



ISO 9001 : 2008
ISO 14001 : 2004
OHSAS 18001 : 2007

Hospitality & Facility Management Services

CIN : L74930MH2006PLC159290

OUR SERVICES :

- + Housekeeping Mgmt.
- + Guest House Mgmt.
- + Property Mgmt.
- + Pest Control Mgmt.
- + Front Office Mgmt.
- + Gardening Mgmt.
- + Building Maintenance Mgmt.
- + Catering / Pantry Mgmt.

"YOUR IMAGE IS OUR BUSINESS"

Date: February 26, 2024

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051, Maharashtra, India.

Company Symbol: KHFM (Series: SM)

Subject: Notice of Extra Ordinary General Meeting of Members

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to inform you that the Extra Ordinary General Meeting (EGM) of the company scheduled to be held on Monday, March 18, 2024 at 03:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in compliance with general circular(s) issued by the Ministry of corporate affairs and Securities and Exchange Board of India.

We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Friday, March 15, 2024 at 09:00 a.m. and will end on Sunday, March 17, 2024 at 05:00 p.m.

The copy of the Notice of EGM of the Company is available on the website of the Company at i.e. www.khfm.in.

Kindly take the above information on your record.

Thanking You,

For and Behalf of

KHFM HOSPITALITY AND FACILITY MANAGEMENT SERVICES LIMITED

Ravindra M Hegde
Mnanging Director
DIN: 01821002

Place: Mumbai

KHFM Hospitality & Facility Management Services Ltd.

REGD. OFFICE : 01, "NIRMA PLAZA, MAKHWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI - 400 059.

MOBILE : +91 9987870000, +91 9987574333 HELLO : +91 -22-28511234, +91-22-28514141

Tele Fax : +91-22-2859 1483 Email : sales@khfm.in Website : www.khfm.in

KHFM HOSPITALITY AND FACILITY MANAGEMENT SERVICES LIMITED

CIN: L74930MH2006PLC159290

Registered Office: 01, Nirma Plaza, Makhwana Road, Marol Naka, Andheri (East)
Mumbai 400059

Tel: +91 22 2851 1234 **Fax:** +91 22 2859 1483

Website: www.khfm.in, **Email:** cs@khfm.in/sales@khfm.in,

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra ordinary General Meeting of the Members of KHFM Hospitality and Facility Management Services Limited will be held on Monday, 18th March, 2024 at 03:00 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1:

INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13, 61, 64 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 21,00,00,000/- (Rupees Twenty One Crores Only) divided into 2,10,00,000 (Two Crores and Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT Pursuant to the provisions of Section 13, 61, 64 and Rules made thereunder and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to modify the Clause V of Memorandum of Association with the following Clause V;

“The Authorized share capital of the company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each”

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2:

ISSUE OF 1,51,900 EQUITY SHARES TO THE PROMOTER BY WAY OF CONVERSION OF LOAN

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and the provisions of Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time (hereinafter referred to as “the Regulations”) and any other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreement entered into with the concerned Stock Exchange(s) where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (herein after referred to as “The Board” which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot 1,51,900 (One Lakh Fifty One Thousand and Nine Hundre Only) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 42/- per equity share in accordance with Regulation 164(1) of the ICDR Regulations and applicable law on preferential basis to Mr. Ravindra M Hegde, the promoter of the Company, by way of conversion of existing unsecured loan of extended by the promoter, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is 16th February, 2024 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 161(a) of the Act.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

ITEM NO. 3:

ISSUANCE OF 7,68,800 FULLY PAID EQUITY SHARES ON PREFERENTIAL BASIS TO TO THE NON-PROMOTER CATEGORY:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and

Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”);iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/ or any other statutory/regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 7,68,800 Fully Paid Equity Shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to Promoters and Others at a price of Rs. 52/- (Rupees Fifty Two Only) (including premium of Rs. 42/-) as determined in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), to the following persons, for consideration in cash, total consideration of Rs. 3,99,77,600/- (Rupees Three Crores Ninety Nine Lakh and Seventy-Seven Thousand and Six Hundred Only), on such terms and conditions as follows:

Sr. No.	Name of proposed allottees	Status of Allottee Individual/Body Corporate/Trust/HUF	Nature of persons who are the ultimate beneficial Owner	No. Equity Shares proposed to be allotted	Allottee is QIB/MF/ FI/ Trust/Banks
1.	Sakshi Jajodia	Individual	Individual	52,700	Not Applicable
2.	Brijmohan Agarwal	Individual	Individual	49,600	Not Applicable
3.	Brijmohan Gupta HUF	HUF	Individual	49,600	Not Applicable
4.	Chetan Kumar H Jain	Individual	Individual	49,600	Not Applicable
5.	Pushpa Devi	Individual	Individual	49,600	Not Applicable
6.	Siddhanth Gupta	Individual	Individual	49,600	Not Applicable
7.	Arun Bakhda	Individual	Individual	46,500	Not Applicable
8.	Bhavesh Tanna	Individual	Individual	46,500	Not Applicable
9.	Lenus Finvest Pvt Ltd	Body Corporate	Individual	46,500	Not Applicable
10.	Satya Surya Durga Prasad Adusumilli	Individual	Individual	46,500	Not Applicable
11.	Vikash Mittal	Individual	Individual	46,500	Not Applicable
12.	Adhikari Mohan Rao	Individual	Individual	40,300	Not Applicable
13.	Gannamaneni Chidroop Kumar	Individual	Individual	40,300	Not Applicable

14.	Kode Sruthi	Individual	Individual	40,300	Not Applicable
15.	Vinta Surendra Reddy	Individual	Individual	40,300	Not Applicable
16.	Harjindar Singh Sidhu	Individual	Individual	37,200	Not Applicable
17.	Sakshi Kalra	Individual	Individual	37,200	Not Applicable
	Total			7,68,800	

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 16th February, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e. 18th March, 2024 to approve this offer.”

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;
- c) No partly paid-up Equity Shares shall be issued and allotted;
- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals;
- f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and
- g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company Managing Director and /or Whole-Time Director and /or, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

ITEM NO 4:

ISSUANCE OF 22,32,000 WARRANTS (EQUITY CONVERTIBLE WARRANTS) ON PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE PROMOTER & NON-PROMOTER CATEGORY:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter & Non-Promoter category (hereinafter referred to as the “Proposed Allottee”) on preferential basis up to 22,32,000 (Twenty Two Lakhs Thirty-Two Thousand) Warrants (“Equity Convertible Warrants”) fully convertible warrants (“Warrants”), each convertible into in to Equity Shares of the Company, to the person as described below, at an option of the Proposed Warrant Allottee, in one or more tranches, one Equity Share of face value of INR 10/- (Indian Rupees Ten only) each, for cash at an issue price of INR 52/- (Indian Rupees Fifty Two only) per Warrant (including a premium of INR 42/- per Warrant) which is the price determined in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations (“Warrant Issue Price”), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws:

