IFCI LIMITED
आई एफ सी आई लिमिटेड
(A Government of India Undertaking)
(भारत सरकार का उपक्रम)

No. IFCI/CS/2022-518

October 03, 2022

National Stock Exchange of India Limited

Exchange Plaza
PlotNo. C/1, G Block
Bandra (East)
Mumbai-400051

CODE: 500106

Dear Sir/Madam,

Re: Notice Calling Extra-Ordinary General Meeting (EGM) of the company

Pursuant to the provisions of Regulation 30 read with schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the notice calling Extra- Ordinary General Meeting (EGM) of the Company.

The Notice calling EGM is also available on the website of the company at www.ifciltd.com under 'General Notice Section'. The relevant details in connection with the EGM are as Under:

S.No.	Particulars	Details
1.	Day, Date of EGM	Thursday, October 27, 2022, at 11:30 AM (IST) through VC/OAVM at Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi- 110019 (Deemed Venue)
2.	Cut-off date for the purpose of determining the voting rights of the shareholders of the Company, through Remote E-voting and E-Voting at the EGM	Thursday, October 20, 2022
3.	Remote E-Voting period	The e-voting period will commence on Monday, October 24, 2022, at 09:00 A.M. (IST) and will end on Wednesday, October 26, 2022 at 05:00 P.M. (IST). The e-voting will be disabled thereafter.

This is for your information and record.

For **IFCI Limited**

PRIYANKA SHARMA

Digitally signed by PRIYANKA SHARMA
DN: c=IN, o=Personal, postalCode=110095, st=Delhi, 2.5.4.20=a91c76529bb6fa4d4173fd7a9b4530667738ba8cdd159228c34aae58701e47e7, pseudonym=604ECEDDBBA0F94D794A830B63CD105F87CD3D065, serialNumber=4B70A85054C35E64428678A47D267667DFFB01F9668137550441288EB3F004811, cn=PRIYANKA SHARMA
Date: 2022.10.03 20:14:24 +05'30'

(Priyanka Sharma)
Company Secretary

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालयः
आईएफसीआई टावर, 61 नेहरू प्लेस, नई दिल्ली - 110 019
दूरभाषः +91-11-4173 2000, 4179 2800
फैक्सः +91-11-2623 0201, 2648 8471
वेबसाइटः www.ifciltd.com
सीआईएनः L74899DL1993GOI053677

1948 से राष्ट्र के विकास में

IFCI Limited
Regd. Office:
IFCI Tower, 61 Nehru Place, New Delhi - 110 019
Phone: +91-4173 2000, 4179 2800
Fax: +91-11-2623 0201, 2648 8471
Website: www.ifciltd.com
CIN: L74899DL1993GOI053677

In Development of the Nation since 1948

IFCI LIMITED
आई एफ सी आई लिमिटेड
(A Government of India Undertaking)
(भारत सरकार का उपक्रम)

Regd. Office: IFCI Tower, 61 Nehru Place, New Delhi 110019
CIN: L74899DL1993GOI053677
E-mail: complianceofficer@ifciltd.com ; website: www.ifciltd.com
Tel: 91-(011) - 4173 2000, Fax: 91- (011)- 2623 0201

EXTRA-ORDINARY GENERAL MEETING (EGM) OF IFCI LIMITED

DAY: THURSDAY

DATE: OCTOBER 27, 2022

TIME: 11:30 A.M. (IST)

**VENUE: AUDITORIUM, FIRST FLOOR,
IFCI TOWER, 61 NEHRU PLACE
NEW DELHI-110019**

[THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM)]

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **IFCI Limited** will be held on Thursday, October 27, 2022, 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:

SPECIAL BUSINESS:

Item No. 1: Issue of equity shares aggregating upto ₹100 crore by way of preferential allotment to Government of India (GOI).

To consider and, if thought fit, to pass, with or without modification(s) the following resolutions as Special Resolution(s):

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, 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(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Members, be and is hereby accorded to the Board to create, issue and allot 9,31,09,869 (Nine Crore Thirty one Lakh Nine Thousand Eight Hundred and Sixty Nine) number of equity shares of the Company of the face value of ₹10 (Rupees Ten) each ("Equity Shares") on preferential allotment basis, at a price of ₹10.74 (Rupees Ten and Seventy Four Paisa only) [including a premium, of ₹0.74 (Paisa Seventy Four)] per Equity Share aggregating upto ₹100,00,00,000 (Rupees One Hundred Crore) to the Government of India.

