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

No. IFCI/CS/2022-255 May 13, 2022

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

CODE: IFCI

Dear Sir/Madam,

Re: Postal Ballot Notice

Please find enclosed herewith the Postal Ballot Notice seeking approval of the shareholders of the Company to transact the business as set out in the notice, through Remote E-voting.

The Remote E-voting schedule is as under:-

S. No.	Particulars	Details
1.	Commencement of Remote E-Voting	Sunday, May 15, 2022 09:00 AM (IST)
2.	Conclusion of the Remote E-voting	Monday, June 13, 2022 05:00 PM (IST)

This is for your information and record.

For **IFCI Limited**

प्रियंका शर्मा

(**Priyanka Sharma**)
Company Secretary

Encl.: As above

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

POSTAL BALLOT NOTICE

[*Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder*]

To,
The Members
IFCI Limited

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard-2") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no(s). 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2021 dated December 8, 2021, read with other relevant circulars issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid-19 pandemic (collectively referred to as "MCA Circulars") and/or any other applicable law, rules or regulations for the time being in force, to transact the item of Special Business, as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution, through voting by electronic means ("remote e-voting") only.

In compliance of the MCA Circulars referred above, this Postal Ballot Notice is being sent by email to only those Members, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of members of the Company provided by the Depositories as on May 08, 2022 (i.e., the "Cut-off Date").

Special Business:

Item no. 1: Appointment of Shri Kanakasabapathi Kadiresan (DIN: 09551363) as Director Liable to Retire by Rotation.

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

"**RESOLVED THAT** pursuant to Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, Regulation 17 (1C) 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), and the Articles of Association of the Company, Shri Kanakasabapathi Kadiresan (DIN: 09551363), who was appointed as Additional Director on the Board, with effect from March 30, 2022, and in respect of whom, the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

Dated: March 30, 2022

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standard - 2 and other applicable regulatory provisions, setting out all material facts and reasons in respect of the items of Special Business set out in Item no. 1 of this Postal Ballot Notice, is annexed hereto. Further, brief resume of the Director seeking appointment, in terms of Regulation 36 of SEBI LODR and other applicable provisions is also annexed hereto.

2. The Ministry of Corporate Affairs, Government of India (MCA), vide its General Circular no(s). 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2021 dated December 8, 2021, read with other relevant circulars (collectively referred to as "MCA Circulars"), has inter-alia permitted conduct of postal ballot process in electronic form only.

3. This Postal Ballot Notice along with Explanatory Statement and Instructions for Remote E-voting is being sent by email to only those shareholders, who have registered their e-mail address with the Company / Registrar & Share Transfer Agent (R&STA) / Depository / Depository Participants, and whose names appear in the register of members of the Company as on the "Cut-Off Date" i.e., Sunday, May 08, 2022. Hence, as per the MCA Circulars, physical copy of this Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members.

4. The Voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-Off Date. Any shareholder who becomes Member after the Cut-Off Date shall treat this Notice for information purposes only.

5. In compliance of the abovementioned MCA Circulars read with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI LODR and SEBI Circular dated December 9, 2020, on e-voting facility by listed entities, the Company is providing the facility of Remote E-voting to its Members, to enable them to cast their votes electronically on the resolution set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL), being the Electronic Service Provider (ESP).

6. The Postal Ballot Notice 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 Notice is also disseminated on the website of CDSL (ESP) at www.evotingindia.com

7. Relevant documents referred in this Postal Ballot Notice and Explanatory Statement thereto, are available for inspection by the Members electronically during the Postal Ballot Period. Members seeking inspection shall send an email to complianceofficer@ifciltd.com stating their name and Folio no./DP ID-Client ID/Beneficiary ID. All documents referred to in the accompanying notice and the explanatory statement as well as other documents as required under the provisions of Companies Act, 2013 are open for inspection through electronic mode on all working days except Saturdays, Sundays and holidays between 11:00 A.M. to 01:00 P.M. till the period of conclusion of remote e-voting.

8. **The Remote E-voting period shall commence on Sunday, May 15, 2022 (0900 hours) (IST) and will end on Monday, June 13, 2022 (1700 hours) (IST), both days inclusive.** Members are requested to record their ASSENT (FOR) or DISSENT (AGAINST) on the resolution(s) set out in this Postal Ballot Notice through Remote E-voting only, during the aforesaid period, after which the remote e-voting facility shall be disabled by CDSL. Members are requested to go through the detailed "INSTRUCTIONS FOR REMOTE E-VOTING" and other Notes appended to this Postal Ballot Notice.

