



NOTICE OF 6th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting of the Members of India Factoring and Finance Solutions Private Limited will be held on July 31, 2015 at 1:00 p.m. at Unit No.201, 2nd Floor, Vibgyor Tower, Plot No.C -62, Near Citi Bank, Bandra Kurla Complex, Bandra (E). Mumbai -51., to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on 31st March 2015 along with the Auditors' Report and Directors' Report thereon.
2. To ratify the appointment of M/s. B S R & Associates LLP (firm reg. no. 116231W /W-100024), Chartered Accountants, Mumbai, as the Statutory Auditors for FY 2015 - 16.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modifications, the Following resolution as a **SPECIAL RESOLUTION**:-

"RESOLVED THAT the consent of the shareholders be and is hereby accorded for change in registered office of the company from its present situation at 6th Floor, Vaibhav Chambers, Opposite Income Tax Office, Bandra-Kurla Complex, Bandra (East), Mumbai-51 to Unit No. 201, 2nd Floor, Vibgyor Tower, Plot No. C-62, Near Citi Bank, Bandra - Kurla Complex, Bandra East, Mumbai 400 051 within the local limit of the town where the registered office of the company is presently situated;

"RESOLVED FURTHER THAT Mr. Ravichander Varadarajan, Managing Director and CEO and/or Mrs. Veena Mankar, Director of the Company be and are hereby authorized to furnish necessary forms, paper and documents with the concerned Registrar of Companies, RBI and all other statutory bodies, as may be required and do all such act and things as may be considered necessary incidental and ancillary for the above mentioned purpose."

By the Order of the Board

Sd/-

Place: Mumbai
Date: June 23, 2015

Ravichander Varadarajan
Managing Director and CEO



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The enclosed Proxy form, if intended to be used, should be returned duly filled, stamped and authenticated at the Registered Office of the Company not less than 48 hours before the scheduled time of the meeting.



Explanatory Statement

(Pursuant to Section 102 (1) of Companies Act, 2013)

Special business Item No.3

Keeping in view the future growth of the company, the space constraint faced and for enabling smooth operations; the Company has taken the below property on lease and has vacated its offices at Vaibhav Chambers and Hallmark Business Plaza:

Unit No. 201, 2nd Floor, Vibgyor Tower,
Plot No. C-62, Near Citi Bank,
Bandra - Kurla Complex, Bandra East, Mumbai 400 051

Since most of the communication by statutory authorities and other stakeholders will only be done at the registered office of the Company, hence the Board recommends to change registered office from 6th Floor, Vaibhav Chambers, Opposite Income Tax Office, Bandra-Kurla Complex, Bandra (East), Mumbai-51 to Unit No. 201, 2nd Floor, Vibgyor Tower, Plot No. C-62, Near Citi Bank, Bandra - Kurla Complex, Bandra East, Mumbai 400 051

None of the Directors/ Key Managerial Personnel (KMP) is directly or indirectly interested in the aforesaid proposal except as being a Director or KMP in the Company.