Finance Limited are in the ordinary course of business and are at arm’s length basis.

Pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Special Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the SEBI(LODR) Regulations, 2015, transactions entered into by the Company with M/s. IFL Housing Finance Limited for F.Y.2017-18 and proposed to be entered into for F.Y. 2018-19 are “Material” and therefore requires approval of the Company by Special Resolution.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise in the resolution except Mr. Gopal Bansal as set out at Item No 1 of the Notice.

The Board recommends the Special Resolution as set out at item No. 1 of the Notice for the approval of the Shareholders.

By order of the Board  
**For India Finsec Limited**

Sd/-  
**Varsha Bharti**  
Company Secretary

**Date: 09.05.2018**  
**Place: Delhi**



# India Finsec Limited

(L65923DL1994PLC060827)

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L65923DL1994PLC060827**

**Name of the Company:** India Finsec Limited

**Registered Office:** D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085

**Name of the member(s):**

**Registered Address :**

**Email ID:**

**Folio No./Client ID :**

**DP ID :**

I/ We being the member(s) holding \_\_\_\_\_ shares of the above named Company hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_

Email ID : \_\_\_\_\_ Or failing him

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_

Email ID : \_\_\_\_\_ Or failing him

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_

Email ID : \_\_\_\_\_ Or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, 08th June, 2018 at 10:00 a.m. at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Resolution
<b>Special Business</b>	
1.	Approval for Material Related Party Transactions.

Signed this..... Day of.....2018

**Signature of the member**.....

**Signature of the Proxy holder(s)** (1) ..... (2)..... (3).....

**Note: 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.**

Affix  
Rs. 1/-  
Revenue  
Stamp



**ATTENDANCE SLIP**

Full name and address of the Shareholder/Proxy Holder (in block letters)	
Joint Holder 1(in block letters)	
Joint Holder 2(in block letters)	
Folio No./DP ID*/Client ID*:	
No. of Shares Held	
I hereby certify that I am a member/proxy for the member of the Company.	
<b>Signature of Shareholder/Proxy</b>	

I/we hereby record my presence at the Extraordinary General Meeting of the Shareholders of **India Finsec Limited** held on **Friday, 08<sup>th</sup> June, 2018** at **10.00 a.m.** at D-16, 1st Floor, Above ICICI Bank, Prashant Vihar, Sector-14, Rohini, New Delhi-110085.

**Note:** Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

\*Applicable for shareholders holding shares in electronic form.

**		
<b>EVEN</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**\*\*FOR SHAREHOLDERS RECEIVING PHYSICAL COPY.**





# India Finsec Limited

(L65923DL1994PLC060827)

## ROUTE MAP TO THE VENUE



D-16, First Floor, above ICICI Bank, Prashant Vihar, Sector - 14,  
Rohini, New Delhi - 110085

Tel : 011-47096097 • e-mail id : [indiafinsec@gmail.com](mailto:indiafinsec@gmail.com) • Website : [www.indiafinsec.com](http://www.indiafinsec.com)