Sr. No .	Name of proposed allottees	Status of Allottee Individual/Body Corporate/Trust/HUF	Nature of persons who are the ultimate beneficial Owner	No. Warrants proposed to be allotted	Category	Allottee is QIB/MF/ FI/ Trust/Banks
1.	Ravindra Hegde	Individual	Individual	5,48,700	Promoter	Not Applicable
2.	Santan Investement Advisory	Body Corporate	Individual	3,00,700	Non-Promoter	Not Applicable
3.	Sujata Hegde	Individual	Individual	2,32,500	Promoter	Not Applicable
4.	Kenil Sanghvi	Individual	Individual	1,48,800	Non-Promoter	Not Applicable
5.	Pragna Sanghvi	Individual	Individual	148800	Non-Promoter	Not Applicable
6.	Saurav Hegde	Individual	Individual	77,500	Promoter	Not Applicable
7.	Asha Bai	Individual	Individual	49,600	Non-Promoter	Not Applicable
8.	Bhagyashree Bengani	Individual	Individual	49,600	Non-Promoter	Not Applicable
9.	Dharmasa Katwa Ganpathi	Individual	Individual	49,600	Non-Promoter	Not Applicable
10.	Poona Ramji Bhikaram Bhati	Individual	Individual	49,600	Non-Promoter	Not Applicable
11.	Pradeep	Individual	Individual	49,600	Non-Promoter	Not Applicable
12.	Prakash M	Individual	Individual	49,600	Non-Promoter	Not Applicable
13.	Rohan Agrawal	Individual	Individual	49,600	Non-Promoter	Not Applicable
14.	Sandeep Rathod	Individual	Individual	49,600	Non-Promoter	Not Applicable
15.	Shanil Pradip Jain	Individual	Individual	49,600	Non-Promoter	Not Applicable
16.	Vikram Kumar	Individual	Individual	49,600	Non-Promoter	Not Applicable
17.	Bhavesh Tanna	Individual	Individual	46,500	Non-Promoter	Not Applicable
18.	Gayatri Babulal Agrawal	Individual	Individual	46,500	Non-Promoter	Not Applicable
19.	K A Parikh (HUF)	HUF	Individual	46,500	Non-Promoter	Not Applicable
20.	Lenus Finvest	Body	Individual	46,500	Non-	Not

	Pvt Ltd	Corporate			Promoter	Applicable
21.	Ritesh Rathi	Individual	Individual	46,500	Non-Promoter	Not Applicable
22.	Vandana Gattani	Individual	Individual	46,500	Non-Promoter	Not Applicable

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 16th February 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting i.e. 18th March, 2024 to approve this offer.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants conversion into equity shares.
- b) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the “Warrant Exercise Period”).
- c) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.
- d) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- e) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.

- g) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.
- i) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- j) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.
- k) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company ("Exercise Notice") not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.
- l) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.
- m) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted; and

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Managing Director and /or Whole-Time Director and /or, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Warrants or allotment of the Equity shares upon the conversion of Warrants, as may be required, issuing clarifications on the issue and allotment of the Warrants or allotment of the Equity shares upon the conversion of Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants or Equity Shares on conversion of Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KHFM HOSPITALITY AND FACILITY
MANAGEMENT SERVICES LIMITED**

**Sd/-
RAVINDRA M HEGDE
Managing Director
DIN: 01821002**

**DATE: FEBRUARY 22, 2024
PLACE: MUMBAI**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 1 to 4 of the Notice, is annexed hereto.
2. Ministry of Corporate Affairs (MCA), vide General Circular No. 10/2022 dated December 28, 2022 & Securities and Exchange Board of India vide circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, has allowed the Companies to conduct General Meetings through VC/OAVM, without the physical presence of the Members at a common venue.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 11th March, 2024. 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. Monday, 11th March, 2024 only shall be entitled to avail the facility of remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
7. The Extra Ordinary General Meeting notice will also be available on the website of the Company www.khfm.in under the investor section.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
9. All documents referred to in the Notice as available for inspection will be available electronically for inspection without any fee by the members from the date of circulation of

this Notice up to the date of the EGM i.e. 18th March, 2024. Members seeking to inspect the documents can send an email to cs@khfm.in.

10. Notice of the Meeting is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting is being sent in the permitted mode.
11. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
12. The change in the residential status on return to India for permanent settlement.
13. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 31(1)(b) of the SEBI (LODR) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NDSL, Resolution(s) passed by Members through e-voting is deemed to have been passed as if they have been passed at the EGM.
16. 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 authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
17. 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
18. 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.