9. The Board of Directors of the Company has appointed Shri Devesh Vasisht (Membership No. F8488, COP-13700), Practising Company Secretary, New Delhi and failing him Ms. Priyanka (Membership No. A41459, COP No.16187), Practising Company Secretary, New Delhi of M/s Sanjay Grover & Associates, as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.

10. The Postal Ballot Voting Results along with Scrutinizer's Report will be submitted with the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Voting Results along with the Scrutinizer's Report shall also be placed on the Company's website at www.ifciltd.com and on the website of CDSL at www.evotingindia.com, being the ESP. The Voting Results along with the Scrutinizer's Report will be also made available on the Notice Board of the Company at its registered office.

11. The Resolution if passed with requisite majority, would be taken as having duly passed on the last date specified for casting votes through Remote E-voting i.e., Monday, June 13, 2022. Further, the resolution passed through this Postal Ballot shall be deemed to have been passed at a General Meeting.

INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The remote e-voting period begins on Sunday, May 15, 2022, at 09:00 A.M. (IST) and ends on Monday, June 13, 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', may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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 Remote E-voting facility.

(iii) Pursuant to abovementioned SEBI Circular, Login method for Remote E-voting 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 ESP's 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 Number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
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. 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.
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.

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 - 1800 225 533
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 224 430

(iv) Login method for Remote e-Voting 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 (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. • 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.

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

(vi) 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 Account 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.

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

(viii) Click on the EVSN for IFCI.

(ix) 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.

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

(xi) 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.

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

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

(xiv) 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.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote E-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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- 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 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.

PROCESS FOR THOSE SHAREHOLDERS WHO'S 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; or to the 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; or to the RTA at admin@mcsregistrars.com; helpdeskdelhi@mcsregistrars.com

If you have any queries or issues regarding Remote E-Voting, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 225 533. All grievances connected with the facility for Remote E-voting may be addressed to:

Mr. Rakesh Dalvi
Sr. 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
Contact No. - 1800 225 533

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

Item No.1

Shri K Kadiresan, (DIN: 09551363) was appointed as an Additional Director on the Board of Your Company on March 30, 2022. The Nomination and Remuneration Committee has recommended his appointment as Director on the Board of the Company.

The Company has received a valid notice under Section 160 of the Companies Act, 2013 proposing his candidature for office of Director. Brief profile of Shri K Kadiresan is set out in the "Information about Directors seeking appointment/reappointment as mandated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" is annexed with the notice.

Shri K Kadiresan 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.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail his services. Accordingly, Your Directors recommends the Resolution for approval of the Members for appointment of Shri K Kadiresan as Director liable to retire by rotation.

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

Dated: March 30, 2022

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

Shri K Kadiresan, (DIN: 09551363) aged around 60 years, is a Postgraduate in Mass Communication and Marketing Management. He is also a Graduate in English Literature.

Shri K Kadiresan took charge as Zonal Manager of LIC's Southern Zone on April 26, 2019. Prior to this, he was Executive Director in LIC's Corporate Office at Mumbai. Shri Kadiresan has over two decades of experience in Marketing across India and has set up LIC's first wholly owned Overseas Subsidiary - LIC Singapore Pte. Ltd. and has served as its first CEO from 2012 to 2015.

In a Career spanning over three decades in the Insurance Industry, he has handled General Administration, Finance, Human Resources Management and Investment Operations of LIC. Marketing is his special area of interest.

He is interested in the said resolution as it relates to his appointment.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in his appointment on the Board of the Company.

He had served as Nominee Director on the Board of Union Bank of India for 3 years, from June 2018 to June 2021. Apart from the above, he has not been on the Board of any Listed Entity during the last 3 Financial Years. Also, besides IFCI Ltd., Shri K Kadiresan does not hold any other Directorships, Memberships / Chairmanships of any other listed Entity. Further, at present he does not hold any Committee Membership(s) in IFCI Limited.

Shri K Kadiresan does not have any shareholding (including beneficial ownership) in IFCI Ltd.