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

No./IFCI/2021- 657

December 17, 2021

The 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:-Disclosure of Scrutinizers' Report and Voting Results of 28th Annual General Meeting (AGM) of the Members of IFCI Ltd.

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Scrutinizers' Report and the Voting Results in connection with the 28th Annual General Meeting of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For IFCI Limited

प्रियंका शर्मा

(Priyanka Sharma)
Company Secretary

Encl.: As above.

ENCLOSURE

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended]

To,
The Chairman
IFCI LIMITED
(CIN: L74899DL1993GOI053677)
IFCI Tower 61, Nehru Place,
New Delhi- 110019

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of IFCI Limited ("the **Company**") in its meeting held on August 10, 2021 for the purpose of scrutinizing the voting process i.e. remote e-Voting and e-Voting at 28th Annual General Meeting ("**AGM**") under the provisions of Section 108 of the Act, read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs ("**MCA**") on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively and SEBI Circulars dated May 12, 2020 and January 15, 2021 ("**MCA & SEBI Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated November 11, 2021 ('**AGM Notice**') for AGM of the Company held on Friday, December 17, 2021 at 11:30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

I submit my report as under: -

1. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA & SEBI Circulars; and (iii) the Listing Regulations related to e-Voting in respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-Voting.

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

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2. My responsibility as Scrutinizer for e-Voting at the AGM and remote e-Voting is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting system provided by Central Depository Services (India) Limited (CDSL).

3. The remote e-Voting period commenced on Tuesday, December 14, 2021 at 09:00 A.M. and ended on Thursday, December 16, 2021 at 05:00 P.M. via e-Voting platform on the designated website of CDSL, Authorized Agency to provide e-Voting facility viz.: www.evotingindia.com. The Company also provided e-Voting facility to the Members who participated / attended through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-Voting.

4. The Members of the Company as on the "Cut-off Date" i.e. Friday, December 10, 2021 were entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM on the proposed resolutions as set out in the AGM Notice.

5. The total paid up Equity Share Capital of the Company as on December 10, 2021 was Rs 20,41,97,84,930/- (Rupees Two Thousand Forty One Crore Ninety Seven Lakh Eighty Four Thousand Nine Hundred and Thirty Only) divided into 2,04,19,78,493/- (Two Hundred Four Crore Nineteen Lakh Seventy Eight Thousand Four Hundred and Ninety Three) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

6. After completion of e-Voting at the AGM, the vote cast by the members through e-Voting at the AGM and through remote e-Voting were unblocked in the presence of two witnesses i.e. Prashant Kishanani and Rishab Kansal who are not in the employment of the Company who have signed below.

Prashant Kishanani

Rishab Kansal

7. The data of remote e-Voting and e-Voting at the AGM was diligently scrutinized and reconciled with the records maintained by the MCS Share Transfer Agent Ltd, Registrar and Share Transfer Agent ("**RTA**"). Detailed register was maintained containing the summary of results of remote e-Voting and e-Voting at AGM.

8. None of the Shareholders opted for both the facilities i.e. remote e-Voting and e-Voting at AGM.

SANJAY GROVER & ASSOCIATES * Firm Registration No. P2001DE052900 * Company Secretaries * NEW DELHI *

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-3-

9. The consolidated summary of results of e-Voting at AGM and remote e-Voting are as under:

Resolution No. 1- To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2021 and the reports of the Auditors' and Board of Directors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	20,386	1,35,00,14,984	1,35,00,35,370	99.9985
Dissent	75	20,023	20,098	0.0015
Total	20,461	1,35,00,35,007	1,35,00,55,468	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-A**.

Resolution No. 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.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	19,386	1,34,47,29,967	1,34,47,49,353	96.6297
Dissent	1,075	4,69,01,449	4,69,02,524	3.3703
Total	20,461	1,39,16,31,416	1,39,16,51,877	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-B.**

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

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Resolution No. 3- To fix remuneration of the Statutory Auditors of the Company in terms of the provisions of Sections 139(5) and 142 of the Companies Act, 2013.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	19,386	1,39,15,98,210	1,39,16,17,596	99.9975
Dissent	1,075	33,206	34,281	0.0025
Total	20,461	1,39,16,31,416	1,39,16,51,877	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-C.**

Resolution No. 4- Raising of funds through private placement upto an amount of Rs. 1,000 (Rupees One Thousand) crores.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	20,386	1,38,98,62,652	1,38,98,83,038	99.8729
Dissent	75	17,68,764	17,68,839	0.1271
Total	20,461	1,39,16,31,416	1,39,16,51,877	100

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-D.**

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-5-

10. The register containing the details of remote e-Voting and e-Voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Devesh Kumar Vasisht
Partner
CP No.:13700
UDIN: F008488C001808902
December 17, 2021
New Delhi

Countersigned by

Chairman
IFCI Limited
December 17, 2021
New Delhi

Annexure-A

Details of e-Voting at AGM & remote e-Voting for Resolution No.-1 are as under:

A1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	5	20,461	2,04,610
b)Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	20,461	2,04,610
d) Votes with Assent	4	20,386	2,03,860
e) Votes with Dissent	1	75	750

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	176	1,35,00,35,007	13,50,03,50,070
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	176	1,35,00,35,007	13,50,03,50,070
d) Votes with Assent	167	1,35,00,14,984	13,50,01,49,840
e) Votes with Dissent	9	20,023	2,00,230