19. 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/EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/EGM through VC/OAVM and participate there at and cast their votes through e-voting.
20. The attendance of the Members attending the EGM/EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
21. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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/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/EGM will be provided by NSDL.
22. 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.khfm.in/annual-reports/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
23. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KHFM HOSPITALITY AND FACILITY
MANAGEMENT SERVICES LIMITED**

**Sd/-
RAVINDRA M HEGDE
MANAGING DIRECTOR
DIN: 01821002**

**DATE: FEBRUARY 22, 2024
PLACE: MUMBAI**

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

ITEM NO. 1: Your Board at its meeting held on 15th February, 2024 approved the proposal of increase in Authorised Capital of the company subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from the existing Rs. 21,00,00,000/- (Rupees Twenty One Crores Only) divided into 2,10,00,000 (Two Crores and Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The board of directors recommended the Proposed resolution under this Item No. 1 to obtain Members' approval to alter Clause V i.e. Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 1 of the Notice except to the extent of their shareholding. The Board recommends the Resolutions set forth in Item No. 1 for the approval of the members.

ITEM NO. 2: Mr. Ravindra M Hegde have outstanding loans of Rs. 80,00,000/- including interest due by the Company. The Board of Directors of the Company at its meeting dated 15th February, 2024, accorded its approval for conversion of part of the outstanding loan into 1,51,900 Equity shares of Rs. 10/- each at a premium of Rs. 42/- each.

Salient features of the Preferential Issue of Shares are as under

The proposed issue and allotment of Shares on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and the Companies Act, 2013 read with rules made thereunder ("Act"). Without generality to the above, the salient features of the preferential issue of Shares are as under:

The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Shares is 16th February, 2024, which is 30 (Thirty) days prior to the last date for receipt of the postal ballots from the members, and the date on which the meeting of shareholders shall deemed to be held to consider the proposed preferential issue.

The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of shares as stated in this notice.

A. Objects of the issue:

Company has received a loan amount of Rs. 80,00,000/- from Mr. Ravindra Hegde.

The Company has no cash flows to repay the loan taken from them and due to this outstanding loan, the working capital facilities stipulation laid by the bank could not be met. The Board of Directors in order to enrich the net worth at their Meeting held on February 15, 2024 has decided to convert their existing debt into equity.

B. Maximum Number of Shares issued

1,51,900 Equity shares with a face value of Rs. 10/- each, at a premium of Rs. 42/- each on preferential basis.

C. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:

The Equity Shares shall be issued to Mr. Ravindra Hegde, the Promoter of the Company. Mr. Ravindra Hegde has indicated his intention to subscribe to the Preferential Issue.

D. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	75,79,484.00	37.82%	77,31,384.00	38.29%
Public (B)	1,24,62,015.00	62.18%	1,24,62,015.00	61.71%
Total (A) + (B)	2,00,41,499.00	100.00%	2,01,93,399.00	100.00%
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	2,00,41,499.00	100.00%	2,01,93,399.00	100.00%

E. Proposed time within which preferential issue of Shares shall be completed:

As required under the ICDR Regulations, the preferential issue of Shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

F. The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post-preferential issue capital that may be held by them

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of the pre and post-preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Name & PAN of Allottee	Address	Category	Natural persons who are the ultimate beneficial owners	No. of Shares proposed to be allotted	Pre preferential issue		Post preferential issue	
					No of Shares	%	No of Shares	%
Ravindra M Hegde AAAPH0808D	F-2504, Oberoi Splendor, oppo. Majas Depot, Jogeshwari West, Mumbai-400060	Promoter	N.A.	1,51,900	72,25,878.00	31.15%	73,77,778.00	31.81%

G. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of Shares on a preferential basis, and upon conversion of the Shares, there will be no change in the control of the Company.

H. Lock-in-period

- i. The Shares issued and allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to shares, shall be lock-in for 3 years from the date of allotment or 'lock-in' in accordance with the ICDR Regulations.
- ii. The entire pre-preferential shareholding of proposed Shareholder, if any, shall also be locked-in as per Chapter V of the ICDR Regulations.

I. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Equity Shares issued on conversion of shares in terms of the provisions of ICDR Regulations, where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

J. Other Disclosures

It is hereby confirmed that neither the Company nor any of its Promoters or Directors are wilful defaulters.

The Board, in its meeting held on February 15, 2024 has approved the issuance of Shares on Preferential basis to the shareholder, subject to the approval of members and other approvals, as may be required.

