

NOTICE

Notice is hereby given that the 18th Annual General Meeting (AGM) of the members of IKF Technologies Limited will be held on 31st August 2017 at 3.00 P.M at the Convergence Centre, DPSC Plot No. X-1, 2&3, Block EP, Sector- V, Salt Lake, Kolkata - 700091, to transact the following business:

ORDINARY BUSINESS :

Item No. 1: Adoption of Financial Statements

To receive consider and adopt the audited financial statement (including the Consolidated Financial Statements) of the Company for the financial year ended March 31st, 2017 and the reports of the Board of Directors ('The Board') and the Auditors Report thereon

Item No. 2 – Appointment of Director liable to be retire by rotation

To appoint a director in place of Mr. Sunil Kumar Goyal (Din: 00550933), who retires by rotation and being eligible offer himself for reappointment, and to pass the following resolution with or without modification(s) as an Ordinary Resolution.

“ **RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Sunil Kumar Goyal (DIN : 00550933) as a whole time director, whose place is liable to retire by rotation.”

Item No. 3 - To Appoint Statutory Auditor to fill casual vacancy of Statutory Auditor due to resignation.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, and the consent of the shareholders be and are hereby given for the appointment of Auditors viz. M/s. Agarwal Vishwanath & Associates, Chartered Accountants (Firm Registration No. 323024E), as the statutory auditor of the Company to fill the casual vacancy caused by resignation of M/s Mandawewala & Co, Chartered Accountants (Firm Registration No.322130E) from the conclusion of the 18th Annual General Meeting till the 22nd Annual General Meeting to be held in the year 2022 on a remuneration as fixed by the Board of Directors”.

SPECIAL BUSINESS:

To consider and if thought fit pass the following resolution as Ordinary Resolution:

Item No. 4 - Ordinary Resolution for the appointment of Mr. Ajay Raina as Independent Director (DIN: 06470583)

“ **RESOLVED THAT** pursuant to the provisions of Sections 152 ,160 and 161 and other applicable provisions of Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof and for the time being in force, Mr. Ajay Raina (DIN : 06470583), who was appointed as an Additional Director by the Board of Directors of the Company on the Board Meeting which was held on 27.05.2017 and who holds office as such upto the date of this Annual General Meeting, and who has submitted a declaration of Independence u/s 149(6) of the companies act 2013, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act ,2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term of 5 (five) years”.

Item No. 5 - Ordinary Resolution for the appointment of Mr. Manoj Rungta as Independent Director (DIN: 02170863)

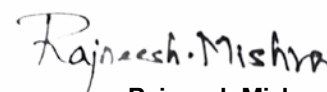
“ **RESOLVED THAT** pursuant to the provisions of Sections 152 ,160 and 161 and other applicable provisions of Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof and for the time being in force, Mr. Manoj Rungta (DIN: 02170863), who was appointed as an Additional Director by the Board of Directors of the Company on the Board Meeting which was held on 27.05.2017 and who holds office as such upto the date of this Annual General Meeting, and who has submitted a declaration of Independence u/s 149(6) of the companies act 2013, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act ,2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term of 5 (five) years”.

Registered Office:

2nd Floor, Plot No. J-1/12 Block- EP & GP, Sector-V
Salt Lake, Kolkata-700 091
CIN: L72200WB2000PLC111253
Phone: +91 33 23572610/11
E-mail: info@ikftech.in, Website: www.ikf-technologies.com

Date: 28th July, 2017
Place: Kolkata

By Order of the Board of Directors
For **IKF Technologies Limited**



Rajneesh Mishra
Company Secretary

NOTICE (Contd.)

