



IFCI Limited

Regd. Office: IFCI Tower, 61 Nehru Place, New Delhi-110019
Phone Nos: 011- 4173-2420 / 2423/ 2468
Email id: ifcitier2bonds@ifcilttd.com; website: www.ifcilttd.com
CIN no. L74899DL1993GOI053677

E-VOTING NOTICE

Notice is hereby given to the bondholder(s) holding **IFCI LIMITED SUBORDINATED, UNSECURED, REDEEMABLE, NON CONVERTIBLE BONDS SERIES –III Option III (ISIN no. INE039A09NV2) of Rs.10,000/- each for cash at par** - in the nature of Promissory Notes (“Bonds”) through e-voting (“Notice”). The bondholder(s) holding the Bonds are hereinafter referred to as “Bondholders”.

The explanatory statement pertaining to the resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

The Notice is being sent to the Bondholders at their email IDs registered with the Company/Depository/ Depository Participant /Registrar on or before Friday, September 17, 2021. Physical copies of the Notice are being sent to those Bondholders who have not registered their email IDs with the Company / Depository/ Depository Participant / Registrar before or on Friday, September 17, 2021, at their registered addresses, by courier/registered post/ speed post. The Bondholders are required to communicate their assent or dissent through the e-voting system. The e-voting period commences on Friday, **September 24, 2021 at 9.00 a.m. (IST)** and ends on Saturday, **October 23, 2021 at 5.00 p.m. (IST)**

The Bondholders are requested to read the instructions as given in the notes to this Notice in order to cast their vote through e-voting as per the facilities arranged by the CDSL in this behalf. E-voting details are under:

E voting Start Date & Time	Friday, September 24, 2021	9.00 am (IST)
E voting End Date & Time	Saturday, October 23, 2021	5.00 pm (IST)

Mr. Navneet Arora (Membership No FCS 3214 & COP 3005) and in his absence Mr. A S Kindra (Membership No FCS 3521 & COP 17737) have been appointed as a Scrutinizer for scrutinizing the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit his report to the Chief General Manager – (Resources), authorized by Board of Directors in its meeting held on September 16, 2021, after the completion of the scrutiny of the votes cast through e-voting. The said result will be announced by the Chief General Manager (Resources) and will be placed on the Company’s website viz. www.ifcilttd.com and on CDSL’s website viz. www.evotingindia.com respectively, along with the scrutinizer’s report. The results will also be displayed on the notice board at the Registered Office of the Company and will also be communicated to the stock exchanges.



E- VOTING NOTICE

Special Resolution:

To consider and approve amendments to the terms of IFCI LIMITED SUBORDINATED, UNSECURED, REDEEMABLE, NON CONVERTIBLE BONDS SERIES –III Option III (ISIN no. INE039A09NV2) of Rs.10,000/- each for cash at par - in the nature of Promissory Notes (“Bonds”)

To consider and if thought fit, to pass, the following resolution as a “Special Resolution”

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the applicable prudential norms on capital adequacy prescribed by the Reserve Bank of India (“RBI”), other applicable circulars / regulations issued by the RBI, circulars / regulations issued by the Government of India, the Articles of Association of the Company and in accordance with any other applicable laws, the consent and approval of the bondholder(s) (“Bondholders”) holding IFCI LIMITED SUBORDINATED, UNSECURED, REDEEMABLE, NON CONVERTIBLE BONDS SERIES –III Option III (ISIN no. INE039A09NV2) in the nature of Promissory Notes (“Bonds”) is hereby granted for modification in the terms and conditions of the Bonds contained in the Information Memorandum dated September 3, 2011 issued as per SEBI (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008 and the Trustee Agreement dated November 16, 2011 and Master Supplementary Debenture Trust Deed dated March 12, 2021 and other documents with respect to the Bonds, as under:

Amendments to the terms of maturity of IFCI LIMITED SUBORDINATED, UNSECURED, REDEEMABLE, NON CONVERTIBLE BONDS SERIES –III Option III (ISIN no. INE039A09NV2) falling due for redemption on October 31, 2021:

- a) Roll over 50% of the principal amount with revised maturity date of October 31, 2022.
 - b) Roll over remaining 50% of the principal amount with revised maturity date of October 31, 2023.
- Other terms and conditions remain unchanged.