A copy of the certificate from PCS certifying that the above preferential issue of Shares is made in accordance with the applicable provisions of the ICDR Regulations together with the pricing certificate, will be open for inspection at the Registered Office of the Company during working hours on all working days up to the date of declaration of Voting Result and also posted on the company's website www.khfm.in.

Chapter V of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 2 above to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above resolution except promoters as explained above under disclosure of interest.

ITEM NO. 3: As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Equity Shares to non-promoters on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 ("the Act") and as per the applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

1. Objects of the issue:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for funding the business growth, working capital, and other general corporate purposes by way of fresh issue for cash.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed preferential issue of Equity Shares stated in the Resolution no. 3 of this notice.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 7,68,800 equity shares of face value Re. 10/- per share at a price of Rs. 52/- (including premium of Rs. 42/- per share) as determined under Regulation 164 of SEBI (ICDR) Regulations, 2018.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group(A)	75,79,484.00	37.82%	77,31,384.00	36.88%
Public (B)	1,24,62,015.00	62.18%	1,32,30,815.00	63.12%
Total (A)+(B)	2,00,41,499.00	100.00%	2,09,62,199.00	100.00%
Custodian(C)	-	-	-	-
Grand Total (A)+(B)+(C)	2,00,41,499.00	100.00%	2,09,62,199.00	100.00%

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

- i. Date of the approval of this Special Resolution; or
- ii. Receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Pre-Issue			Number of Shares proposed to be allotted	Post-Issue		
			Category (Promoter/ NonPromoter)	No. of Shares	Percentage holding (%)		Category (Promoter /NonPromoter)	No. of Shares	Percentage holding (%)
1.	Sakshi Jajodia	Individual	Non-Promoter	0	0.00%	52,700	Non-Promoter	52,700	0.25%
2.	Brijmohan Agarwal	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.24%

3.	Brijmo han Gupta HUF	HUF	Non- Promot er	0	0.00%	49,600	Non- Promoter	49,60 0	0.24%
4.	Chetan Kumar H Jain	Individual	Non- Promot er	0	0.00%	49,600	Non- Promoter	49,60 0	0.24%
5.	Pushpa Devi	Individual	Non- Promot er	0	0.00%	49,600	Non- Promoter	49,60 0	0.24%
6.	Siddha nth Gupta	Individual	Non- Promot er	0	0.00%	49,600	Non- Promoter	49,60 0	0.24%
7.	Arun Bakhda	Individual	Non- Promot er	0	0.00%	46,500	Non- Promoter	46,50 0	0.22%
8.	Bhaves h Tanna	Individual	Non- Promot er	0	0.00%	46,500	Non- Promoter	46,50 0	0.22%
9.	Lenus Finvest Pvt Ltd	Body Corporate	Non- Promot er	0	0.00%	46,500	Non- Promoter	46,50 0	0.22%
10.	Satya Surya Durga Prasad Adusu milli	Individual	Non- Promot er	0	0.00%	46,500	Non- Promoter	46,50 0	0.22%
11.	Vikash Mittal	Individual	Non- Promot er	0	0.00%	46,500	Non- Promoter	46,50 0	0.22%
12.	Adhika ri Mohan Rao	Individual	Non- Promot er	0	0.00%	40,300	Non- Promoter	40,30 0	0.19%
13.	Ganna maneni Chidro op Kumar	Individual	Non- Promot er	0	0.00%	40,300	Non- Promoter	40,30 0	0.19%
14.	Kode Sruthi	Individual	Non- Promot er	9300	0.05%	40,300	Non- Promoter	49,60 0	0.24%
15.	Vinta Surendr a Reddy	Individual	Non- Promot er	3100	0.02%	40,300	Non- Promoter	43,40 0	0.21%

16.	Harjind ar Singh Sidhu	Individual	Non-Promoter	0	0.00%	37,200	Non-Promoter	37,200	0.18%
17.	Sakshi Kalra	Individual	Non-Promoter	0	0.00%	37,200	Non-Promoter	37,200	0.18%

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, 2018.