NOTES :

- A. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”)MAY APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY’ S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE AGM I.E BY 3:00 P.M ON 29TH OF AUGUST, 2017. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAT TEN PERCENT (10%) OF THE SHARE CAPITAL OF THE COMPANY.**
- B. Corporate members intending to send their authorized representative in accordance with Section 113 of the Companies Act, 2013 to attend the meeting are required to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf.
- C. Members are requested to bring their attendance slips duly filled in and signed as per the specimen signature recorded with the Company for attending the meeting along with Annual Report already circulated to them.
- D. In case several joint holders attending the meeting, only such joint holder who is higher than in the order of names will be entitled to vote at the meeting.
- E. The Register of Members and Share Transfer Books will remain close on 29th August, 2017 to 31st August, 2017 (both days inclusive).
- F. The Company’s Registrars & Transfer Agents for its share registry (both physical as well as electronic mode) is M/s. Bigshare Services Private Limited having its office at 1st Floor, Bharat Tin Works Building , Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.
- G. Members holding share in electronic mode are requested to intimate any change in their address or bank mandates or demise of any member to the Registrar & Share Transfer Agent of the Company, M/s. Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra and /or to Company Secretary at the registered office of the company at 2nd Floor, J-1/12, Block EP&GP, Sector- V, Salt Lake, Kolkata- 700091, quoting their Folio Number. Shareholders holding share in dematerialized form are requested to address all their correspondence to their respective Depository Participants.
- H. In all correspondence with the Company, members are requested to quote their Account/Folio Number and in case their shares are held in dematerialized form their client ID and DP ID numbers.
- I. The Securities & Exchange Board of India (SEBI) has mandated the submission of the Permanent Account No (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
- J. In compliance with Section 108 of the Act, read with corresponding rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’)the Company has provided a facility to its members to exercise their votes electronically through electronic (e-voting) services facilitated by The National Securities Depository Limited (NDSL).The facility for voting through ballot papers will also be made available at the AGM and members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM, through ballot papers. Members who have caste their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to caste their votes again. The instructions for e voting are annexed to the Notice. The Board has appointed Mr. Pramod Kumar Pal Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting/ ballot papers in affair and transparent manner.

NOTICE (Contd.)

- K. Members holding share in the same manner or in the same order of names but in several folios are requested to consolidate them into one Folio.
- L. Members may also note that the Notice of the 18th Annual General Meeting and Annual Report for the financial year 2016-17 can be downloaded from the Company's website, www.ikf-technologies.com. For any communication, the shareholders may also send requests to the Company's investor email id: info@ikftech.in.
- M. The Annual Report 2016-17, the Notice of 18th AGM and instructions of e-voting, along with the attendance slip and proxy form are being sent by electronic mode to the members whose email addresses are registered with the Company or Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail address, physical copies will be sent through permitted mode.
- N. Additional information, pursuant to Regulation 36 of Listing Obligation and Disclosure Requirement, in respect of the directors seeking appointment/ reappointment at the AGM, forms integral part of Notice.
- O. The Company has no unpaid or unclaimed dividends for the purpose of transferring into the Investor Education and Protection Fund (The IEPF) established by the Central Government.
- P. All documents referred to in the Notice will be available for inspection, at the Company's registered office during normal business hours on working days upto the date of the AGM.
- Q. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of meeting. This would enable the company to compile the information and provide replies in the meeting.
- R. Queries proposed to be raised at the AGM may be sent to the Company at its Registered Office at least seven days prior to the date of AGM to enable the Management to compile the relevant information to reply the same in the Meeting.
- S. Copies of the Memorandum and Articles of Association of the Company and the documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. to 4 P.M. up to the date of AGM.

T. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Obligation and Disclosure Requirements), Regulation 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be passed in the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by NSDL.

1. The facility for voting through poll by ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll by ballot paper.
2. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
3. The Board of Directors of the Company has appointed Mr. Pramod Kumar Pal, Practicing Company Secretary, Kolkata as Scrutinizer the poll by ballot paper and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th August, 2017 only shall be entitled to avail the facility of remote e-voting/poll by ballot paper.

NOTICE (Contd.)

