

NOTICE

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of **IFCI Limited** will be held on Wednesday, December 20, 2023 at 11:30 A.M. (IST) at Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi-110019, through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the reports of the Auditors' and Boards' thereon.
2. To appoint a Director in place of Prof. Narayanaswamy Balakrishnan (DIN: 00181842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section(s) 139(5) and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company, be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India (C&AG) for the Financial Year 2023-24, as may be deemed fit.”

Special Business

4. To consider and, if thought fit, to pass, the following resolution(s) as **Special Resolution(s)**:-

“RESOLVED that in accordance with the provisions of Section(s) 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulations) Act, 1956 and other applicable SEBI regulations and guidelines, the circulars / directions / guidelines issued by Reserve Bank of India, and any other Rules / Regulations as amended from time to time, the provisions of the Memorandum and Articles of Association of the Company and subject to the receipt of requisite approvals as may be applicable / required, including the approval of any existing lender(s) / trustees of Debenture Holders, if so required under the terms of agreement / deed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the “Board”) or any duly constituted Committee of the Board or such other authority as may be approved by the Board, consent of the Members be and is hereby accorded to raise funds through private placement of unsecured/secured, listed/unlisted, perpetual/redeemable, non- convertible, cumulative/non-cumulative, taxable/tax free, senior/subordinate bonds/ Infrastructure bonds/ Zero Coupon Bonds / Inflation Indexed Bonds/ debentures/ notes/ debt securities in India and / or outside India (through External Commercial Borrowing, Foreign Portfolio Investment, other debt securities etc.) upto an amount of ₹ 1,000 crore during a period of one year from the date of passing of this resolution in one or more tranches/ series/ combinations

(including the exercise of Green Shoe option) under one or more letter(s) of offer/disclosure documents as may be issued by the Company in one or more series, to such persons as identified by the Board of Directors of the Company (or any duly constituted Committee of the Board or such other authority or such person as may be approved by the Board) who may or may not be the existing bond/debenture holder(s) of the Company, as the Board (or any duly constituted Committee of the Board or such other authority or person as may be approved by the Board) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including Non-Resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Superannuation & Pension Funds, Schedule Commercial Banks, Financial Institutions, Primary/ State/District/Central Co-operative Banks, Regional Rural Banks, Mutual Funds, Bodies Corporate, Companies, private or public, trust or any other entities, authorities, and to such other persons or investors category eligible to invest subject to current applicable rules, act, laws etc. in one or more combinations thereof through Private Placement in one or more tranches and including the exercise of a green-shoe option (within the overall limit of ₹ 1,000 crore, as stated above), if any, at such terms as may be determined under the guidelines as may be applicable and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.”

“RESOLVED FURTHER that for the purpose of giving effect to any Private Placement of unsecured/secured non-convertible bonds/ debentures in India or outside India, the Board of Directors of the Company (the “Board”) or any duly constituted Committee of the Board or such other authority or such person as may be approved by the Board, be and is hereby authorized to determine/ approve/ vary or modify the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/ debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and to do and execute all such acts, deeds and things as they may, in their absolute discretion deem necessary, desirable or expedient for any offer, issue, allotment of the aforesaid unsecured/secured non-convertible bonds/ debentures, including but not limited to listing with the Stock Exchanges and to resolve and to settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the aforesaid non-convertible Debentures/ Bonds and to do all such deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members of the company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER that the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue, allotment and

settle any questions or difficulties that may arise in regard to the Issue.”

5. Appointment of Shri Umesh Kumar Garg (DIN: 00599426) as Independent Director.

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

“RESOLVED that pursuant to Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder, Regulation 17 (1C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Umesh Kumar Garg (DIN: 00599426), who was appointed as Independent Director on the Board, by the Department of Financial Services, Ministry of Finance, Government of India vide order dated May 10, 2023 for a period of three years w.e.f. the date of notification of his appointment or until further orders and subsequently appointed as an Additional & Independent Director by the Board of Directors on May 25, 2023, w.e.f. May 10, 2023 and in respect of whom, the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, for a period of three years from the date of order of his appointment or until further orders, whichever is earlier and whose term shall not be subject to retirement by rotation.”