8. Change in the control, if any:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

9. Price of the issue:

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 52/- (Rupees Fifty Two Only) per share (including premium of Rs. 42/- per share) as determined under Regulation 164 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018.

10. Relevant Date:

The Relevant Date on the basis of which the price of the Proposed issue of equity shares on preferential basis is determined is 16th February, 2024.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Manishkumar Mishra of M/s. Mishra & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company.

12. Undertakings

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days between 11:00 am to 1:00 p.m., from Monday to Friday up to the one day prior to the EOGM.

The Board recommends the Special Resolution set out at Item No. 03 of the Notice for approval of Members.

Item No. 4: As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Warrants (Equity Convertible Warrants) on preferential basis to Promoters & Non-Promoters and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per the applicable regulations of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Objects of this issue:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for funding the business growth, working capital, and other general corporate purposes by way of fresh issue for cash.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

Promoters / directors personnel of the Company intend to subscribe in the proposed preferential issue of Warrants (Equity Convertible Warrants), the details of the promoters and promoter group intent to subscribe issue is as follows:

S. No.	Name of the Promoter and Director Proposed Allottee	Promoter/Director	No. of warrants to be Subscribed
1.	Ravindra Hegde	Promoter and Managing Director	5,48,700
2.	Sujata Hegde	Promoter and Director	2,32,500
3.	Saurav Hegde	Promoter and Director	77,500

3. Maximum number of specified securities to be issued:

The Company intends to issue securities of the Company in the following manner:

22,32,000 Equity Warrants convertible into 22,32,000 Equity Shares of face value Re. 10/- per share. Thus, based on the assumption that all the Equity Warrants will be converted in equity shares of face value Rs. 10/- of the Company, the Company intends to issue a maximum of 22,32,000 equity shares of face value Re. 10/- per share at a price of Rs. 52/- (including premium of Rs. 42 per share) as determined under Regulation 164 of SEBI (ICDR) Regulations, 2018 in the following manner.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group(A)	75,79,484.00	37.82%	85,90,084	37.04%
Public (B)	1,24,62,015.00	62.18%	1,46,04,115	62.96%
Total (A)+(B)	2,00,41,499.00	100.00%	2,31,94,199	100.00%
Custodian(C)	-	-	-	-
Grand Total (A)+(B)+(C)	2,00,41,499.00	100.00%	2,31,94,199	100.00%

Notes:

- i. The above shareholding pattern has been prepared on the basis of shareholding as on 16th February, 2024 relevant date as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.
- ii. *Further the Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e. 2,0,41,499 Equity Shares for the calculation of Pre-Preferential shareholding of allottees for warrants.
- iii. # Further, the post-issue capital is derived on the assumption that the 22,32,000 Equity Warrant proposed to be allotted in the present issue will be converted into 22,32,000 equity shares of the Company respectively.

5. Proposed time within which the preferential issue of Warrant shall be completed:

The Company shall complete the allotment of the Warrant (Equity Convertible Warrants) within a period of 15 (fifteen) days from the later of:

- i. Date of allotment of Equity Warrants respectively; or
- ii. Receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the approval of the Stock Exchanges for issuance of the Equity Shares to the Proposed Allottees).

Sr. No	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	*Pre-Issue			Number of Shares proposed to be allotted	#Post-Issue		
			Category(Promoter/NonPromoter)	No. of Shares	Percentage holding (%)		Category (Promoter /NonPromoter)	No. of Shares	Percentage holding (%)
1.	Ravindra Hegde	Individual	Promoter	65,25,278	32.56%	5,48,700	Promoter	70,73,978	31.15%
2.	Santan Investement Advisory	Body Corporate	Non-Promoter	2,75,900	1.38%	3,00,700	Non-Promoter	5,76,600	2.49%
3.	Sujata Hegde	Individual	Promoter	10,47,800	5.23%	2,32,500	Promoter	12,80,300	5.52%
4.	Kenil Sanghvi	Individual	Non-Promoter	1,05,400	0.53%	1,48,800	Non-Promoter	2,54,200	1.10%
5.	Pragna Sanghvi	Individual	Non-Promoter	52,700	0.26%	1,48,800	Non-Promoter	2,01,500	0.87%
6.	Saurav Hegde	Individual	Promoter	6,303	0.03%	77,500	Promoter	83,803	0.36%
7.	Asha Bai	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
8.	Bhagyashree Bengani	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
9.	Dharmasa Katwa Ganpathi	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
10.	Poona	Individual	Non-	0	0.00%	49,600	Non-	49,600	0.21%