RESOLVED FURTHER that the equity shares to be issued shall rank pari-passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Government of India on BSE and NSE, and that with the depositories, viz. National Securities Depository Limited

("NSDL") and Central Depository Services (India) Limited ("CDSL"), and for the credit of such equity shares to the Demat account of the Government of India.

RESOLVED FURTHER that in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above is September 27, 2022, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting being held on October 27, 2022, to approve this issue of equity shares.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board (including any duly constituted Committee thereof), be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, or incidental thereto, proper or desirable, or to settle any question, difficulty or doubt that may arise in regard to the issue of the aforesaid shares and to finalise or execute all documents and writings as may be necessary, desirable or expedient."

Item No. 2: To approve sale/ disposal of assets exceeding 20% of the assets of the material subsidiary of the Company.

To consider and, if thought fit, to pass, with or without modification(s) the following resolutions as Special Resolution(s):

"RESOLVED THAT pursuant to Regulation 24 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) and the Policy for Determining Material Subsidiary of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded to sell/dispose off the hospitality unit/serviced apartments situated at plot no. 4A, Mayur Vihar, New Delhi by IFCI Infrastructure Development Limited (IIDL), a material subsidiary of the Company ("Material Subsidiary"), which exceeding 20% of the value of the assets of IIDL / the Material Subsidiary on an aggregate basis during any financial year for such consideration as determined by independent valuer or such higher value, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT 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 one or more of its powers including the powers conferred hereinabove) be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, including without limitation, to file all necessary applications with regulatory authorities and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of effecting the sale as aforesaid, without being required to seek further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and are hereby authorized to delegate any or all of the aforesaid powers to any committee or employee or person by way of executing necessary power of attorney or authority letter.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
IFCI Tower
61 Nehru Place
New Delhi-110019
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Fax: 011-26230201
Website: www.ifciltd.com
Email: complianceofficer@ifciltd.com

By order of the Board of Directors

(Priyanka Sharma)
Company Secretary

Date: September 27, 2022

NOTES:

1. Pursuant to the Circular No. 03/2022 dated May 05, 2022, read with Circular No(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the EGM of the Company shall be conducted through VC/OAVM.

2. In terms of 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 December 08, 2021 read with other applicable Circulars issued by MCA in this regard, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the EGM. 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 service provider. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM ('Venue Voting') will be provided by CDSL.

3. As per the applicable MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy form do not form part of this Notice. 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 EGM through VC/OAVM and cast their votes through e-voting.

4. The Notice calling the EGM has been uploaded on the website of the Company at www.ifciltd.com. 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. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com

5. The 'Deemed Venue' for the EGM shall be 'Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi – 110019'.

6. As per the MCA Circular No. 20/2020 dated 5 May 2020, the Notice calling EGM will not be sent in physical form. The EGM Notice will be sent in electronic mode vide e-mail to those Members who have registered their e-mail ID either with the Company or the Registrar & Share Transfer Agent (R&STA) or their respective Depository Participants.

7. Those shareholders who have not registered their e-mail ID are requested to register or update their e-mail ID with their Depositories Participants (in case shares are held in Dematerialized form) /R&STA (in case shares are held in physical form). The R&STA may be contacted at admin@mcsregistrars.com , helpdeskdelhi@mcsregistrars.com

8. The Members can join the EGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the EGM 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 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 EGM without restriction on account of first come first served basis.

9. The Institutional shareholders are requested and encouraged to attend and vote at the EGM of the Company.

10. No physical attendance is allowed at the EGM. The attendance of the Members attending the EGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at complianceofficer@ifciltd.com.

12. 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. 1 and 2 is annexed hereto.

13. All documents referred to in the accompanying EGM 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 EGM.

14. As per the SEBI requirements, Members holding shares in Demat form are requested to submit PAN details 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.

15. 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 Remote e-voting or e-voting at EGM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The remote e-voting period begins on Monday, October 24, 2022, at 09:00 A.M. (IST) and ends on Wednesday, October 26, 2022, at 05:00 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 i.e. Thursday, October 20, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) 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.

