

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the shareholders of M/s. IFIN SECURITIES FINANCE LIMITED will be held at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034 on Friday, September 02, 2016 at 02:00 P.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended on March 31, 2016, together with the Board of Directors' Report and Auditors' Report thereon.
2. To appoint a director in place of Smt. S. Usha, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139(5) and 142 and all other applicable provisions, if any of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Jagannathan & Sarabeswaran, Chartered Accountants, having firm registration number 001204S as appointed by Comptroller and Auditor General of India (CAG) be and is hereby appointed as Statutory Auditors and Tax Auditors of the Company for the financial year 2016-17."

"RESOLVED FURTHER THAT M/s. Jagannathan & Sarabeswaran, Statutory Auditors of the Company, be paid a fee of Rs. 2,00,000/- (Two lakh Rupees only) in respect of the audit of the Accounts of the company for the year 2016-17, Rs. 26,500/- (Twenty Six Thousand Five Hundred only) in respect of the Limited review for every quarter, Rs. 10,000 in respect of Tax Audit, plus applicable taxes and such other certification fees as payable from time to time."

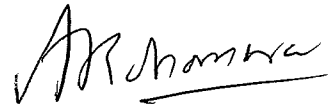
AS SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s) if any, the following resolution as an "Ordinary Resolution"

Appointment of Shri V. Ramanan as Independent Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri V. Ramanan (DIN: 02754562), be and is hereby appointed as an Independent Director of the Company for a period of three years commencing from his appointment by the Board of Directors of the Company with effect from 29.08.2016."

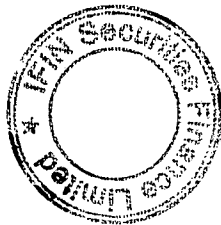
By Order of the Board
For IFIN Securities Finance Limited



A. Ramachandran
COO & Whole-time Director

Place: Chennai

Date: August 10, 2016



(DIN: 06929210)
Flat No. 4, Grace Court,
44, Akbarabad, II Street,
Kodambakkam,
Chennai-600 024

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special business is annexed hereto.
2. A member entitled to vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Corporate members are requested to send certified copy of board resolution, pursuant to Section 89 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.
3. Members should bring the attendance slip duly filled in for attending the meeting.
4. The relevant documents referred to in the accompanying Notice and the Statement under Section 102(1) will be available for inspection of the members at the registered office of the Company on all working days during business hours, upto the date of ensuing Annual General Meeting.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

Shri V. Ramanan (DIN: 02754562) was appointed as an Additional Independent Director by the Board of Directors w.e.f. 29.08.2016 for a period of 3 years in accordance with the provisions of Section 149 & 152 of the Companies Act, 2013.

Shri V. Ramanan is an ex-banker and has more than 33 years of experience in various facets of banking operations. He is a director in eleven companies including three listed companies in which he is an independent director and also an independent director in our holding company, IFIN (IFCI Financial Services Limited). His expertise and guidance can be used for the growth of ISFL.

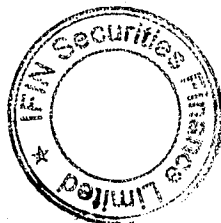
The Board considers that his association would be of immense benefit to the Company and is desirable to continuously avail the services of Shri V Ramanan as an independent Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and he is independent of management. The Company has received declaration made by Shri V Ramanan under section 149(6) of the Companies Act, 2013, Declaration & Undertaking by Director in Annex-2 and Deed of Covenants in Annex-3 (in terms of RBI regulations).

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company, except Shri V Ramanan.

Place: Chennai

Date: August 10, 2016



4

By Order of the Board

For IFIN Securities Finance Limited

A handwritten signature in black ink, appearing to read 'A. Ramachandran'.

A. Ramachandran

COO & Whole-time Director

(DIN: 06929210)
Flat No. 4, Grace Court,
44, Akbarabad, II Street,
Kodambakkam,
Chennai-600 024

IFIN Securities Finance Limited

CIN: U65991TN1989GOI017792

**Registered Office: Continental Chambers, 3rd Floor, 142, Mahatma Gandhi Road,
Nungambakkam, Chennai – 600034**

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Name of the attending Member (in Block Letters) : _____
Member's Folio/Account Number : _____
Number of Shares held : _____

I hereby record my presence at the 27th Annual General Meeting of the Company held on Friday, September 02, 2016 at 02:00 P.M. at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034.

Member's/Proxy's Signature

IFIN Securities Finance Limited

CIN: U65991TN1989GOI017792

**Registered Office: Continental Chambers, 3rd Floor, 142, Mahatma Gandhi Road,
Nungambakkam, Chennai – 600034**

FORM NO MGT-11

PROXY FORM

*(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)*

CIN : U65991TN1989GOI017792
Name of the Company : IFIN Securities Finance Limited
Registered Office : Continental Chambers, 3rd Floor, 142, Mahatma Gandhi Road,
Nungambakkam, Chennai – 600034
Email : cs@ifinltd.in
Telephone : 044 2830 6613

Name of the Member(s) :	
Registered Address :	
E mail 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 27th Annual General Meeting of the Company, to be held on Friday, September 02, 2016 at 02:00 P.M. at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Financial Statements of the Company for the year ended on March 31, 2016, together with the Board of Directors' Report and Auditors' Report thereon.
2. Appoint a director in place of Smt. S. Usha, who retires by rotation and being eligible, offers herself for re-appointment.
3. Appoint Statutory Auditors of the Company and fix their remuneration.

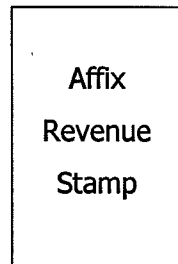
SPECIAL BUSINESS

4. Appointment of Shri V. Ramanan as an Independent Director of the Company.

Signed this _____ day of _____ 2016.

Signature of the Shareholder

Signature of Proxy holder(s)



ROUTE MAP FOR THE VENUE OF 27TH AGM OF IFIN SECURITIES FINANCE LIMITED