5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 24th August 2017 only shall be entitled to avail the facility of remote e-voting/Poll by ballot paper.
6. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
7. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members & E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nSDL.com> or call on toll free no. 1800222990 or contact Mr. Subhashis Sengupta, Assistant Manager NSDL at designated emails ids.evoting@nsdl.co.in or subhashisS@nsdl.co.in or at telephone nos: 022-2499 4545/4738. Members may also address their queries relating to e-voting to the e-mail ID evoting@ikftech.in.
8. The Remote E-voting period begins at 9.00 A.M. on Monday, 28th August, 2017 and ends at 5.00 P.M. on Wednesday, 30th August, 2017. During this period members; of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date (record date) i.e. 24h August, 2017 may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. The instructions for e-voting are as under :
 - (I) In case of Members who receive the Notice in Electronic mode :
 - (a) Open e-mail and open PDF file viz. "IKF Technologies e-voting.pdf" with your client ID No. or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - (b) Launch internet browser by typing the URL: <https://www.evoting.nSDL.com/> and click on "Shareholder-Login".
 - (c) Put User ID and password as initial password noted in step (a) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com.
 - (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ character or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
 - (e) Home page of e-voting opens. Click on "e-voting: Active E-voting Cycles" and select the Electronic Voting Event Number (106743) of IKF Technologies Limited. Members can cast their vote online from 9.00 A.M. to on Monday, 28th August, 2017 till 5.00 P.M. On Wednesday, 30th August, 2017.
 - (f) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (g) Cast your vote by selecting appropriate option and click on "Submit". Thereafter click on "Confirm" when prompted.
 - (h) Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
 - (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/JPG format) of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the Authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at ikfscrutinizer@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in.
 - (II) In case of Members who receive the Notice by Post:
 - (a) User ID and initial password is provided for the purpose of remote e-voting for AGM.
 - (b) Please follow the steps from Sl. No T-8 (b) to (i) to caste your vote.

NOTICE (Contd.)

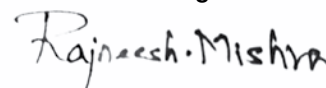
- (III) Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (I) above, to cast your vote.
- (IV) General Information
- (a) Every Client ID No./Folio No. shall have one e-vote, irrespective of the number of joint holders.
- (b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 24th August, 2017.
- (c) Remote E-voting right cannot be exercised by a proxy.
- (d) The Scrutinizer, after scrutinizing the votes cast at the meeting through poll by ballot paper and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ikf-technologies.com and on the website of NSDL www.evoting.nsdl.com. The result shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.
- U. Explanatory Statement under Section 102(1) of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto and form part of the Notice.

Registered Office:

2nd Floor, Plot No. J-1/12 Block- EP & GP, Sector-V
Salt Lake, Kolkata-700 091
CIN: L72200WB2000PLC111253
Phone: +91 33 23572610/11
E-mail: info@ikftech.in
Website: www.ikf-technologies.com

Date: 28th July, 2017
Place: Kolkata

By Order of the Board of Directors
For **IKF Technologies Limited**



Rajneesh Mishra
Company Secretary

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No; 4

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Ajay Raina (DIN: 06470583) was appointed as an Additional Director on the Board of the Company at their meeting held on 27th May, 2017 pursuant to provisions of Section 161 of the Act and Articles of Association of the Company.

Mr. Ajay Raina is a graduated with a Bachelor of Arts, thereafter a degree in Marketing followed by Master's Degree in Management from Mumbai University. He has undergone various comprehensive leadership training courses, skills and strategies to effectively impact profitability, productivity and performance to take extraordinary opportunity to study the leadership skills from some of the world's best leaders.

His work experience and exposure is in various verticals and domains, such as, construction, building material, telephonic products and exchanges, mobile telephony, global processor and provider for e-commerce business and lastly providing financial, advisory and intermediary services, borrowing arrangements for all types of Loans from financial Institutions, public sector banks, private sector banks, non-banking finance companies, and other institutions in and outside India.

Item No; 5

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Manoj Rungta (DIN: 02170863) was appointed as an Additional Director on the Board of the Company at their meeting held on 27th May, 2017 pursuant to provisions of Section 161 of the Act and Articles of Association of the Company..

Mr. Manoj Rungta is a commerce graduate from Calcutta University.

He started his career as an Entrepreneur in Media and Distribution industry. He has been associated with IT&ITES, ISP and BPO industries for more than 15 years

PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

1. Name : Mr. Ajay Raina

Age: 61 years

Qualification: M.B.A (Mumbai University)

Experience: His work experience and exposure is in various verticals and domains, such as, construction, building material, telephonic products and exchanges, mobile telephony, global processor and provider for e-commerce business and lastly providing financial, advisory and intermediary services, borrowing arrangements for all types of Loans from financial Institutions, public sector banks, private sector banks, non-banking finance companies, and other institutions in and outside India.