(iv) Pursuant to abovementioned SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or 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 Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the e-Voting Service Provider (**'ESP'**) i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to ESPs, so that the user can visit the e-Voting service providers' site 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.

Individual Shareholders holding securities in Demat mode with **NSDL**	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 i.e. IFCI Limited or ESP name and you will be re-directed to ESP website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. 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 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 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 ESP website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants**	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 website after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. IFCI Limited or ESP name

	and you will be redirected to ESP's website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.

<u>Important note:</u> 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 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 Toll Free No. - 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for **Shareholders other than Individual Shareholders & for Physical Shareholders.**

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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

	• 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	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. • 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 as mentioned in instruction (iii) above.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for IFCI.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload Board Resolution/ Power Of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- 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.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 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@ifciltd.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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ('VENUE VOTING') ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as per the instructions mentioned above for Remote 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 Remote 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 EGM.

4. Shareholders are encouraged to join the Meeting through Laptops/iPad 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 EGM may register themselves as a speaker by sending their request in advance at-least **7 days prior to EGM** mentioning their name, Demat account number/folio number, email id, mobile number at complianceofficer@ifciltd.com.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM, provided time permits.

9. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to EGM** mentioning their name, Demat account number/folio number, email id, mobile number at complianceofficer@ifciltd.com. These queries will be replied to by the Company by email, as considered necessary and if time permits.

10. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast 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 EGM.

11. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the EGM is available only to the shareholders attending the EGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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@ifciltd.com RTA at admin@mcsregistrars.com; helpdeskdelhi@mcsregistrars.com

For Demat shareholders	Please provide Demat account details (CDSL- 16-digit beneficiary ID or NSDL-16-digit DPID + CLID), 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 Company at complianceofficer@ifciltd.com RTA at admin@mcsregistrars.com; helpdeskdelhi@mcsregistrars.com

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

If you have any queries or issues regarding attending EGM & 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. All grievances connected with the facility for e-Voting may be addressed to:

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:

(A) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cutoff date (i.e. Thursday, October 20, 2022), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the EGM, 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.

(B) The remote e-voting period begins on Monday, October 24, 2022, at 9:00 A.M. (IST) and ends on Wednesday, October 26, 2022, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.

(C) The Members who have cast their vote by remote E-voting may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.

(D) The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. 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 EGM will not be considered.

(E) The Board of Directors has appointed Shri Devesh Vasisht (Membership No. F8488, COP-13700), Practising Company Secretary, New Delhi and failing him Mr. Vijay K Singhal (COP No.10385), Practising Company Secretary, New Delhi of M/s Sanjay Grover & Associates, as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.

(F) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ifciltd.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.

(G) 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.

(H) Members holding shares in more than one folio in identical order of names are requested to write to R&STA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

(I) 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 lying with the Company. Shareholders are requested to visit IFCI website at www.ifciltd.com for details.

(J) As per the MCA Circular 17/2020 dated April 13, 2020, read with MCA Circular 20/2020 dated May 05, 2020, and MCA Circular 02/2021 dated January 13, 2021, and other applicable circulars, the Notice of the EGM 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.ifciltd.com.

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

Item No.1

In the past few years, IFCI has been receiving the Budgetary Support from Government of India (GOI), Ministry of Finance, Department of Financial Services. For the Financial Year 2022-23 also, IFCI has received a sum of ₹100 crore, towards subscription to the share capital of the Company as per the Budgetary Allocation.

As per the applicable provisions of the Companies Act, 2013, the Company cannot utilise monies raised through private placement unless allotment is made, and the return of allotment is filed with the Registrar of Companies.

The requisite disclosure relating to the proposed preferential issue of equity shares to GOI are as under:

