



## FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

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### NOTICE OF THE 06<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 06<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS WILL BE HELD ON MONDAY, THE 25<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT 04.00 P.M AT WILLINGDON SPORTS CLUB, KESHAV RAO KHADYE MARG, NEAR HAJI ALI CIRCLE, TULSIWADI, TARDEO, MUMBAI-400034.

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#### Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2017 including audited Balance sheet as at 31st March, 2017, the statement of Income & Expenditure of the Company for the financial year ended as on that date together with the reports of the Auditors and Board of Directors thereon.
2. To ratify the appointment of M/s. Bhansali & Shah, Chartered Accountants as the Statutory Auditor for the Company and in this regard, to consider and if thought fit to, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, the appointment of M/s. Bhansali & Shah, Chartered Accountants is hereby ratified as the Statutory Auditors of the Company for a term of 5 years from conclusion of 05th AGM till the conclusion of 10th AGM of the Company to be held in 2021 subject to ratification by the members in every subsequent Annual General Meeting and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

3. To re-appoint Mr. Yogendra Khanna who retires by rotation and being eligible has offered himself for reappointment as a Director of the Company liable to retire by rotation and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Yogendra Khanna who retires by rotation, and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to do all acts, deeds, and things necessary for the purpose of giving effect to the aforesaid resolution.”

4. To re-appoint Mr. Lovaii Navlakhi who retires by rotation and being eligible has offered himself for reappointment as a Director of the Company liable to retire by rotation and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Lovaii Navlakhi who retires by rotation, and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to do all acts, deeds, and things necessary for the purpose of giving effect to the aforesaid resolution.”

5. To re-appoint Mr. Yogesh Sharma who retires by rotation and being eligible has offered himself for reappointment as a Director of the Company liable to retire by rotation and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Yogesh Sharma who retires by rotation, and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to do all acts, deeds, and things necessary for the purpose of giving effect to the aforesaid resolution."

6. Mr. Rajesh Kulwal who retires by rotation and eligible for re-appointment does not offer himself to be re-appointment as a Director of the Company

**By Order of the Board of Directors,**

**DhruvLalit Mehta**

**Chairman**

DIN No: 02083226

Address: Venus Co-Op Housing Society Ltd,  
R. G. ThadaniMarg, Worli Mumbai 400018

Date: 08/09/2017

Place:Mumbai

Encl: Road map and explanatory statement.

**Registered Office:**

**16A, NirmalBhuvan, Nariman Point, Mumbai-400021**

## Route Map:



## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote there at instead of himself/herself. A proxy needs to be a member of the company. The instrument of proxy, to be effective, should be deposited at the registered office of the company, duly completed, signed and stamped not less than 48 hours before the commencement of the meeting. A proxy / proxies so appointed shall have no right to speak at the meeting and shall not be entitled to vote except on a poll.
2. A person can act as a proxy on behalf of a member or members not exceeding 50
3. The notice is being sent to all the members, whose name would appear in the Register of Members as on 30<sup>th</sup> August, 2017
4. 4 (Four) Directors are retiring by rotation out of which three are offering themselves for re-appointment at the 6<sup>th</sup> Annual General Meeting. No Directors are to be appointed in place of the Directors retiring by rotation and not offering themselves for re-appointment.
5. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law, blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holding of a member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid
6. The proxy-holder shall prove his identity at the time of attending the meeting.

7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
8. Members are requested to promptly notify change in address, transfer, E-mail id, quoting their Folio Number.
9. Members/proxies are requested to bring their copies of Annual Report and duly filled admission/attendance slips enclosed herewith along with the copies of annual report at the meeting and produce the same at the entrance of the venue where the Annual General Meeting is being held.
10. Institutional & Corporate 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. Together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)
11. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to the Registered Office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
12. Members are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
13. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during normal business hours on all days except Monday and Public holidays, up to the date of the Annual General Meeting.
14. Members are requested to register / update their E-mail address with the Company so as to receive Annual Report and other communication electronically.
15. The notice of the AGM is being sent by electronic mode to those members whose email-addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email-address, physical copies are being sent by the permitted mode.
16. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with the Company.

17. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by National Securities Depository Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the members may write to the registered office address of the Company.

### **E-voting Instructions**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 21<sup>st</sup> September, 2017 (9:00 am) and ends on 24<sup>th</sup> September, 2017 (5:00 pm). During this period members' of the Company, as on the cut-off date of 18<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - 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 Client ID or Folio No. 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.  
NOTE: Members already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
    - 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.
  - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select “EVEN” of “Name of the company”.
  - viii. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company] :
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
  
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Members are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. The voting rights of members shall be one vote for one members of the Company as on the cut-off date of 18<sup>th</sup> September, 2017.

- X. Any person, who become member of the Company after dispatch of the notice as of 8<sup>th</sup> September, 2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Ms. Kumudini Bhalrerao, Company Secretary (Membership No. 6667) and Partner M/s. Makrand M Joshi & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.



- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [fifaindia.org](http://fifaindia.org) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**By Order of the Board of Directors,**

**Dhruv Lalit Mehta**  
**Chairman & Director**  
DIN No: 02083226  
Address: Venus Co-Op Housing Society Ltd,  
R. G. ThadaniMarg, Worli Mumbai 400018

**Registered Office:**  
**16A, NirmalBhuvan, Nariman Point, Mumbai-400021**

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]

**FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS**

Regd. Office: 16A, NirmalBhuvan, Nariman Point, Mumbai-400021

[CIN:U74990MH2012NPL226953]

Name of the member (s): .....  
Registered address: .....  
E-mail Id: .....  
Folio No/ Client Id: .....  
DP ID: .....

I/We, being the member (s) of the above named Company, hereby appoint

Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him  
Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him  
Name: ..... Address: .....  
E-mail Id: ..... Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 25<sup>th</sup> September, 2017 at 04.00 p.m. at Willingdon Sports Club, Keshav Rao Khadye Marg, Near Haji Ali Circle, Tulsiwadi, Tardeo, Mumbai-400034 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2017 including audited Balance sheet as at 31st March, 2017, the statement of Income & Expenditure of the Company for the financial year ended as on that date together with the reports of the Auditors and Board of Directors thereon.
2. To ratify the appointment of M/s. Bhansali & Shah, Chartered Accountants as the Statutory Auditor for the Company as the Statutory Auditor for the Company.

3. To re-appoint Mr. Yogendra Khanna who retires by rotation and being eligible has offered himself for reappointment as a Director of the Company liable to retire by rotation.

4. To re-appoint Mr. .Lovaii Navlakhi who retires by rotation and being eligible has offered himself for reappointment as a Director of the Company liable to retire by rotation.

5. To re-appoint Mr. Yogesh Sharma who retires by rotation and being eligible has offered himself for reappointment as a Director of the Company liable to retire by rotation.

6. Mr. Rajesh Kulwal who retires by rotation and eligible for re-appointment does not offer himself to be re-appointment as a Director of the Company

Signed this ..... day of ..... 2017.

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)  
Notes:

Affix H1/-  
Revenue  
Stamp  
Here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

Regd. Office: 16A, NirmalBhuvan, Nariman Point, Mumbai-400021

[CIN:U74990MH2012NPL226953]

### ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

*DP No. _____	Id	Name and Address:	No. of Shares held:
*Client Id No. _____			
Regd. No. _____	Folio		

I certify that I am a member/ proxy / authorised representative for the member of the Company.

I hereby record my presence at the Annual General Meeting of FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS on Monday, 25<sup>th</sup> September, 2017 at 04.00 p.m. at Willingdon Sports Club, Keshav Rao Khadye Marg, Near Haji Ali Circle, Tulsiwadi, Tardeo, Mumbai-400034

\_\_\_\_\_  
Name of the Member / proxy  
(in block letters)

\_\_\_\_\_  
Signature of the Member / Proxy