“RESOLVED FURTHER THAT Chief General Manager - Resources be and is hereby authorized to approve and finalize the terms and conditions related to rollover of Subordinate bonds and to do all other necessary acts including e-voting as may be required in under Companies Act, 2013 and such other laws, Rules, Regulations as may be applicable for the time being in force, in respect of roll over of Series-III of Subordinate Bonds.”

For IFCI Limited

(Prasoon)
Chief General Manager- Resources

Place: New Delhi

Date: September 23, 2021

Notes:

1. An Explanatory Statement stating all material facts and the reasons relating to the proposals contained in the Notice is annexed hereto.
2. The e-voting Notice is being sent to the Bondholders at their email IDs to those who have registered their email IDs with the company / Depository Participant / Registrar on or before Friday, **September 17, 2021**. Physical copies of the Notice are being sent to those Bondholders who have not registered their email IDs with the company / Depository Participant / Registrar on or before Friday, **September 17, 2021** at their registered addresses, by courier/registered post/ speed post. The Bondholder(s) are required to communicate their assent or dissent through the e-voting system.
3. It is clarified that all the persons who are Bondholders of the company as on **Friday, September 17, 2021** (including those Bondholders who may not have received this Notice due to any reason) shall be entitled to vote in relation to the resolution specified in this Notice.
4. In case, mail is not received by any Bondholder due to any reason, the Bondholder(s) can download the e-voting Notice from the website of the company/CDSL. The Bondholder(s) may also write on e-mail ID **ifcitier2bonds@ifcilttd.com**
5. All material documents referred to in this Notice and the Explanatory Statement are available on the website of the company www.ifcilttd.com for inspection by the Bondholders.
6. The Company is providing the facility of e-voting to its Bondholders which will enable them to cast their votes electronically. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Bondholders using e-voting will be provided by CDSL.
7. A person, whose name is recorded in the register of beneficial owners as a Bondholder on September 17, 2021, maintained by the Registrar (Link Intime India Pvt. Ltd) or the depository participant or the depositories, as a Bondholder as on the cut-off date i.e. Friday, **September 17, 2021**, only shall be entitled to avail the facility of voting through e-voting. Persons whose names are not recorded in the register of beneficial owners as a Bondholder, as on the cut-off date, should treat this Notice for information purposes only.
8. A Bondholder cannot exercise his vote by proxy on electronic voting.
9. Alternatively Non Individual bondholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email addresses viz. contact@navneetaroracs.com & ifcitier2bonds@ifcilttd.com, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.
10. The e-voting period commences on **Friday, September 24, 2021 at 9.00 a.m.** (IST) and ends on **Thursday, October 23, 2021 at 5.00 p.m.** (IST). The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond **Saturday, October 23,**

2021 at 5.00 p.m. (IST). Once the vote on a resolution is cast by the Bondholder, he/she shall not be allowed to change it subsequently or cast the vote again.

11. Mr. Navneet Arora (Membership No FCS 3214 & COP 3005) and in his absence Mr. A S Kindra (Membership No FCS 3521 & COP 17737) have been appointed as a Scrutinizer for scrutinizing the e-voting process in accordance with the law and in a fair and transparent manner.

12. The Scrutiniser shall, after the conclusion of e-voting, submit results along with the scrutiniser's report of the total votes cast in favour or against, if any, to Chief General Manager-Resources, who shall countersign the same and declare the results as per the provisions of the Companies Act 2013, regulations of SEBI (LODR) Regulations, 2015 and other applicable Rules and provisions.

