
KUMBHAT FINANCIAL SERVICES LIMITED**CIN: L65991TN1993PLC024433****Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003****Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com****Web: www.kumbhatfinancialserviceslimited.com**

NOTICE OF POSTAL BALLOT/ E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, May 02, 2024 at 09:00 a.m. (IST)	Friday, May 31, 2024 at 05:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Statement in terms of Section 102 of the Act, pertaining to the said Special Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, **Kumbhat Financial Services Limited ('Company' / 'KFSL')** is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members.

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.comWeb: www.kumbhatfinancialserviceslimited.com

The instructions for remote e-Voting are appended to this Notice. This Notice is also available on the website of the Company at www.kumbhatfinancialserviceslimited.com

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Friday, May 31, 2024. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

Summary of proposals placed for approval of shareholders

A summary of proposals placed for approval of shareholders through this postal ballot is given below:

Resolution No.	Particulars
1	Alteration of the Objects Clause of the Memorandum of Association of the Company
2	To borrow in excess of the paid-up share capital and free reserves and securities premium of the Company under Section 180(1)(c) of the Companies Act, 2013
3	Creation of charge on all or any of the movable and / or immovable assets of the Company up to Rs.5 Crores
4	To raise funds through Private Placement of Secured, Redeemable Non-Convertible Debentures (NCDs)

Special Business

Item No: 1 - Alteration of the Objects Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause (clause III) of the Memorandum of Association of the Company in the following manner:

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

A. Insertion of sub-clause 10 and 11 in the Clause III(A) of the Memorandum of Association of the Company:

10. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may deem fit.

11. Subject to guidelines and directions as issued by the Reserve Bank of India from time to time, to lend Loans for any purpose against pledge of gold including household and / or used gold jewelry or any other security in the form of jewelry made out of gold, silver, platinum or any other alloys or semi alloys of such precious metals including precious and semi-precious stones.

B. Deletion of sub-clause 6 in the Clause III(B) of the Memorandum of Association of the Company and renumbering the remaining clauses thereafter.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and is hereby authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

Item No: 2 - To borrow in excess of the paid-up share capital and free reserves and securities premium of the Company under Section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Master Direction-Non-Banking Financial Company (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the relevant provisions of Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for borrowing from time to time any sum or sums of money by way of issue of non-convertible debentures, cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding Rs.5,00,00,000/- (Rupees Five Crores Only) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

Item No: 3 - Creation of charge on all or any of the movable and / or immovable properties of the Company up to Rs.5 Crores

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made there under, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Master Direction-Non-Banking Financial Company (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the relevant provisions of Memorandum and Articles of Association of the Company, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) and Securities (comprising fully / partly Convertible Debentures and / or Non Convertible Debentures or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).”

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

Item No: 4 - To raise funds through Private Placement of Secured, Redeemable Non-Convertible Debentures (NCDs)

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of Memorandum and Articles of Association of the Company and subject to the rules, regulations, guidelines and circulars issued thereunder from time to time by any Regulatory Authorities, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board and subject to the total borrowings of the Company not exceeding the borrowing powers approved by the members under Section 180(1)(c) of Companies Act 2013, consent of the members of the Company be and is hereby accorded to offer, issue and allot secured redeemable non-convertible debentures, in one or more series / tranches, on private placement basis during a period of one year from the date of this Extra-ordinary General Meeting for an amount not exceeding Rs.5,00,00,000/- (Rupees Five Crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.”

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

“RESOLVED FURTHER THAT the Board of the Company be and are hereby authorized to do all such acts, deeds and things to give effect to the above resolution including appointment of trustees, registrar and share transfer agents or such other intermediaries, fixing the terms and conditions for the issue of NCDs including but not limited to the price, coupon, premium, discount, tenor, etc, preparation and authentication of offer letters, issue and allotment of debentures, authorizing officers of the Company or such other intermediaries in connection with the issue of NCDs or any other matter incidental or ancillary thereto.”

**By order of the Board,
For KUMBHAT FINANCIAL SERVICES LIMITED**

Place: Chennai

Date: 26.04.2024

**(SANJAY KUMBHAT)
Managing Director
DIN: 03077193
Block A, B Bungalow,
No. 234, Doshi Royale,
Kilpauk Garden Road,
Chennai – 600 010.**

NOTES:

- 1) The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
- 2) In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Cameo Corporate Services Limited, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, April 26, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
- 3) Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

- 4) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The Company has availed services of Central Depository Services (India) Limited for this purpose. Shareholders are requested to read the instructions provided in **Annexure 1** 'Voting through electronic means'.
- 5) The remote e-voting period shall commence on **Thursday, May 02, 2024 at 09:00 a.m.** and end on **Friday, May 31, 2024 at 05:00 p.m.** All dates and times mentioned herein, are as per Indian Standard Time ("IST"). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
- 6) The Board of Directors of the Company has appointed Shri. CS JAGDISH PRASAD MUNDHARA (Membership No. FCS 2353 CP No. 1443) of M/s. MUNDHARA & Co, Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 7) The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
- 8) The said results would be displayed at the Registered Office of the Company and on its website at www.kumbhatfinancialserviceslimited.com and simultaneously intimated to the CDSL and the BSE Limited.
- 9) The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., **Friday, May 31, 2024, at 5:00 p.m. (IST).**