S.No.	Particulars	Details
1.	Objects of the Preferential Issue and date of passing of Board Resolution	The object of the proposed preferential issue is to allot equity shares to GOI against the budgetary allocation of ₹100 crore towards subscription of the share capital of the Company. The proceeds of the preferential issue will be used to improve the liquidity position of the Company, servicing its debt obligations, meeting establishment and other related expenses. The Board at its Meeting held on September 27, 2022, had given its In-Principal approval to the preferential issue of equity shares to GOI subject to the approval(s) of shareholders, Stock Exchanges and other Authorities as required.
2.	Total / Maximum number of specified securities to be issued and Total amount which company intends to raise by this issue	The Company intends to issue 9,31,09,869 (Nine Crore Thirty one Lakh Nine Thousand Eight Hundred and Sixty Nine) number of equity shares of the Company of the face value of ₹10 (Rupees Ten) each ("Equity Shares") on preferential allotment basis, at a price of ₹10.74 (Rupees Ten and Seventy Four Paisa only) [including a premium of ₹0.74 (Paia Seventy Four only)] per Equity Share aggregating upto ₹100,00,00,000 (Rupees One Hundred Crores) to the Government of India.
3.	Class of Person to whom the allotment is proposed to be made	The allotment of equity shares is proposed to be made to the Promoter of the Company i.e. Government of India ('President of India').

4.	The intent of the Promoters, Directors or Key Managerial Personnel of the Issuer to subscribe to the offer	The Promoter of the Company i.e. Government of India has expressed its intent to subscribe to the equity shares on preferential basis aggregating upto an amount of ₹100 crore. There is no intent of any of the Directors or Key Managerial Personnel of the Company to subscribe to the proposed preferential issue of equity shares.
5	The shareholding pattern of the issuer before and after the Preferential issue	**Pre-Preferential Issue shareholding pattern** (Shareholding pattern as on quarter ended June 30, 2022) is as under:

Category	**No. of Equity Shares**	**%age of Equity Share Capital**
Promoter's Holding [A]		
Indian : (Government of India)	1,36,39,54,070	64.86
Individual	-----	-----
Bodies Corporate	-----	-----
Sub-Total		
Foreign Promoters	-----	-----
Sub-Total (A)	1,36,39,54,070	64.86
Non-Promoter Holding [B]		
Institutional Investors	20,44,32,779	9.72
Non-Institution		
Private Corporate Bodies	1,94,81,548	0.93
Directors & Relatives	-----	-----
Indian Public	50,17,51,858	23.86
Others	1,33,71,050	0.64
Sub-Total (B)	73,90,37,235	35.14
Grand Total	2,10,29,91,305	100

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<u>Post-Preferential Issue shareholding pattern is as under:</u>

(Based on the shareholding pattern as on quarter ended June 30, 2022) is as under:
<table>
<tr><th>Category</th><th>No. of Equity Shares</th><th>%age of Equity Share Capital</th></tr>
<tr><td colspan="3">Promoter's Holding [A]</td></tr>
<tr><td>Indian : (Government of India)</td><td>1,45,70,63,939</td><td>66.35</td></tr>
<tr><td>Individual</td><td>-----</td><td>-----</td></tr>
<tr><td>Bodies Corporate</td><td>-----</td><td>-----</td></tr>
<tr><td>Sub-Total</td><td></td><td></td></tr>
<tr><td>Foreign Promoters</td><td>-----</td><td>-----</td></tr>
<tr><td>Sub-Total (A)</td><td>1,45,70,63,939</td><td>66.35</td></tr>
<tr><td colspan="3">Non-Promoter Holding [B]</td></tr>
<tr><td>Institutional Investors</td><td>20,44,32,779</td><td>9.31</td></tr>
<tr><td colspan="3">Non-Promoter Holding</td></tr>
<tr><td>Private Corporate Bodies</td><td>1,94,81,548</td><td>0.89</td></tr>
<tr><td>Directors & Relatives</td><td>-----</td><td>-----</td></tr>
<tr><td>Indian Public</td><td>50,17,51,858</td><td>22.84</td></tr>
<tr><td>Others</td><td>1,33,71,050</td><td>0.61</td></tr>
<tr><td>Sub-Total (B)</td><td>73,90,37,235</td><td>33.65</td></tr>
<tr><td>Grand Total</td><td>2,19,61,01,174</td><td>100</td></tr>
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<td>6.</td>
<td>Time frame within which the Preferential Issue shall be completed</td>
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In terms of Companies Act, 2013 and SEBI (ICDR) Regulations, the allotment of the equity shares shall be made within the following timelines:

a) within 60 days of the receipt of the share application money, as per the provisions of Section 42 of the Companies Act, 2013 (Private Placement of Securities) and;

