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

No. IFCI/CS/2020-228 April 27, 2020

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: Notice Calling Extra-Ordinary General Meeting.

This to inform that the Extra-Ordinary General Meeting (EGM) of the Shareholders is scheduled to be held on Wednesday, May 20, 2020 to consider and approve the preferential issue of equity shares to the Government of India aggregating to ₹200 crore. The agenda is proposed to be approved as 'Special Resolution'.

Notice calling the EGM is enclosed herewith for your information and records.

Thanking you,

Yours Faithfully,
For **IFCI Limited**

(**Rupa Sarkar**)
Company Secretary

Encl: As above.

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
आईएफसीआई टावर, 61 नेहरु प्लेस, नई दिल्ली – 110 019
दूरभाष: +91–11–4173 2000, 4179 2800
फैक्स: +91–11–2623 0201, 2648 8471
वेबसाइट: www.ifciltd.com
सीआईएन: 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

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 OF IFCI LIMITED

DAY:	WEDNESDAY
DATE:	MAY 20, 2020
TIME:	11:30 A.M.
VENUE:	AUDITORIUM, 1ST FLOOR, IFCI TOWER, 61 NEHRU PLACE NEW DELHI-110019 (THROUGH VC/ OAVM)

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **IFCI Limited** will be held on Wednesday, May 20, 2020 at 11:30 A.M. (IST) through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi-110019, to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Issue of equity shares of ₹200 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, 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, offer and allot 20,00,00,000 (Twenty Crore) 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 ₹10.00 (Rupees Ten) per Equity Share aggregating upto ₹200,00,00,000 (Rupees Two Hundred Crores) 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 Limited and National Stock Exchange of India Limited, 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 shall be April 20, 2020, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting being held on May 20, 2020 to approve this issue of equity shares.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board, 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."

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
Date: April 20, 2020

By order of the Board of Directors

(Rupa Sarkar)
Company Secretary

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM though VC/OAVM.

3. 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 their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.

4. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will 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.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. 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, or at compliance.dept@ifciltd.com

7. 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 is annexed hereto.

8. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.

9. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote 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 agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by CDSL.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, 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 and the EGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.

11. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, May 17, 2020 at 9:00 A.M. and ends on Tuesday, May 19, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders / Members tab to cast your vote

(iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification Code as displayed and Click on Login Tab.

(v) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their Name and the eight digit of the sequence number in the PAN field (refer sequence number given in email). • In case the sequence number is less than eight digit then enter the applicable number of Zero(s) before the Number, after the first two characters of the name in CAPITAL Letters. Eg. If your name is Ramesh Kumar with sequence Number 1, then enter RA00000001 in the PAN field
Dividend Bank Details / 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 the Company, please enter the Member ID/ Folio Number in the Dividend Bank details field as mentioned in instruction (iii) above.

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 in 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 Members 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 of IFCI LTD to vote.

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi)If Demat account holder has forgotten the changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting application. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

• 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.

(xix) Any person, who acquires shares of the Company and becomes Member of the Company and holds shares as on the cut-off date i.e. Wednesday, May 13, 2020 may follow the same instructions as mentioned above for remote e-Voting.

• In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

• Details of the person who can be contacted for any grievances connected with the facility for voting by electronic means:

Shri Rakesh Dalvi
Deputy Manager
Central Depository Services (India) Ltd
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds,
N M Joshi Marg,
Lower Parel (E),
Mumbai – 400013
Email id: helpdesk.evoting@cdslindia.com
Toll free number: 1800 200 5533

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM (VENUE VOTING) ARE AS UNDER:-

1. The procedure for Venue Voting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.
3. Members who have voted through Remote E-Voting will be eligible to attend the EGM and participate thereat. However, they will not be eligible to vote at the EGM. In case any Member who had voted through Remote E-voting, casts his vote again at the Venue Voting, then the Votes cast at the venue voting shall be considered as Invalid.
4. Members are requested to follow the instructions, if any, provided during the currency of the EGM for Venue Voting.
5. The details of the person who may be contacted for any grievances connected with the facility for e-voting (venue voting) shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

(VENUE VOTING TO BE HELD ON MAY 20, 2020)

1. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can apply at complianceofficer@ifciltd.com requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.

2. Members who are desirous of attending the EGM through VC/OAVM and whose email IDs are not registered with the company, may get their email IDs registered with the Registrar & Transfer Agent by sending an email to admin@mcsregistrars.com, helpdeskdelhi@mcsregistrars.com, with the following credentials:
   i. Name registered as per the records of the company
   ii. DPID-Client ID/ Folio Number
   iii. Email ID to be registered for attending the Meeting

3. Members may send the above mentioned request at point no (2) latest by Thursday, May 14, 2020. In case of joint holding, the credentials of the first named holder shall be accepted.

4. Members who are desirous of attending the EGM may send their request by May 16, 2020. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by May 19, 2020. This will be done on first come first served basis, limited to 1000 members only.

5. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

6. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

7. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

8. 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.

9. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

10. Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat.

OTHER INFORMATION:

(A) 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, May 13, 2020), 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 Sunday, May 17, 2020 at 9:00 A.M. (IST) and ends on Tuesday, May 19, 2020 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-evoting prior to the EGM 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 Vashisht (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 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.

(G) The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), 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 Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

(I) As per the MCA General Circular 17/2020 dated April 13, 2020, 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

The Government of India, Ministry of Finance, Department of Financial Services, has, as per the Budgetary Allocation for 2019-20, released a sum of ₹200 crore to IFCI Limited, towards subscription to the share capital of the Company. Infusion of funds in the form of Capital by the GoI will send a positive and strong signal in the market, thereby enabling the Company to raise resources to improve its Balance Sheet.