13. The results declared along with the Scrutinizer's Report, will be placed on the company's website viz. www.ifcilttd.com and on the CDSL website viz. www.evotingindia.com respectively, along with the scrutinizer's report. The results will also be displayed on the notice board at the registered office of the Company and will also be communicated to the Stock Exchange.

14. The voting rights of Bondholders shall be in proportion to their Bonds in the aforementioned Option III of Subordinate Bonds Series III of the company as on the cut-off date. A person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting through e-voting. Voting on the items included in the Notice cannot be exercised through proxy.

15. The Notice has been uploaded on the website of the company at www.ifcilttd.com. The Notice is also disseminated on the website of CDSL (agency for providing the e-Voting facility) i.e. www.evotingindia.com.

16. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for e-voting i.e. **October 23, 2021**.

17. Contract details of the Debenture Trustee is as under:

Registered Office	Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400025
New Delhi Desk Office	Plot 25, IInd Floor, Pusa Road, Karolbagh, New Delhi -110005
Corporate Office & communication address	The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028
Corporate Telephone	+91-22-62300451
Corporate Fax	+91-22-62300700
Corporate E-mail	debenturetrustee@axitrustee.in ; compliance@axitrustee.in Kind Attention: Operations Head

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual bond holders holding bonds in demat mode.

In terms of SEBI Circular No. **SEBI/LAD-NRO/GN/2021/47 dated 07.09.2021**, under Regulation 59 of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, for obtaining consent in writing of the holders of not less than three-fourths, by value of holders of that class of securities, the listed entity shall provide the facility of e-voting to facilitate such consent.

Login method for e-Voting **for Individual bondholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Bondholders	Login Method
Individual Bondholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or User can visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 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 e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.

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

Login type	Helpdesk details
Individual Bondholders 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 022- 23058738 and 22-23058542-43.
Individual Bondholders 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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of Bondholders holding bonds in physical mode and non-individual Bondholders in demat mode.

i) Login method for e-Voting for **Physical Bondholders and Bondholders other than individual holding in Demat form.**

- 1) The Bondholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Bondholders holding bonds in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding bonds in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Bondholders and other than individual Bondholders holding bonds in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Bondholders as well as physical Bondholders) <ul style="list-style-type: none"> • Bondholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number in the PAN field (refer sequence no given in the email)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

ii) After entering these details appropriately, click on “SUBMIT” tab.

- iii) Bondholders holding bonds in physical form will then directly reach the Company selection screen. However, Bondholders holding bonds in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv) For Bondholders holding bonds in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v) Click on the EVSN for the relevant ISIN on which you choose to vote.
- vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xii) **Additional Facility for Non – Individual Bondholders and Custodians –For Voting only.**
 - Non-Individual Bondholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Annexure to the Notice

Explanatory Statement to the Special Resolution

Pursuant to the Private Placement Information Memorandum Dated September 3, 2011 (“**Information Memorandum**”) and the Trustee Deed (Unsecured) dated November 16, 2011 (“**Deed**”), IFCI has issued **IFCI LIMITED SUBORDINATED, UNSECURED, REDEEMABLE, NON CONVERTIBLE BONDS SERIES –III Option III (ISIN no. INE039A09NV2)** in the nature of Promissory Notes (“**Bonds**”) (“**Issue**”) as detailed below:

ISIN	BSE Scrip Code	Series Name	No of Bonds	Amt. O/s in cr	Interest Rate	Frequency
INE039A09NV2	972690	Subordinated, Unsecured, Redeemable, Non-Convertible Bonds Series III OPTION III	74505	74.51	10.50% p.a.	Annual