Registered Office:

IFCI Tower

61 Nehru Place

New Delhi-110019

CIN: L74899DL1993GOI053677

Tel: 011-41732000

Website: www.ifcilt.com

Email: complianceofficer@ifcilt.com

Date: November 08, 2023

By order of the Board of Directors

(Priyanka Sharma)

Company Secretary

NOTES:

1. Pursuant to the Circular No. 20/2020 dated 5 May 2020 read with Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020, Circular No. 09/2023 dated 25.09.2023 and other relevant Circulars, issued by the Ministry of Corporate Affairs from time to time and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the 30th AGM of the Company shall be conducted through VC/OAVM.
2. 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), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) (as amended) and MCA Circulars 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 AGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM (“Venue Voting”) will be provided by CDSL.
3. Since this AGM is being held pursuant to the above said Circulars issued by MCA and SEBI through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly,

the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Attendance Slip and Route Map are also not annexed to this Notice for the same reason. However, pursuant to the Section(s) 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

4. In compliance with the MCA Circulars and SEBI Circular, the Notice calling the AGM will be uploaded on the website of the Company at www.ifcilt.com and 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. The AGM Notice will also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
5. This meeting is being convened through electronic means, in accordance with the circulars, issued by the Ministry of Corporate Affairs from time to time. Hence, Members are requested to attend and participate in the ensuing AGM through VC/OAVM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed with the Notice.
6. The ‘Deemed Venue’ for 30th AGM shall be ‘Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi – 110019’.
7. As per the MCA Circular No. 20/2020 dated May 05, 2020, no physical copy of the Notice calling AGM or the Annual Report for the FY 2022-23 will be sent in physical form. The Annual Reports of the Company inter-alia including the Notice calling 30th AGM has been sent in electronic mode to those Members who have registered their e-mail ID either with the Company or the R&STA or their respective Depository Participants.
8. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) at admin@mcsregistrars.com; helpdeskdelhi@mcsregistrars.com, by providing details viz. Name as registered with the R&STA, address, email ID, PAN, DP ID/Client ID or Folio Number and Number of shares held by them.
9. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 1000 members on first come first served basis.
This will however 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 Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The Institutional shareholders are requested and encouraged to attend and vote at the 30th AGM of the Company.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at complianceofficer@ifcilt.com.
13. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Item No. 4 and Item No. 5 are annexed hereto.

14. All documents referred to in the accompanying Notice and the explanatory statement as well as other documents as required under the provisions of the Companies Act, 2013 are open for inspection through electronic mode on all working days, except Saturdays, Sundays and holidays, between 11:00 am to 01:00 pm upto the date of this AGM. The register required to be maintained under section 170 of the Companies Act, 2013 will be available for inspection at the AGM through electronic mode.
15. Register of Members and Share Transfer Books for equity shares will remain closed from Thursday, December 14, 2023 to Wednesday, December 20, 2023 (both days inclusive).
16. Brief details of the Directors, who are being appointed and re-appointed, is annexed hereto as per requirements of regulation 36(3) of SEBI Listing Regulations and as per provisions of the Act.
17. As per the SEBI requirements, Members holding shares in demat form are requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to R&STA.
18. In case of joint holders attending the Meeting, only such joint holder whose name is registered as first holder will be entitled to vote through e-voting or e-voting at AGM.
19. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, w.e.f. April 01, 2019, transfer of Securities of the company shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, Shareholders holding equity shares in physical form are requested to have their shares dematerialised.

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING THROUGH ELECTRONIC MEANS ARE AS UNDER:

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

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

- The voting period begins on Sunday, December 17, 2023 at 9:00 A.M.(IST) and ends on Tuesday, December 19, 2023 at 5:00 P.M.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, December 13, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders

would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- (ii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining through electronic means meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 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. 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. 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>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to 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> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be</p>

	<p>redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. CDSL and NSDL:

Login type	Helpdesk details
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
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 toll free no.: 022-4886 7000 and 022-2499 7000

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

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders 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. Shareholders holding shares 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 shares 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 shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the IFCI.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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 the email address viz; complianceofficer@ifcilt.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@ifcilt.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@ifcilt.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company at complianceofficer@ifcilt.com**
RTA at admin@mcsregistrars.com;
helpdeskdelhi@mcsregistrars.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining meeting electronically through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Mr. Rakesh Dalvi
Senior Manager
Central Depository Services (India) Limited
A Wing, 25th Floor
Marathon Futurex, Mafatlal Mill Compounds
N M Joshi Marg, Lower Parel (East)
Mumbai - 400013
E-mail - helpdesk.evoting@cdslindia.com
Toll Free No. – 1800 22 55 33

