KIFSFINANCIAL SERVICES LTD.

Regd. & Corporate Office:

B - 81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad - 380006.

Tel.: 2642 0592 / 594, 3000 0320 / 21 / 22 Fax: 079-26403717

Email: cs@kifs.co.in Site: www.kifsfinance.com

<u>DETAILS REGARDING THE VOTING RESULTS IN COMPLIANCE WITH</u> <u>CLAUSE – 35A OF THE LISTING AGREEMENT</u>

Date of EGM	16 th March, 2015
Total number of Shareholders on Record date/ Book Closure	1761
No. of shareholders present in the meeting either in person or through proxy:	26 (21 members in person, 1 person as authorised representative of holding company and 4 members through Proxy)
(a.) Promoters and Promoter Group (b.) Public	1 25
No. of Shareholders who attended the meeting through Video Conferencing:	Nil (Not Arranged)
(a.) Promoters and Promoter Group (b.) Public	N.A. N.A.

Agenda wise Voting Results

The mode of voting for all resolutions was E-voting and Poll by ballot conducted at the meeting.

	Agenda — 1
Details of the Agenda:	Increase in the Borrowing Powers of the Company in accordance with section 180 (1)(c) of the Companies Act, 2013
Resolution Required:	Special Resolution

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	l	2	3 = (2/1)*100	4	5	6 = (4/2)*100	7 = (5/2)*100
Promoter &Promoter Group	8050000	8050000	100%	8050000	0	100%	0
Public - Institutional Holders	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Others	2768000	1681938	60.76	1681938	0	100%	0
Total	10818000	9731938	89.96%	9731938	0	100%	0

For KIFS Financial Services Ltd.

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Rajesh P. Khandwala Managing Director Annexure - 3"



To
The Chairman / Company Secretary
KIFS Financial Services Ltd. (KFSL)
B/81, Pariseema Complex,
C.G. Road, Ahmedabad - 380006

Dear Sir/Madam,

Sub: Submission of FORM No. MGT-13 - Report of scrutinizer

Ref: EGM of the company held on 16th March, 2015

With reference to the captioned subject, I wish to state that the company (KFSL) vide its Board Resolution dated 12th February, 2015 has appointed me as a Scrutinizer for the purpose of scrutinizing the evoting/ poll (physical voting) process for various resolutions as contained in the Notice of Extra Ordinary General Meeting (EGM) of the Company held on 16th March, 2015.

Accordingly, my report on e-voting dated 13th March, 2015 for e-voting conducted by the Company during 9.00 a.m. on 11th March, 2015 and concluded at 6.00 p.m. on 12th March, 2015 has already been submitted to Ms. Krupa Joshi, Company Secretary on 13th March, 2015. Now, I am submitting herewith my Report on Poll (physical Voting) in prescribed format of MGT-13 for poll conducted at EGM of the Company held on 16th March, 2015 at 12.00 noon at B/81, Pariseema Complex, C.G. Road, Ellisbridge, Ahmedabad - 380006.

Please also find attached herewith a Sealed Cover containing Ballot Papers of physical voting (valid and invalid, if any, separately) along with one Compact Disc (CD) containing details about the members who voted in favour of / against the resolutions, clearly describing therein about the no. of valid and invalid votes and such other records.

I hope you will find the same in order.

Thanking you,

Yours truly,

For Jay Bhavsar & Associates

Company Secretaries (Scrutinizer)

poprietor (M. No-ACS13321 COP No. 6046)

Date: 17-03-2015

Place: Ahmedabad

Acknowledgements: I / We do hereby acknowledge the receipt of sealed cover containing one Compact
Disc and original Ballot Papers and such other records from M/s Jay Bhavsar & Associates, Company

Secretaries, Ahmedabad.

Date: 17-03-2015

1

Place: Ahmedabad

Krupa Joshi Company Secretary

For KIFS Financial Services Limited



FORM No. MGT-13 [Report of Scrutinizer]

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
KIFS Financial Services Ltd.

Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of KIFS Financial Services Limited held on 16th March, 2015 at 12.00 noon at B/81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006

Dear Sir,

I Mr. Jayendra Bhavsar, Proprietor of M/s Jay Bhavsar & Associates, Company Secretaries was appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of KIFS Financial Services Limited, held on 16th March, 2015 at 12.00 noon at B/81, Pariseema Complex, C. G. Road, Ellisbridge, Ahmedabad – 380006, do hereby submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling which was locked in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective, if any, have been treated as invalid and kept separately.
- 4. The results of the poll is as under:

SPECIAL BUSINESS:

[A] Special Resolution related to Increase in the Borrowing powers of the Company

Voted IN FAVOUR of the resolu	ution	
No. of Members present and voting (in person or by proxy)	No. of votes casted by them	% of total no. of valid votes casted by them
23	1466758	100 %

^{*} This do not include 1 member who had done e-voting and remained present.



