



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

To
The Members,

Sub: Passing of Resolution by Postal Ballot

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, (the "Rules") and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2") including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed by way of postal ballot or electronic means.

The Company is desirous of seeking your consent to the proposal contained in the resolution set out below. The Statement pursuant to Section 102 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the said item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company (the "Board") in its meeting held on 20th December, 2018 have appointed M/s. Makarand M. Joshi & Co., Practising Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed and signed in the enclosed self-addressed, envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Thursday, 07th March, 2019. Postal Ballot Forms received after the said date will be strictly treated as if a reply from such Member has not been received.

E-voting Option

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) The Company is pleased to offer e-voting facility also as an alternate for its members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional and all the members may vote either by completing and dispatching the postal ballot form, by post or by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorised by the Board, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot/e-voting will be announced on or before 10th March, 2019. The result of the postal ballot/e-voting will also be posted on the Company's website on 11th March, 2019. In the event the resolution is approved by requisite majority of Members, the date of passing the resolution shall be deemed to be Thursday, 07th March, 2019 viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Item of businesses requiring consent of members through Postal Ballot/ e-voting:

Special Business:

1. To revise membership fees for all Categories of Members of the Foundation

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

“RESOLVED THAT approval of the Board be and is hereby accorded to revise the fee structure of the Foundation as under, subject to the approval of the Members through Postal Ballot:

Category	Assets Under Management (AUM)	Proposed	
		Entrance Fees (Rs.)	Annual Fees per Member (Rs.)
Trustee Members	1000 crores and more	5,00,000/-	1,500/-
Patron Members	500 crores and more but less than 1000 crores	3,00,000/-	1,500/-



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

Founder Member	100 crores and more but less than 500 crores	1,00,000/-	1,500/-
Life Member	50 crores and more but less than 100 crores	50,000/-	1,500/-
General Member	less than 50 crores	2,500/	1,500/-
Authorized Representative	Nil	Nil	1,500/-
Associate - Individual	Nil	2,500/-	1,500/-
Associate -Non-Individual	Nil	1,00,000/-	1,500/-
Association / Society / Body of Individuals	Nil	1,00,000/-	1,500/- per member of Association who is not a direct member of Foundation of Independent Financial Advisors.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is hereby to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution”.



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

**By Order of the Board of Directors
For Foundation of Independent Financial Advisors**

Sd/-

Mazhar Hussain Najmuddin Arif

Director

DIN: 00095056

**Address: F-1901, Ashok Gardens,
Tower 2 T.J. Road Swan Mills Compound,
Sewri West Mumbai 400015**

Date: 20.12.2018

Place: Mumbai

**Regd Office: 16A, Nirmal Bhuvan,
Nariman Point Mumbai 400021**



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

NOTES:

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company viz. <http://fifaindia.org/>
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on 31st December, 2018. After the dispatch of the Notice, it shall also be displayed on the website of the Company on 5th February, 2019.
4. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company and Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
5. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
6. A person, whose name is recorded in the Register of Members maintained by the Company as on cut-off date i.e. 31st December, 2018 ("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.
7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The voting on items included in the Notice cannot be exercised through proxy.
9. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Thursday, 07th March, 2019.



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

10. In case of any queries, you may contact the Company at 022- 49120219 or at the following address: 16A, Nirmal Bhuvan, Nariman Point, Mumbai 400021.
11. The expenses of Postage shall be borne by the members who are exercising voting through Postal Ballot.

EXPLANATORY STATEMENT (Under Section 102 of the Companies Act, 2013)

To approve the revised fees structure subject to the approval of the Members.

In order to expand wings of Foundation, and providing platform to its members, making united representations before various statutory bodies for the fraternity of Independent Financial Advisors and meeting the increase in costs and expenses, a revision in existing fees is proposed for all categories of membership, as per Articles of Association.

As per the article no 29 of article of association, this revised membership fee is required to be approved by the Members and therefore the same is placed before you for your approval.

None of the Directors, manager, Key managerial personnel of the Company, and any relatives of such Directors, manager, Key managerial personnel are in any way connected or interested in this resolution.



A. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

The member(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in case Members cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

The instructions for e-voting are as under:

In compliance with the 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 a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through the postal ballot form is made available to the members of the Company.
- II. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.
- III. The instruction for remote e-voting are as under:
 - The remote e-voting period commences on 06th February, 2019 at 09:00 A.M and ends on 07th March, 2019 at 05:00 P.M. During this period, members of the Company, as on 31st December, 2018 may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

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.

NOTE: Members already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details On Step 1 Are Mentioned Below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

a) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
---	---



5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 kumudiniparanjape@mmjc.in with a copy marked to evoting@nsdl.co.in.
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. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- Ms. Kumudini Bhalerao, Practicing Company Secretary (Certificate of Practice Number 6690) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

Scrutiniser's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.

- The results will be declared on or before 10th March, 2019. The results declared along with the Scrutinizer's Report will be placed on the website of the Company on or before 11th March, 2019 and on the website of NSDL.

INSTRUCTIONS FOR VOTING

B. Voting through Postal Ballot Form

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the members themselves. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will be accepted. The Postal Ballot(s) may also be deposited personally. The duly completed Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on 07th March, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only.

**By Order of the Board of Directors
For Foundation of Independent Financial Advisors**

Sd/-

Mazhar Hussain Najmuddin Arif
Director
DIN: 00095056
Address: F-1901, Ashok Gardens,
Tower 2 T.J. Road Swan Mills Compound,
Sewri West Mumbai 400015
Date: 20.12.2018
Place: Mumbai

**Regd Office: 16A, Nirmal Bhuvan,
Nariman Point Mumbai 400021**



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

Postal Ballot Form (To be returned to Scrutinizer appointed by the Company)

Sr. No.	Particulars	Details of Shareholder(s)
•	Name(s) of the Member(s) including joint member(s), if any (In Block Letters)	
•	Registered address of the sole/first named Member	
•	Membership Number of the member	

- I/We hereby exercise my/our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
•	To revise membership fees for all Categories of Members of the Foundation.		

Place:

Date:

(Signature of the Member/
Authorized Representative)



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

1. Kindly read the instructions printed overleaf before filing the form.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Thursday, 07th March, 2019.
3. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
4. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form

-----Cut Here-----

E Voting as Alternate to Postal Ballot

<u>ELECTRONIC VOTING PARTICULARS</u>		
<u>EVSN</u> <u>(Electronic Voting Sequence Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

*Use Your Password

<u>Commencement of Voting</u>	<u>End of Voting</u>
From 9:30 A.M. IST on, 06 th February, 2019	Up to 5:00 P.M. on, 07 th March, 2019

INSTRUCTIONS

- A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Members themselves. Envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the member will be accepted.
- The self-addressed business reply envelope bears the address of the Scrutinizer.
- This Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

holding, this Form should be completed and signed by the first named member and in his absence, by the next named member.

- Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, 07th March, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
- There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
- A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Thursday, 07th March, 2019.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- A Member need not use all the votes nor needs to cast all the votes in the same way.
- The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- Votes will be considered invalid on the following grounds:
 - I. If the members' signature does not tally;
 - II. If the member has marked all his votes both in favour and also against the resolutions;
 - III. If the ballot paper is unsigned;
 - IV. If the ballot paper is filled in pencil or signed in pencil;
 - V. If the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above ground;



FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

- The result of the Postal Ballot will also be posted on the website of the Company on or before 11th March, 2019.
- The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.