



A member of the FIMBank Group

India Factoring And Finance Solutions Pvt. Ltd.
Unit No. 401, 4th Floor, Windsor House,
Off CST Road, Vidyanagari Marg, Kallina,
Santacruz (East), Mumbai - 400 098,
Maharashtra, India.

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CIN No. U65923MH2009PTC197957

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA FACTORING AND FINANCE SOLUTIONS PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 15, 2020 AT 11:30 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 401, 4TH FLOOR, WINDSOR HOUSE, OFF CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI - 400098 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Regularisation of Additional Director, Mr. Nirmal Parik (DIN: 08580646) as Non-Executive 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 Section 152, 161(1) and other applicable provisions of the Companies Act, 2013 ('Act'), read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable and Article No. 145 of the Articles of Association of the Company, Mr. Nirmal Parik (DIN: 08580646) who was appointed as an Additional (Non - Executive) Director of the Company by the Board of Directors with effect from 27th November, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such deeds, acts and things as may be necessary and expedient to give effect to the said resolution."

By the Order of the Board


Swati Zawar
Company Secretary



Place: Mumbai

Date: June 25, 2020

NOTES:

1. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of item No. 2 above is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/ PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the 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 member.
3. Corporate members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
5. A member intending to inspect the proxies lodged, should give not less than three days notice in writing to the company which will make the same available beginning twenty-four hours before the meeting and ending with the conclusion of the meeting
6. A Body Corporate/ Corporation being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
7. A route map providing directions to reach the venue of the 11th Annual General Meeting is provided in the Notice.



EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

SPECIAL BUSINESS:

Item No. 2

Pursuant to the recommendation of Nomination, Appointment and Compensation Committee, Mr. Nirmal Parik was appointed as an Additional (Non-Executive) Director of the Company with effect from 27th November, 2019 by the Board of Directors in accordance with the provisions of Section 152, 161 of the Companies Act, 2013, read with Articles and Association of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Nirmal Parik, holds office only up to the date of the forthcoming Annual General Meeting but he is eligible for appointment as a Director. Mr. Nirmal Parik is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

The details of Mr. Nirmal Parik as required under the Companies Act, 2013 and Secretarial Standard, as applicable, are provided in 'Annexure-I' to the Notice.

Brief profile of Mr. Nirmal Parik:

Mr. Nirmal Parik, aged 42 years, is an experienced finance professional with more than 16 years of extensive experience in Investment Management (Managing a mid-sized Investment Portfolio) and Corporate Banking (Corporate Credit Analysis and Client Relationship). During his investment management career, he has been involved in private equity investments in more than 70 PE funds from venture, mezzanine, growth capital, buyouts, and real estate across various geographies. He has also been involved in direct equity Investment transactions, across various jurisdictions and sectors. He is currently associated with United Gulf Holding Company B.S.C/ United Gulf Bank B.S.C. as Vice President, Head of Asset Management & Investment Banking.

The Board accordingly recommends the resolutions at Item No. 2 of this Notice for the approval of the Members as Ordinary Resolution. None of the said Directors are related to each other.



Mr. Nirmal Parik and his relatives are interested in the resolution set out at item No. 2 of the Notice with regard to his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution as set out at item No. 2 of the Notice.

By the Order of the Board


Swati Zawar
Company Secretary



Place: Mumbai
Date: June 25, 2020

Annexure- I

Particulars	Mr. Nirmal Parik
Age	43 Years
Qualifications	CFA, MBA, B.Com
Experience (including expertise in specific functional area)	He is an experienced finance professional with more than 16+ years of extensive experience in Investment Management (Managing a mid-sized Investment Portfolio) and Corporate Banking (Corporate Credit Analysis and Client Relationship).
Terms and Conditions of Appointment	As per resolution at Item No. 2 of the Notice convening Annual General Meeting on 15 th September, 2020 read with Explanatory Statement thereto.
Date of appointment on the Board	27 th November, 2019
Shareholding in the Company as on 31st March, 2020	NIL
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year ended 31st March, 2020	2
Directorships of other Boards as on 31st March, 2020	NIL



ROUTE MAP:
INDIA FACTORING AND FINANCE SOLUTIONS PRIVATE LIMITED
UNIT NO. 401, 4TH FLOOR, WINDSOR HOUSE,
OFF CST ROAD, VIDYANAGARI MARG, KALINA,
SANTACRUZ (EAST), MUMBAI - 400098



India Factoring And Finance Solutions Private Limited

Registered Office: Unit No. 401, 4th Floor, Windsor House, Off CST Road, Vidyanagari Marg,
Kalina, Santacruz (East), Mumbai 400 098

CIN: U65923MH2009PTC197957 • Phone: 022-4412 5555 • Fax: 022-4412 5556

Email id: g.compliance@indiafactoring.in • Website: www.indiafactoring.in

11th Annual General Meeting

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 : _____

Email ID : _____

Folio No./Client ID : _____

DP ID : _____

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint:

1. Name : _____ Address : _____

Email ID: _____ Signature : _____ or failing him/her

2. Name : _____ Address : _____

Email ID: _____ Signature : _____ or failing him/her

3. Name : _____ Address : _____

Email ID: _____ Signature : _____

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company to be held on Tuesday, September 15, 2020 at 11:30 am at Unit No. 401, 4th Floor, Windsor House, Off CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai 400 098, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		
Ordinary Business	For	against
1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.		
Resolutions		
Special Business	For	against
2. Regularisation of Additional Director, Mr. Nirmal Parik (DIN: 08580646) as Non-Executive Director of the Company		

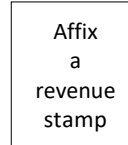
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Signed on the day of ___ 2020

Signature of shareholder _____

Signature of Proxyholder _____



Notes:

1. **The Proxy Form 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 member entitled to attend and vote at the annual General meeting is entitled to appoint proxy/proxies to attend and vote instead of himself and such proxy/proxies need not be a member of the Company.**
3. Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remain sun stamped/inadequately stamped or forms in which the stamps are not cancelled shall be treated as invalid.