OTHER INFORMATION:

- 1) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Wednesday, December 13, 2023), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 2) The remote e-voting period begins on Sunday, December 17, 2023 at 09:00 A.M. (IST) and ends on Tuesday, December 19, 2023 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- 3) The Members who have cast their vote by remote-evoting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- 4) The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.
- 5) The Board of Directors has appointed Shri Astik Mani Tripathi (FCS 8670; COP 10384) failing him Ms. Shazan Ali (FCS 8748; COP 9354), from SAS & Associates, Practicing Company Secretaries, New Delhi, as Scrutinizer to scrutinize the remote e-voting and Venue Voting in a fair and transparent manner and to submit report thereon.
- 6) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ifcilttd.com and on the website of CDSL at www.evotingindia.com immediately and on the Notice Board of the Company at its registered office after the result is declared. The Voting Results along with Scrutinizer's Report will also be submitted with the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
- 7) IFCI is not including the financial statements of its subsidiaries on standalone basis in its Annual Report. However, in terms of Section 136 of the Companies Act, 2013, the Annual Audited Accounts of these companies for the FY 2022-23 will be available at the website of the Company at www.ifcilttd.com. The Annual Accounts of these Companies are open for inspection at the Registered Office of IFCI and at the Registered Offices of the respective companies upto the date of this AGM on any working day. The Company will also provide copy of separate audited financial statements in respect of each of its subsidiaries to any of the shareholder of the Company who ask for it.
- 8) The Members holding equity shares in physical form are requested to intimate to the R&STA i.e. MCS Share Transfer Agent Ltd., F-65, Okhla Industrial Area, Phase - I, New Delhi - 110 020, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
- 9) Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- 10) Members are also requested to kindly update their PAN and Bank Account details with the R&STA / Depository Participants, as the case may be, for better investor related services and processing of claims w.r.t. unclaimed dividend amount, if any, lying with the Company. Shareholders are requested to visit IFCI website at www.ifcilttd.com for details
- 11) Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of Meeting, so as to enable the management to keep the information ready.
- 12) As per the MCA Circular 17/2020 dated April 13, 2020 read with MCA Circular 20/2020 dated May 05, 2020 and Circular no. 10/2022 dated 28 December 2022, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.ifcilttd.com.
- 13) Pursuant to Section 205A of the Companies Act 1956, the Company has already transferred all unclaimed dividend declared upto the financial year ended March 31, 1994 to the General Revenue Account of the Central Government as required by the Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Consequent upon amendment to Section 205A and introduction of Section 205-C of the Companies Act, 1956, the unclaimed dividend for the financial years 1994-95 to 1998-99 has been transferred to the Investor Education & Protection Fund. The Company had not declared any dividend for the financial years 1999-2000 to 2007-08. The unclaimed dividend for the financial years 2008-09 to 2015-16 has also been transferred to IEPF, pursuant to the provisions of Section 124 of the Act, read with other applicable Law / Rules / Regulation in this regard. The shares in respect of which dividend has not been claimed for seven consecutive years have also been transferred to IEPF in terms of the provisions of the Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended). The unclaimed dividend and shares transferred to IEPF may be claimed from IEPF by following the procedure prescribed on www.iepf.gov.in.
- 14) Securities and Exchange Board of India (SEBI) has introduced an Online Dispute Resolution Portal (ODR Portal) Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145, Dated July 31, 2023 for resolving disputes in the Indian Securities Market. This circular streamlines the existing dispute resolution mechanism, offering online conciliation and arbitration to promotes the interest of investors. The ODR Portal resolve disputes between investors/clients and listed companies (including their registrar and share transfer agents) or specified intermediaries entities in the securities market. Additionally, it covers disputes between institutional or corporate clients and specified intermediaries/ regulated entities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share capital and Debentures) Rules, 2014 and the other applicable rules made thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. The relevant provisions of the Companies Act, 2013, also provide that such an approval by way of special resolution can be obtained once a year for all the issues, offers and invitations made for such NCDs during the year. Members of the Company at the 29th Annual General Meeting held on December 22, 2022, approved by way of Special Resolution issuance of securities by private placement for an amount not exceeding ₹ 1,000 crore in the year commencing from December 22, 2022 i.e. the date of approval by shareholders. However, the above approval of the shareholders is valid only upto a period of 1 year, thereby completing on December 21, 2023.