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

- 10) This Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. www.kumbhatfinancialserviceslimited.com and on the website of the E-voting agency viz. Central Depository Services (India) Limited at <https://evoting.cdslindia.com>
- 11) The vote in this Postal Ballot cannot be exercised through proxy.
- 12) Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to cs@kumbhatfinancialserviceslimited.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period **Thursday, May 02, 2024 to Friday, May 31, 2024.**

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

**Explanatory Statement
setting out Material Facts pursuant to Section 102 of the Companies Act, 2013**

Item No: 1

Your Company, being a Non-Banking Finance Company (NBFC), has proposed to amend the objects clause of the Memorandum of Association (MOA) of the Company in order to align the existing objects clauses with the provisions of the Companies Act, 2013 and accordingly to bring the core business of lending to the main object clause and not to keep the same in incidental and ancillary clause of the MOA of the company. Further, lending being the core business of the Company, the Board of Directors of your Company has decided to lend money against the security of gold ornaments and jewelry and accordingly a separate sub-clause 11 is being proposed to be included in the main objects of the Company describing the said activity in detail.

In view of the aforesaid, the Object Clause of the MOA of the Company is required to be altered to include the above objects for which shareholders' approval is sought by means of Special Resolution in accordance with sections 13 and 4 and other applicable provisions of the Companies Act, 2013.

Copy of the MOA of the Company together with the proposed alteration is available to the Members for inspection and the members in this regard are required to send the request by an email to cs@kumbhatfinancialserviceslimited.com

The Board commends the Special Resolution set out at Item No.1 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 1 of the Notice.

Item No. 2 and 3

Keeping in view the Company's existing and future financial requirements, the Company may need additional funds. For this purpose, the Company is desirous of raising funds through issue of debentures as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.5,00,00,000/- (Rupees Five Crores Only).

As per the provisions of Section 180(1)(c) of the Act, a company cannot borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, unless approval of the Members is obtained by way of a Special Resolution. In order to explore alternatives for capital adequacy requirements and in the light of the projected business requirements for FY 2024-25, it is proposed to enhance the borrowing powers of the Company to

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

Rs.5,00,00,000/- (Rupees Five Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher at any time.

Further, as the NCDs proposed to be issued would be secured in nature, the Company has to undertake multiple transactions for securitization of its loan receivables, selling, transferring, assignment of the receivables/book debts (together with any underlying security interest and contractual comfort (if any)).

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not sell, assign its receivables / book debts without the consent of the members of the company accorded at the General Meeting by means of a special resolution.

In view of the aforesaid, the Board of Directors at its meeting held on April 8, 2024, has subject to the approval of shareholders, approved to sell, assign / securitize receivables as approved by the members pursuant to Section 180(1)(a) of the Act.

In this regard, the approval of the members is sought for sale / assignment / securitization of its receivables / book debt on such terms and conditions as may be determined by the Board of Directors (or committee or any other person authorized by the Board of Directors), depending on the prevailing market condition.

The Board recommends the Special Resolution set forth in Item No. 2 and 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution.

Item No: 4

The Board of Directors of the Company has been exploring various fund raising options, in order to augment the long-term resources of the Company. There is potential to raise resources through issue of Non-Convertible Debentures (“NCDs”) on private placement. Your Directors considered that the Company should broaden the base of resource mobilization to ensure availability of adequate funding for future business growth and development and propose to raise these funds through issue of NCDs on private placement.

The funds raised through this issue of NCDs will be utilized for various financing activities, working capital requirements and general corporate purposes of the Company, after meeting the expenditures of and related to the issue.

At present, your Company is proposing to issue Non Convertible Debenture on a private placement basis worth Rs.5 Crores.

As per Sections 42 and 71 of the Companies Act, 2013 (“the Act”) read with the Rules framed there under, a company offering or making an invitation to subscribe to NCDs on private

KUMBHAT FINANCIAL SERVICES LIMITED**CIN: L65991TN1993PLC024433****Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003****Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com****Web: www.kumbhatfinancialserviceslimited.com**

placement basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

Accordingly, the Board of Directors of the Company at its meeting held on April 8, 2024 after assessing its fund requirements, has proposed to obtain the consent of the Members of the Company for issue of NCDs or other such debt securities as may be permitted by RBI from time to time towards the stated purpose, upto Rs.5,00,00,000/- (Rupees Five Crore only), in one or more tranches and within the limits permitted by regulatory authorities, to eligible investors on private placement basis, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Company. This would form part of the overall borrowing limits as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Special Resolution set forth in item No. 4 of the accompanying Notice, for approval by the Shareholders of the Company. As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of NCDs are as follows:

a)	Particulars of the offer including date of passing of Board resolution	Secured, Redeemable Non-Convertible Debentures (NCDs) whether cumulative and / or non-cumulative for an amount not exceeding in aggregate Rs.5,00,00,000/- (Rupees Five Crores only) in one or more tranches on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board/Committee of Directors/any person duly authorised by the Board from time to time. This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time.
b)	Kinds of securities offered and the price at which security is being offered	Secured, Redeemable Non-Convertible Debentures (NCDs) at premium, discount or at par, as may be determined by the Board/Committee of Directors/any person duly