	Ramji Bhikaram Bhati	al	Promoter				Promoter	0	
11.	Pradeep	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
12.	Prakash M	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
13.	Rohan Agrawal	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
14.	Sandeep Rathod	Individual	Non-Promoter	68,200	0.34%	49,600	Non-Promoter	1,17,800	0.51%
15.	Shanil Pradip Jain	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
16.	Vikram Kumar	Individual	Non-Promoter	0	0.00%	49,600	Non-Promoter	49,600	0.21%
17.	Bhavesh Tanna	Individual	Non-Promoter	0	0.00%	46,500	Non-Promoter	46,500	0.20%
18.	Gayatri Babulal Agrawal	Individual	Non-Promoter	0	0.00%	46,500	Non-Promoter	46,500	0.20%
19.	K A Parikh (HUF)	HUF	Non-Promoter	0	0.00%	46,500	Non-Promoter	46,500	0.20%
20.	Lenus Finvest Pvt Ltd	Body Corporate	Non-Promoter	0	0.00%	46,500	Non-Promoter	46,500	0.20%
21.	Ritesh Rathi	Individual	Non-Promoter	0	0.00%	46,500	Non-Promoter	46,500	0.20%
22.	Vandana Gattani	Individual	Non-Promoter	0	0.00%	46,500	Non-Promoter	46,500	0.20%

Notes:

- i. The above shareholding pattern has been prepared on the basis of shareholding as on 16th February, 2024 relevant date as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.
- ii. *Further the Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e. 2,0,41,499 Equity Shares for the calculation of Pre-Preferential shareholding of allottees for warrants.

- iii. # Further, the post-issue capital is derived on the assumption that the 22,32,000 Equity Warrant proposed to be allotted in the present issue will be converted into 22,32,000 equity shares of the Company respectively.

6. Lock in period:

a. Equity Warrants

The Equity Warrant convertible in to Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

b. Equity Shares allotted upon conversion of Equity Warrants

The Equity Shares to be issued and allotted shall be subject to minimum lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

7. Change in the control, if any:

There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

8. Price of the issue:

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 52/- (Rupees Fifty Two Only) per share (including premium of Rs. 42/- per share) as determined under Regulation 164 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018.

9. Relevant Date:

The Relevant Date, on the basis of which the price of the Proposed issue of equity shares, Equity Warrants on preferential basis is determined, is 16th February, 2024.

10. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Manishkumar Mishra of M/s. Mishra & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company.

11. Undertakings:

- a. The Issuer Company undertakes that they shall re-compute the price of the equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

12. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers. The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution no. 4 as set out in the accompanying notice for the approval of members as a Special Resolution. None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KHFM HOSPITALITY AND FACILITY
MANAGEMENT SERVICES LIMITED**

**Sd/-
RAVINDRA M HEGDE
MANAGING DIRECTOR
DIN: 01821002**

**DATE: FEBRUARY 22, 2024
PLACE: MUMBAI**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on March 15, 2024 at 09:00 A.M. and ends on March 17, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. March 11, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 11, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to

	<p>register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided

	<p>by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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 mishragamiassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (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. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sagar Gudhate at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@khfm.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@khfm.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/EGM 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/EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/EGM. However, they will not be eligible to vote at the EGM/EGM.
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/EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@khfm.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@khfm.in till March 13, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.