In order to augment long term resources for onward lending, repayment / prepayment of principal of existing borrowings and/ or for general corporate purpose, consent of the Members is required for the raising of funds, thereafter and in line with the aforesaid statutory provisions, it is necessary to pass a Special Resolution at the ensuing AGM for raising of funds through private placement of secured/ unsecured non-convertible bonds/ debentures during a period of one year from the date of passing of this resolution.

The Board of Directors at their meeting held on 8th November, 2023 had subject to the approval of the shareholders, accorded approval for raising of funds by way of private placement of unsecured/secured non-convertible bonds/debentures in India or Outside India to the extent of ₹ 1000 crore, in one or more tranches.

Therefore, the approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the applicable Rules made there under, to enable the Company to offer or invite subscriptions for securities, including but not limited to bonds and NCDs upto ₹ 1,000 crore on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 4, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the Special Resolution for approval of the Members.

Item No. 5

The Government of India, Ministry of Finance, Department of Financial Services, vide their letter No. F.No. 18/7/2022-IF-I dated 10/05/2023, had appointed Shri Umesh Kumar Garg (DIN: 00599426) as an Independent Director of Your Company, for a period of three years from the date of order of his appointment or until further orders.

On Recommendation of Nomination & Remuneration Committee of Directors, the Board at its meeting held on May 25, 2023 had appointed him as Additional and Independent Director for a period of three years from the date of order of his appointment or until further orders, whichever is earlier in accordance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Shri Umesh Kumar Garg for Directorship of the Company. The Company has also received necessary disclosures and declaration of

independence from Shri Umesh Kumar Garg as per provisions of the Companies Act, 2013 and SEBI LODR.

In view of above, it is proposed to obtain approval of shareholders for appointment of Shri Umesh Kumar Garg as Independent Director on the Board of the Company by passing Special Resolution set out at Item no.5 of this Notice.

Brief Profile of Shri Umesh Kumar Garg is set out in the information about Directors seeking Appointment/Reappointment as mandated under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, is annexed with the Notice.

Shri Umesh Kumar Garg is interested in the resolution to the extent of his appointment as Independent Director of the Company. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

From the date of the appointment of Shri Umesh Kumar Garg, he has attended 2 (two) Board Meeting.

The Board of Directors considers that in view of the background and experience of Shri Umesh Kumar Garg, it would be in the interest of the Company to appoint him as an Independent Director of the Company.

Accordingly, Your Directors recommends the Special Resolution for approval of the Members.

Registered Office:

IFCI Tower
61 Nehru Place
New Delhi-110019
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Website: www.ifcilt.com
Email: complianceofficer@ifcilt.com

By order of the Board of Directors

(Priyanka Sharma)
Company Secretary

Date: November 08, 2023

INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS MANDATED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS 2015 IS AS UNDER:

Prof. Narayanaswamy Balakrishnan

Prof. N. Balakrishnan, aged 73 years, received his B.E. (Hons.) in Electronics and Communication from the University of Madras in 1972 and Ph.D. from the Indian Institute of Science in 1979. He then joined the Department of Aerospace Engineering as an Assistant Professor. He was a Professor at the Department of Aerospace Engineering and at the Supercomputer Education and Research Centre, till July 2015. Thereafter, he was Honorary Professor at the Supercomputer Education and Research Centre, Indian Institute of Science till July 2020 and is currently an INSA Senior Scientist at the Indian Institute of Science. He has held the positions of Associate Director of the Indian Institute of Science during September 2005 to March 2014; Chairman, Division of Information Sciences during 1999-2005; Chairman, Supercomputer Education and Research Centre during 1994-2001.

His areas of research where he has several publications in the international journals and international conferences include Numerical Electromagnetics, High Performance Computing and Networks, Polarimetric Radars, Aerospace Electronic Systems, Information Security Complex Social Networks and Digital Library.

He is currently a Member of the Joint Advisory Board of Carnegie Mellon University at Qatar and Member of the Board of Governors of IIT Kharagpur and IIITMK, Kerala and a Member of the Advisory Committee of the International Knowledge Centre for Engineering Sciences and Technology, Beijing, China.