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-7-

Annexure-B

Details of e-Voting at AGM & remote e-Voting for Resolution No.-2 are as under:

B1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	5	20,461	2,04,610
b)Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	20,461	2,04,610
d) Votes with Assent	3	19,386	1,93,860
e) Votes with Dissent	2	1,075	10,750

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	178	1,39,16,31,416	13,91,63,14,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	178	1,39,16,31,416	13,91,63,14,160
d) Votes with Assent	135	1,34,47,29,967	13,44,72,99,670
e) Votes with Dissent	43	4,69,01,449	46,90,14,490

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Annexure-C

Details of e-Voting at AGM & remote e-Voting for Resolution No.-3 are as under:

C1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	5	20,461	2,04,610
b)Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	20,461	2,04,610
d) Votes with Assent	3	19,386	1,93,860
e) Votes with Dissent	2	1,075	10,750

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	178	1,39,16,31,416	13,91,63,14,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	178	1,39,16,31,416	13,91,63,14,160
d) Votes with Assent	162	1,39,15,98,210	13,91,59,82,100
e) Votes with Dissent	16	33,206	3,32,060

Annexure-D

Details of e-Voting at AGM & remote e-Voting for Resolution No.-4 are as under:

D1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	5	20,461	2,04,610
b)Less: Invalid Votes	0	0	0
c) Net Valid Votes	5	20,461	2,04,610
d) Votes with Assent	4	20,386	2,03,860
e) Votes with Dissent	1	75	750

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	178	1,39,16,31,416	13,91,63,14,160
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	178	1,39,16,31,416	13,91,63,14,160
d) Votes with Assent	162	1,38,98,62,652	13,89,86,26,520
e) Votes with Dissent	16	17,68,764	1,76,87,640

SANJAY GROVER & ASSOCIATES * Firm Registration No. P2001DE052300 * Company Secretaries * NEW DELHI *

IFCI Tower 61, Nehru Place New Delhi-19

General information about company	
Scrip code	500106
NSE Symbol	IFCI
MSEI Symbol	NOTLISTED
ISIN	INE039A01010
Name of the company	IFCI Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	17-12-2021
Start time of the meeting	11:30 AM
End time of the meeting	11:56 AM



Scrutinizer Details	
Name of the Scrutinizer	Devesh Kumar Vasisht
Firms Name	Sanjay Grover & Associates
Qualification	CS
Membership Number	8488
Date of Board Meeting in which appointed	10-08-2021
Date of Issuance of Report to the company	17-12-2021



Voting results	
Record date	10-12-2021
Total number of shareholders on record date	521317
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	68
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2021 and the reports of the Auditors' and Boards' thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1302941258	1302941258	100	1302941258	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1302941258	1302941258	100	1302941258	0	100	0
Public- Institutions	E-Voting	232283611	46351556	19.9547	46351556	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	232283611	46351556	19.9547	46351556	0	100	0
Public- Non Institutions	E-Voting	506753624	742193	0.1465	722170	20023	97.3022	2.6978
	Poll		20461	0.004	20386	75	99.6334	0.3666
	Postal Ballot (if applicable)							
	Total	506753624	762654	0.1505	742556	20098	97.3647	2.6353
Total		2041978493	1350055468	66.1151	1350035370	20098	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1302941258	1302941258	100	1302941258	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1302941258	1302941258	100	1302941258	0	100	0
Public- Institutions	E-Voting	232283611	87947965	37.8623	41084483	46863482	46.7145	53.2855
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	232283611	87947965	37.8623	41084483	46863482	46.7145	53.2855
Public- Non Institutions	E-Voting	506753624	742193	0.1465	704226	37967	94.8845	5.1155
	Poll		20461	0.004	19386	1075	94.7461	5.2539
	Postal Ballot (if applicable)							
	Total	506753624	762654	0.1505	723612	39042	94.8808	5.1192
Total		2041978493	1391651877	68.1521	1344749353	46902524	96.6297	3.3703
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Sections 139(5) and 142 of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1302941258	1302941258	100	1302941258	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1302941258	1302941258	100	1302941258	0	100	0
Public- Institutions	E-Voting	232283611	87947965	37.8623	87947965	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	232283611	87947965	37.8623	87947965	0	100	0
Public- Non Institutions	E-Voting	506753624	742193	0.1465	708987	33206	95.526	4.474
	Poll		20461	0.004	19386	1075	94.7461	5.2539
	Postal Ballot (if applicable)							
	Total	506753624	762654	0.1505	728373	34281	95.505	4.495
Total		2041978493	1391651877	68.1521	1391617596	34281	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Raising of funds through private placement upto an amount of Rs. 1,000 crores.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1302941258	1302941258	100	1302941258	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1302941258	1302941258	100	1302941258	0	100	0
Public- Institutions	E-Voting	232283611	87947965	37.8623	86213049	1734916	98.0273	1.9727
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	232283611	87947965	37.8623	86213049	1734916	98.0273	1.9727
Public- Non Institutions	E-Voting	506753624	742193	0.1465	708345	33848	95.4395	4.5605
	Poll		20461	0.004	20386	75	99.6334	0.3666
	Postal Ballot (if applicable)							
	Total	506753624	762654	0.1505	728731	33923	95.552	4.448
Total		2041978493	1391651877	68.1521	1389883038	1768839	99.8729	0.1271
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