Other Directorship as on 31.03.2017

Name of the Company

INFINITE NATURAL RESOURCES (P) LTD

MEGA NIRMAN & INDUSTRIES LTD

Position Held

Director

Managing Director

2. Name : Mr. Manoj Rungta

Age: 47 years

Qualification: B.Com

Experience: Mr. Rungta is a commerce graduate from Calcutta University. He started his career as an Entrepreneur in Media and Distribution industry. He has been associated with IT&ITES,ISP and BPO industries for more than 15 years

Other Directorship as on 31.03.2017

Name of the Company

RANGER REALITY PRIVATE LIMITED

Position Held

Director

Route Map of AGM Venue





IKF Technologies Limited

Regd. Off – 2nd Floor, Plot No. J 1/12, Block EP & GP, Sector – V, Salt Lake, Kolkata – 700 091

Tel No: +91 33 2357 2610/11; **Fax No:** +91 33 2357 2612

E-mail: info@ikftech.in; **Website:** www.ikf-technologies.com

CIN: L72200WB2000PLC111253

18TH ANNUAL GENERAL MEETING

PROXY FORM

Form MGT- 11

[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 Shareholder(s) (In Block Letters)

Registered Address

E-mail Id

Registered Folio No. / DP ID & Client ID No.

I/We, being the Shareholder(s) holding shares of IKF Technologies Limited hereby appoint:-

(1) **Name :** **Address**

E-mail ID: **Signature**

or falling him/her

(2) **Name :** **Address**

E-mail ID: **Signature**

or falling him/her

(3) **Name :** **Address**

E-mail ID: **Signature**

or falling him/her

as my / our proxy to attend and vote for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 18th Annual General Meeting of the Company to be held on Thursday, 31st day of August, 2017 at 3:00 P.M. at The Convergence Centre, DPSC, Plot no. X-1, 2 & 3, Block EP, Sector - V, Salt lake, Kolkata – 700 091 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Description | Optional (✓) | |
|-------------------|--|----------------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Annual Accounts of the Company as on 31st March, 2017. | | |
| 2. | Appointment of Director who is liable to retire by rotation. | | |
| 3. | Appointment of Statutory Auditors of the Company. | | |
| Special Business | | | |
| 4. | Appointment of Mr. Ajay Raina as Independent Director. | | |
| 5. | Appointment of Mr. Manoj Rungta as Independent Director. | | |

Signed this _____ day of _____ 2017

Signature of Shareholder (s) _____

Signature of Proxy holder (s) _____

Affix Revenue Stamp

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 2nd Floor, Plot No. J 1/12, Block EP & GP, Sector – V, Salt Lake, Kolkata – 700 091 not less than 48 hours before the commencement of the AGM i.e. by 03:00 p.m. on 31st August, 2017.



IKF Technologies Limited

Regd. Off – 2nd Floor, Plot No. J 1/12, Block EP & GP, Sector – V, Salt Lake, Kolkata – 700 091

Tel No: +91 33 2357 2610/11; **Fax No:** +91 33 2357 2612

E-mail: info@ikftech.in; **Website:** www.ikf-technologies.com

CIN: L72200WB2000PLC111253

18TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE

Name of the Shareholder (s) (In Block Letters)

Registered Folio No./DP ID & Client ID No.

No. of Shares held.....

Name of the Proxy, if any (In Block Letters)

I hereby record my presence at the 18TH ANNUAL GENERAL MEETING of the Company being held at The Convergence Centre, DPSC, Plot no. X-1, 2 & 3, Block EP, Sector - V, Salt lake, Kolkata – 700 091 on Thursday, 31st day of August, 2017at 03:00 P.M

Signature of the Shareholder or Proxy.....

Note: Shareholder/Proxy attending the Annual General meeting (AGM) must bring his/her Admission Slip which should be signed and deposited before entry to the Auditorium.



ELECTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 18th AGM will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM).

| EVEN (E-voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |

Please refer to Note No. S of Notice

REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

Name of the Shareholder (s) (In Block Letters)

Registered Address.

E-mail Id

Registered Folio No./DP ID & Client ID No.

Signature of the Shareholder (s)