He was in the past, a member of the National Security Advisory Board and the Board of Governors of IIT Delhi and of IIT Madras, a member of the Council of CDAC, a member of the Council of the Indian Statistical Institute Kolkata and Member of SAC to the Cabinet, and Director of the Central Bank of India and CDOT-Alcatel Research Centre at Chennai. He was also one of the Directors of the Bharat Electronics Limited (BEL), BSNL and a Part-Time Member of the Telecom Regulatory Authority of India.

Besides IFCI Ltd., Prof. N. Balakrishnan is also on the Board of Data Security Council of India, India Institute of Information Technology and Management Kerala and Equitas Small Finance Bank Ltd.

Prof. Narayanaswamy Balakrishnan is on the following Board Level Committees of IFCI Ltd.:

- 1) Audit Committee – Member
- 2) Nomination and Remuneration Committee - Member
- 3) Risk and Asset Liability Management Committee – Member
- 4) Review Committee on Wilful Defaulters - Member
- 5) Executive Committee - Member
- 6) IT Strategy Committee – Chairman

Name of the Listed Entity in which he holds Directorship/Committee Membership of the Board along with Listed Entities in which he has resigned in last three years:

- a. Equitas Small Finance Bank Limited
 - a) Nomination & Remuneration Committee – Member
 - b) Risk Management Committee – Member

Prof. N Balakrishnan is on the Board of the Company since October 30, 2017. He has attended all the Board Meetings held during the FY 2022-23.

He does not hold any shares in IFCI Ltd, neither in his name nor as beneficial owner. Further, he is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Prof. N Balakrishnan is interested in the resolution as it relates to his appointment. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

There is no relationship between directors inter-se.

Shri Umesh Kumar Garg

Shri Umesh Kumar Garg, aged 60 years, is a practicing Chartered Accountant. Shri Umesh Kumar Garg is a Commerce and Law Graduate from Agra University. He has also completed his Diploma in Information System Audit (DISA) from The Institute of Chartered Accountants of India (ICAI).

He is a senior partner in firm named Umesh Amita & Co. He is currently on the Board of Incredible Insurance Surveyors & Loss Assessors Private Limited and Harkiran Professional Consultants Private Limited.

He has an experience of around 32 years in field of Corporate Law, Finance, Insurance Management, Project Management and Taxation (Direct & Indirect).

He is a fellow member of The Institute of Chartered Accountants of India (ICAI), Institute of Valuers, Institute of Insurance Surveyors & Loss Adjusters and Indian Council of Arbitration.

He has also been the Chairman of Central India Regional Council of The Institute of Chartered Accountants of India (ICAI) for the year 2015-16 and executive member of the same for the year 2012-13, 2013-14 and 2014-15.

Shri Umesh Kumar Garg is on the following Board Level Committees of IFCI Ltd.:

- 1) Audit Committee - Chairman
- 2) Nomination and Remuneration Committee - Chairman
- 3) Stakeholders' Relationship Committee - Member
- 4) Risk and Asset Liability Management Committee - Member

He does not hold any directorship/ committee membership in any other listed entity and has not resigned from any listed entity during last 3 years. He does not hold any shares in IFCI Ltd, neither in his name nor as a beneficial owner.

Shri Umesh Kumar Garg, being a Practicing Chartered Accountant having vast experience of around 32 years in the field of Corporate Law, Finance, Insurance Management, Project Management and Taxation (Direct & Indirect) possess the required skill sets and capabilities for the role of Independent Director.

Further, he is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

There is no relationship between directors inter-se.

LISTING AT STOCK EXCHANGES

The Company's Equity Shares are listed at BSE Limited and National Stock Exchange of India Limited. Besides, the Bonds / Debentures of the Company are also listed at BSE Limited. Further the Public Issue of Secured Non-Convertible Debentures is listed both on BSE Limited and National Stock Exchange of India Limited.

The Company has paid the annual listing fees to the Stock Exchanges for the financial year 2023-24.

ROUTE MAP OF THE VENUE

Route Map and Prominent Landmark of AGM Venue and Attendance Slip.

In view of MCA Circulars the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at Auditorium, 1st Floor, IFCI Tower, 61 Nehru Place, New Delhi-19. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.