IFCI Limited had issued Subordinate Bonds Series III under option I, II, III, & IV on October 31, 2011 with maturity date of October 31, 2021 in respect of option I, II & III and October 31, 2026 in respect of option IV. At the time of issuance of above Subordinate Bonds, IFCI had come out with Information Memorandum dated September 3, 2011 which became the part of Trustee Agreement dated November 16, 2011. The aforesaid Information Memorandum contains the following clauses in respect of redemption of Bond and payment of Interest:

- (i) Clause no. 20 “Tenor and redemption at maturity” of Information memorandum, mentions that *“The Bonds will not be redeemable at the option of the Bondholder and all redemptions shall be made by the Company only with the prior approval of the RBI and subject to compliance with conditions as set out in the Capital Adequacy Guidelines.”*
- (ii) Clause no. 19 “Interest payments” of Information Memorandum, mentions that
- a. *“Interest amounts due will be payable on October 31 of every year starting from 2012. The last interest payment will be made along with repayment of the principal amount.”*
 - b. *“If redemption of the Bonds do not occur on the Redemption Date due to a lack of permission from the RBI, then the last interest payment for each of the Bonds shall be made on the date of maturity of the respective Bonds.”*

As per the audited financial results, approved by the Board of Directors on 28th June, 2021, CRAR of IFCI Limited has turned negative as on **31/03/2021**. In line with the terms of Information Memorandum and as per extant guidelines IFCI Limited vide letter dated July 8, 2021 had sought approval from RBI in respect of redemption and rollover option. RBI vide its email dated July 29, 2021, has stated that “In this regard you are advised to be guided by the terms of issuance of bonds”.

IFCI Limited desires to **roll over** the Subordinate Bonds Series III (option III) falling due for redemption on October 31, 2021 subject to the approval of Bondholders, Debenture Trustee and Stock Exchange. IFCI Limited has intimated BSE regarding In-principal approval for roll

over, accorded by Board of Directors at its Meeting held on September 16, 2021 subject to the approval(s) of Bondholders, Debenture Trustee, and Stock Exchange. As per Trustee Agreement Bondholder approval is required for roll over of debt securities.

Therefore, in view of the above, IFCI Ltd. proposes to roll over **IFCI LIMITED SUBORDINATED, UNSECURED, REDEEMABLE, NON CONVERTIBLE BONDS SERIES –III Option III (ISIN no. INE039A09NV2)** and consequently, IFCI Ltd. seeks your approval for roll over the with revised maturity date as under :

- Tenor:** a) Roll over 50% of the principal amount with revised maturity date of October 31, 2022.
b) Roll over remaining 50% of the principal amount with revised maturity date of October 31, 2023.

Other terms and conditions remain unchanged.

As per clause no 26 of Schedule IV of Trustee Agreement, Bondholders are required to give their written consent representing 3/4th (three fourth) of the aggregate outstanding amount of the Bonds without convening a meeting of the Bondholders as if such letters constituted a resolution or a special resolution, as the case may be, passed at a meeting duly convened regarding roll over of Subordinate Bonds.

Now, as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 amended as on September 7, 2021, the listed entity can only make material modification in non-convertible debt securities after obtaining the consent of the bond holders (not less than three-fourths by value). Further, such consent is required to be obtained through e-voting facility. In view of the recent SEBI (LODR) regulation, Bondholders are requested to give their consent for roll over through e-voting platform.

Record date has been fixed as **September 17, 2021** i.e. 3 business days before the date of dispatch of notice dated September 23, 2021 to bondholders for seeking their approval for rollover. Cut off date to receive the consent/dissent of the bond holders will be upto **October 23, 2021**.

The contact details of Debenture Trustee is as under:

Registered Office	Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400025
New Delhi Desk Office	Plot 25, IIInd Floor, Pusa Road, Karolbagh, New Delhi -110005
Contact Corporate Office & communication address	The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028
Corporate Telephone	+91-22-62300451
Corporate Fax	+91-22-62300700
Corporate E-mail	debenturetrustee@axistrustee.in ; compliance@axistrustee.in Kind Attention: Operations Head