15, Basant Bahar-2, Nr. Homeopethic College, Bopal-Ghuma Road, Ahmedabad- 380058 Mobile: 09426186679 E-mail: asejaipur@yahoo.com



Voted AGAINST the resolution		
No. of Members present and voting (in person or by proxy)	No. of votes casted by them	% of total no. of valid votes casted by them
NIL NIL	NIL	NIL

INVALID Votes	
Total no. of members (in person or by proxy) whose votes were declared invalid	Total no. of votes casted by them
2	330

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully, For Jay Bhavsar & Associates Company Secretaries



Jayendra K. Bhavsar (Practicing Company Secretary)

ACS - 13321 CP No. 6046

Scrutinizer

Date: 17-03-2015

Place: Ahmedabad

Witnesses:

We the undersigned witnessth that the Ballot Box was opened in our presence at 12.30 p.m. on 17th March, 2015. We are not employee of KIFS Financial Services Limited.

Mr. Nilesh Panchal

Ms. Dwiti Shroff

Date: 17-03-2015

Place: Ahmedabad



REPORT OF SCRUTINISER

[PURSUANT TO SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20(X!) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

To,
The Chairman,
KIFS Financial Services Limited, Ahmedabad

I Mr. Jayendra K. Bhavsar of M/s Jay Bhavsar & Associates, Company Secretaries, Ahmedabad, appointed as a Scrutinizer by the Board of Directors of KIFS FINANCIAL SERVICES LIMITED ("the Company")vide resolution dated 12.02.2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process of the Company in a fair and transparent manner for following resolution(s) as contained in the Notice of Extra Ordinary General Meeting of the Company to be held on 16th March, 2015, submit my report as under:

- The e-voting period commenced from 9.00 a.m. on 11th March, 2015 and concluded at 6.00 p.m. on 12th March, 2015. The e-voting services provided by Central Depository Services India Limited (CDSL) e-voting division.
- 2. The shareholders holding shares as on the "relevant date" i.e. "cut-off date" as 6th February, 2015 were entitled to vote on the proposed resolution stated in the notice of the Company.
- 3. The votes were unblocked on 13th March, 2015 at 11.00 **a** m. in the presence of two witnesses Ms. Chinar Jethwani and Mr. Nimesh Kanoja who are not in the employment of the Company.
- 4. The results of e-voting alongwith the list of shareholders who voted "FOR" and "Against" the below mentioned resolutions were downloaded from the e-voting website of NSDL.

The results of e-voting are as under:

SPECIAL BUSINESS:

[a] Special Resolution related to Increase in the Borrowing powers of the Company

Voted IN FAVOUR of the re-	solution	
No. of Members voted electronically	No. of votes cast in favour of the resolution	% of total no. of valid votes cast
3	8265180	100%

Voted AGAINST the resolut	on	
No. of Members voted electronically	No. of votes cast against the resolution	% of total no. of valid votes cast
NIL	NIL	NIL

INVALID Votes	
Total no. of members whose votes were invalid	Total no. of votes cast by them
Nil	Nil

1 15, Basant Bahar-2, Nr. Homeopethic College, Bopal-Ghuma Road, Ahmedabad- 380058





The relevant records relating to electronic voting (e-voting) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for sake keeping.

endra K. Bhavsar (Practicing Company Secretary)

CS - 13321 CP No. 6046

Scrutinizer

Ahmedaha

Date: 13-03-2015

Place: Ahmedabad

We the undersigned witnessth that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com) in our presence at 11.00 a.m. on 13th March, 2015 at the office of the Scrutinizer.

Chinar Jethwani B/83, Sunbreeze Towers, Opp. A-one School, Subhash Chowk, Gurukul Road, Ahmedabad-3800052 ACS-33012

Date: 13-03-2015

Nimesh Kanoja

454, Harischandra Society,

Vastral Road,

Ahmedabad-382418

Place: Ahmedabad

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Report

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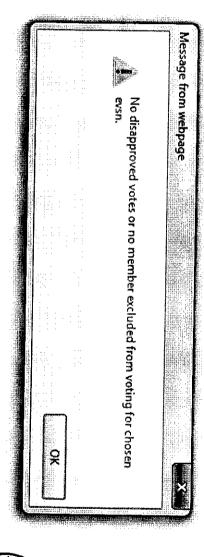
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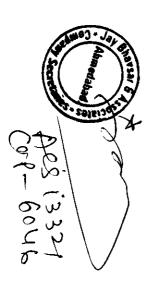


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FINAL E-VOTING REPORT OF KIFS FINANCIAL SERVICES LTD. FOR EGM TO BE HELD ON 16.03.2015