

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS WILL BE HELD ON FRIDAY, JANURARY 5, 2024 AT 04:00 P.M THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) HOSTING OF THE MEETING FROM 7, 3RD FLOOR, RAHIMTOOLA HOUSE, 7 HOMJI STREET, FORT, MUMBAI - 400001, MAHARASHTRA, INDIA.

SPECIAL BUSINESS:

1. TO CHANGE THE NAME OF THE COMPANY FROM "FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS" TO "FOUNDATION OF INDEPENDENT FINANCIAL ASSOCIATES":

To consider and, if thought fit, to pass the following resolution as to the change in the name of the Company, as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 4, 5, 13 and 14 of the Companies Act, 2013 and any other applicable provisions 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) read with Companies (Incorporation) Rules, 2014 and subject to approval of Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from "Foundation of Independent Financial Advisors" to "Foundation of Independent Financial Associates".

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Foundation of Independent Financial Advisors" as appearing in the name clause of Memorandum of Association and Articles of Association of the Company and other documents / places be and is hereby substituted with the new name "Foundation of Independent Financial Associates".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deed and things as may be required to give effect to the aforesaid resolution."

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

REGISTERED OFFICE:

7, 3rd floor, Rahimtoola House,
7 Homji Street, Fort, Stock Exchange,
Mumbai, Maharashtra - 400001


ASIT HAREESH BHANSALI
DIRECTOR
(DIN: 00597110)

Place: Mumbai
Date : 19/12/2023

NOTES AND MEMBERS INFORMATION:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 dated January 13, 2021, General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 500 members on first come first served basis.

3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.fifaindia.org/>.
6. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various MCA Circulars issued.
7. The Notice is being sent to all the members, whose name would appear in the Register of Members as on 12th December, 2023.
8. The Company shall appoint a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
9. The details relating to E-voting and Remote E-Voting are forming part of annexure following this document.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

PROCEDURE FOR E-VOTING

The Notice of the EGM Meeting of the Company inter alia indicating the process and manner of e-Voting process along can be downloaded from the link <https://www.evoting.nsdl.com> and the same is also placed on the website of the company i.e. www.fifaindia.org

The remote e-voting period will commence on 2nd January, 2024 at 09:00 and ends at 17:00 (IST) on 4th January 2024. During this period, members may cast their votes electronically. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The facility for voting through electronic voting system on the day of the Meeting (E-voting during the meeting) shall be made available to the Members attending the Meeting through VC or OAVM after the commencement of the Meeting and shall close at 05:00 P.M. although the Meeting shall continue until concluded and only those Members who have not cast their vote by Remote E-voting shall be able to vote at the Meeting i.e. a Member may choose to vote on all or any of the resolutions either by Remote E-voting or by voting through electronic system at the Meeting, but not both.

The voting rights of members shall be in proportion to one vote per member as on 12th December 2023 ("cut-off Date"). Any person, who is a member of the Company, as on the Cut off Date, is eligible to cast vote on all the resolutions set forth in the Notice of the AGM.

In case of any change in registered email address, the Member of the Company may write to evoting@nsdl.com or to Ms. Prajakta Pawle (evoting@nsdl.com) for obtaining the credentials for remote e-voting;

The procedure to login to e-Voting website consists of following steps as detailed hereunder:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company:

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Dummy Membership number as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Unique Number (Dummy Membership Number will be shared on the registered email id of member)



(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put your user ID and password. Click Login. Put user ID and password as initial password/PIN noted in step (i) above. Click Login. Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.

(v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vi) Select "EVEN" of "Name" of the company".

EVEN of the Company: 127337

(vii) Now you are ready for remote e-voting as Cast Vote page opens.

(viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

General Guidelines for Members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jandjassociatesllp@gmail.com with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. Members who need assistance, can contact NSDL on evoting@nsdl.com or call at 022-48867000 /022-24997000. In case of any grievances or queries of the members relating to e-voting, the members may visit Help & FAQ sections of www.evoting.nsdl.com or contact Ms. Prajakta Pawle on the details provided above.

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Process for those members whose email ids are not registered with the company for procuring user id and password for e-voting for the resolutions set out in this notice:

1. Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/have questions may send their questions in advance providing their name, self-attested copy of PAN card and ARN No., email id and mobile number at response@fifaindia.org. The same will be replied by the company suitably.



ANNEXURE TO NOTICE

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

ITEM NO. 1:

The Board of Directors of the Company at their meeting held on 17th November, 2023 has decided to change the name of the Company from "Foundation of Independent Financial Advisors" to "Foundation of Independent Financial Associates".

Accordingly, an application was made to the Registrar of Companies and the name "Foundation of Independent Financial Associates" has been made available to the Company.

The name "Foundation of Independent Financial Associates" has been duly approved and available for changing the name by the Registrar of Companies vide the name approval letter dated December 3, 2023.

The provisions of Companies Act, 2013 and the Rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the name and consequential alteration in the Memorandum and Articles of Association. A copy of the Memorandum of Association with the proposed changes is available at the registered office of the Company for inspection by Members on all working days from 10:00 A.M. to 3:00 P.M. till the date of the Extraordinary General Meeting.


As per the provision of Section 13 of the Companies Act 2013, resolution set out at the Item No. 1 of the Notice is put up for the approval of Members as a Special resolution.

None of the Directors of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the special resolution set out in Item No. 1 except to the extent to their shareholding in the Company, if any.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

REGISTERED OFFICE:

7, 3rd floor, Rahimtoola House,
7 Homji Street, Fort, Stock Exchange,
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ASIT HAREESH BHANSALI
DIRECTOR
(DIN: 00597110)

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