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 disclosures relating to the preferential allotment to be made to the shareholders in the Explanatory Statement annexed to the EGM Notice are as under:

S.No.	Particulars	Details
1.	Objects of the Preferential Issue and date of passing of Board Resolution	To augment the business growth of the Company while maintaining required capital adequacy, the Board at its Meeting held on April 20, 2020 had approved the preferential issue of equity shares to GoI subject to approval of the shareholders.
2.	Total / Maximum number of specified securities to be issued and Total amount which company intends to raise by this issue	20,00,00,000 (Twenty Crore) number of equity shares of face value of ₹10/- each amounting to ₹200,00,00,000 (Rupees Two Hundred Crore).
3.	Class of Person to whom the allotment is proposed to be made	The allotment of equity is proposed to be made to the Promoter of the Company i.e. Government of India.
4.	The intent of the Promoters, Directors or Key Managerial Personnel of the Issuer to subscribe to the offer	The Promoter i.e. Government of India has expressed its intent to subscribe to the equity shares on preferential basis upto an amount of ₹200 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 March 31, 2020) is as under:

Category	No. of Equity Shares	%age of Equity Share Capital
Promoter's Holding		
Indian : (Government of India)	95,69,55,857	56.42
Individual	-----	-----
Bodies Corporate	-----	-----
Sub-Total	95,69,55,857	56.42
Foreign Promoters	-----	-----
Sub-Total (A)	95,69,55,857	56.42
Non-Promoter Holding		
Institutional Investors	19,63,53,653	11.58
Non-Institution		
Private Corporate Bodies	5,73,39,062	3.38
Directors & Relatives	-----	-----
Indian Public	41,38,41,581	24.40
Others	7,15,02,939	4.22
Total	169,59,93,092	100.00

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

(Based on the shareholding pattern as on quarter ended March 31, 2020) is as under:

<table>
<tr><td>Category</td><td>No. of Equity Shares</td><td>%age of Equity Share Capital</td></tr>
<tr><td colspan="3">Promoter's Holding</td></tr>
<tr><td>Indian : (Government of India)</td><td>115,69,55,857</td><td>61.02</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>115,69,55,857</td><td>61.02</td></tr>
<tr><td>Foreign Promoters</td><td>-----</td><td>-----</td></tr>
<tr><td>Sub-Total (A)</td><td>115,69,55,857</td><td>61.02</td></tr>
<tr><td colspan="3">Non-Promoter Holding</td></tr>
<tr><td>Institutional Investors</td><td>19,63,53,653</td><td>10.36</td></tr>
<tr><td colspan="3">Non-Promoter Holding</td></tr>
<tr><td>Private Corporate Bodies</td><td>5,73,39,062</td><td>3.02</td></tr>
<tr><td>Directors & Relatives</td><td>-----</td><td>-----</td></tr>
<tr><td>Indian Public</td><td>41,38,41,581</td><td>21.83</td></tr>
<tr><td>Others</td><td>7,15,02,939</td><td>3.77</td></tr>
<tr><td>Total</td><td>189,59,93,092</td><td>100.00</td></tr>
</table>
</td>
</tr>
<tr>
<td>6.</td>
<td>Time within which the Preferential Issue shall be completed</td>
<td>In terms of Companies Act, 2013 and SEBI ICDR Regulations, the allotment of the equity shares shall be made within the following timelines:-</td>
</tr>
</table>

		- 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) or; - Within 15 days of passing of the special resolution approving the allotment of equity shares to the GoI by the shareholders of the Company and subject to any other approval as required to be obtained; whichever is earlier.
7.	The identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	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. After the allotment of equity shares, the Government of India will hold 61.02% of the total paid-up share capital of the Company. Further, pursuant to the proposed allotment, there would be no change in the control of the Company.
8.	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.
9.	An undertaking that if the amount payable on account of re-computation of the price is not paid within the time stipulated in ICDR Regulations, the	Not applicable.

	specified securities shall continue to be locked-in till the time such amount is paid by the allottees	
10.	Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter	Not applicable
11.	To place a copy of the Certificate of Statutory Auditors before the General Meeting of the shareholders, considering the proposed preferential issue certifying that the issue is being made in accordance with the requirements of these ICDR Regulations.	The Certificate of the Statutory Auditors will be placed before the General Meeting of the shareholders through Electronic means, to be held through VC / OAVM.
12.	Consideration for the issue	The equity shares will be issued against the funds received as share application money through banking channel from the Government of India.
13.	Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	No applicable
14.	Basis of arrival of price	As per Regulation 164 of the ICDR Regulations and other applicable provisions of Companies Act, 2013.
15.	Relevant Date and Price computed as per ICDR	The Relevant Date is Monday, April 20, 2020 (i.e. 30 days before the date of this EGM being

	Regulations	held on May 20, 2020). The price calculated as per Regulation 164 of the ICDR Regulations is ₹6.08/- per equity share. However, as the price computed in terms of ICDR Regulation is less than the face value of the equity shares, i.e. ₹10/-, hence, owing to the prohibition on issue of shares on discount as per Section 53 of the Act, the Board has approved the issue price at ₹10/- per equity share for making preferential issue to the GOI.
16.	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	During the year, the company has not made any other preferential issue.

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 for their official capacity as Government Nominee Directors.

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

Registered Office:
IFCI Tower
61 Nehru Place
New Delhi - 110 019
Date: April 20, 2020
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Fax: 011-26230201
Website: www.ifciltd.com
Email: complianceofficer@ifciltd.com

By order of the Board of Directors

(Rupa Sarkar)
Company Secretary

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

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario 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 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 EGM conducted shall be deemed to be made at this venue.