b) Within 15 days of passing of the special resolution approving the allotment of equity
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		shares to the GOI by the shareholders of the Company and subject to any other approval as required to be obtained.
7.	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 shares are proposed to be allotted to the Promoter of the Company i.e. Government of India and will be held in the name of President of India.
8.	The percentage of post preferential issue capital that may be held by allottees	Pursuant to the proposed allotment, there would be no change in the control of the Company. Post allotment, the GOI will hold 66.35% of the total paid-up share capital of the Company.
9.	An undertaking that the Issuer shall re-compute the price of the specified securities in terms of the provisions of these Regulations where it is required to do so	Not applicable.
10.	An undertaking that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees	Not applicable
11.	Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower	Not applicable, as neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrower.
12.	The current and proposed status of the allottees post the preferential issue, namely promoter or non-promoter	The allottee both pre and post allotment of shares will be 'Promoters'.
13.	To place a copy of the Certificate of Practicing Company Secretary before the General Meeting of the	The Certificate of the Practicing Company Secretary will be placed before the shareholders at the EGM through electronic means to be held through VC/OAVM.

	shareholders, considering the proposed preferential issue certifying that the issue is being made in accordance with the requirements of these ICDR Regulations. The Issuer shall also place the abovementioned Certificate on the website and provide a link of the same in the EGM Notice	The abovementioned Certificate of the Practicing Company Secretary is also available on the website of the Company at www.ifciltd.com
14.	Consideration for the issue	The equity shares will be issued against the funds already received by the Company from GOI as Share Application Money through banking channel from the Government of India.
15.	Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	No applicable
16.	Basis of arrival of price along with the Report of the Registered Valuer	The basis of arrival of price is as per Regulation 164 of the SEBI ICDR Regulations, IFCI being a Listed Entity. Hence, the report of the Registered Valuer is not applicable.
17.	Relevant Date and Price computed as per ICDR Regulations	The Relevant Date is Tuesday, September 27, 2022 (i.e. 30 days before the date of this EGM being held on Thursday, October 27, 2022). The price calculated as per Regulation 164 of the SEBI ICDR Regulations is ₹10.74/- per equity share, including security premium of ₹0.74/- per equity share.
18.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except Government Nominee Directors in their official capacity.

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

Item No.2

IFCI Infrastructure Development Limited (IIDL) is a wholly owned subsidiary of Your Company (a Government of India Undertaking) which was set up to venture into the real estate and infrastructure sector. Since inception, it has developed projects all over India including a hospitality unit/Serviced Apartments presently known as "IIDL Suites" which is also being run by IIDL. Further, IIDL became one of the Material Subsidiary as on March 31, 2021 of Your Company.

The Share capital of IIDL is as follows:

Particulars	Number of Shares (₹10 each)	Share Capital (in ₹)
Authorised Share Capital	1,00,00,00,000	1000,00,00,000
Paid-up Share Capital	42,70,99,243	427,09,92,430

The existing Shareholding Pattern as on the date of the Notice is as under:

Sl. No.	Particulars	No. of shares @ ₹10 each	% of shareholding
1.	Promoters Shareholding (IFCI Ltd)	42,70,99,243	100%
2.	Public Shareholding	-	-

The Board of Directors of IIDL had approved the proposal to sell/dispose off the hospitality unit/ serviced apartments having value more than ₹100 crores which exceeding 20% of the value of the assets of IIDL on an aggregate basis during financial year. The Board of Your Company has also approved the said proposal in its Meeting held on August 10, 2022.

The aforesaid sale/disposal will enable IIDL to unlock the value of the property, to utilize the funds in core business, to get good returns, while putting the funds at proper place as per present market conditions.

As per Regulation 24(6) of SEBI (LODR) Regulations, 2015 provides that no company shall sell, dispose of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

As per Regulation 24 of SEBI (LODR) Regulations, 2015 a Material Subsidiary means whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Your Directors recommend the Special Resolution for approval of the Members by way of special resolutions.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent being the Promoter Director.

Registered Office:
IFCI Tower
61 Nehru Place
New Delhi - 110 019
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Fax: 011-26230201
Website: www.ifciltd.com
Email: complianceofficer@ifciltd.com

By order of the Board of Directors

(Priyanka Sharma)
Company Secretary

Date: September 27, 2022

Route Map and Prominent Landmark of EGM Venue

In view of the Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 and Circular 39/2020 and other applicable circulars, and in reference to Clarifications/Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the shareholders at Auditorium, First 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 Shareholders are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.