KUMBHAT FINANCIAL SERVICES LIMITED**CIN: L65991TN1993PLC024433****Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003****Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com****Web: www.kumbhatfinancialserviceslimited.com**

		authorised by the Board.
c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
d)	Name and address of valuer who performed valuation	Not Applicable
e)	Amount which the company intends to raise by way of such securities	Rs.5,00,00,000/- (Rupees Five Crores Only)
f)	Material terms of raising such securities	Since the issuance would be in one or more tranches, material terms will be determined by the Board/Committee of Directors/any person duly authorised by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable law for the time being in force.
g)	Proposed time schedule	Within One year from the date of passing of this resolution.
h)	Purposes or objects of offer	The proceeds of the issues would be used for onward lending, deployment in business and growth of the business and for General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board may decide.
i)	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Nil
j)	Principle terms of assets charged as securities	The principal amount of the Secured NCDs issued along with all interest due will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee from time to time.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid resolution.

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

**By order of the Board,
For KUMBHAT FINANCIAL SERVICES LIMITED**

**Place: Chennai
Date: 26.04.2024**

**(SANJAY KUMBHAT)
Managing Director
DIN: 03077193
Block A, B Bungalow,
No. 234, Doshi Royale,
Kilpauk Garden Road,
Chennai – 600 010.**

Annexure-1

Instructions for voting through electronic means

- 1) The shareholders whose names are recorded in the Register of Shareholders or in the Register of beneficial owners maintained by the Depositories as on **Friday, April 26, 2024 (“Cut-off date”)** shall be considered for the issuance of notice.
- 2) The E-voting shall commence on **Thursday, May 02, 2024 at 09.00 a.m. IST and shall end on Friday, May 31, 2024 at 5.00 p.m. IST (“E-voting Period”)**. The E-voting module shall be disabled by CDSL for voting thereafter. During the E-voting Period, the shareholders may cast their e-vote remotely, by using the login method as applicable to them.
- 3) E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.
- 4) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid circular, login method for E-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

KUMBHAT FINANCIAL SERVICES LIMITED**CIN: L65991TN1993PLC024433****Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003****Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com****Web: www.kumbhatfinancialserviceslimited.com**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period. Additionally, there is also link provided to access the system of E-voting Service Provider i.e. CDSL, so that the user can visit the E-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of the respective E-voting Service Provider, i.e. CDSL.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under</p>

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

	<p>“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name – Kumbhat Financial Services Limited or E-voting service provider name - CDSL and you will be re-directed to E-voting service provider website for casting your vote during the E-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name – Kumbhat Financial Services Limited or E-voting service provider name - CDSL and you will be redirected to CDSL’s website for casting your vote during the E-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name – Kumbhat Financial Services Limited or e-Voting service provider name – CDSL, and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.comWeb: www.kumbhatfinancialserviceslimited.com

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for E-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the E-voting website www.evotingindia.com
- Click on “Shareholders” module.
- Now enter your User ID:
 - a) For CDSL: 16 digit beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID
 - c) Shareholders holding shares in Physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier E-voting of any company, then your existing password is to be used.
- 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.
- If you are a first time user follow the steps given below:

KUMBHAT FINANCIAL SERVICES LIMITED**CIN: L65991TN1993PLC024433****Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003****Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com****Web: www.kumbhatfinancialserviceslimited.com**

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Option 1 – PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Option 2 - Dividend Bank Details OR 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. 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.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(iv) For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

(v) Click on the EVSN **240425003** for **KUMBHAT FINANCIAL SERVICES LIMITED**.

(vi) 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.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

KUMBHAT FINANCIAL SERVICES LIMITED

CIN: L65991TN1993PLC024433

**Regd. Off.: 5th Floor, Kumbhat Complex, No.29, Rattan Bazaar, Park Town,
Chennai - 600003**

Tel: +91 95660 99991 / 95000 21161 E-mail: cs@kumbhatfinancialserviceslimited.com

Web: www.kumbhatfinancialserviceslimited.com

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) Additional Facility for Non – Individual Shareholders and Custodians – For E-voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to 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 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc., to the Scrutinizer and to the Company at the e-mail address viz; cs@kumbhatfinancialserviceslimited.com, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

Shareholders holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update the same by submitting prescribed Form ISR-1 and other relevant forms to the Company’s RTA. Shareholders holding shares in demat form are requested to update their email addresses with their respective Depository Participant (DP).

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, under help section or write an email to helpdesk.evoting@cdslindia.com All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No. 1800 22 55 33.