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

No. IFCI/CS/2021 -175 March 30, 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: Notice Calling Extra-Ordinary General Meeting.

This to inform that the Extra-Ordinary General Meeting (EGM) of the Shareholders has been scheduled to be held on Thursday, April 22, 2021 at 11:30 A.M. at Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi-110019, through VC/OAVM, to consider and approve the preferential issue of equity shares to the Government of India aggregating upto ₹200 crore.

In this regard, the Notice calling the EGM is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,
For **IFCI Limited**

(**Rupa Deb**)
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

EXTRA-ORDINARY GENERAL MEETING (EGM) OF IFCI LIMITED

DAY: THURSDAY

DATE: APRIL 22, 2021

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

VENUE: AUDITORIUM, FIRST FLOOR, IFCI TOWER, 61 NEHRU PLACE NEW DELHI-110019 [THROUGH VIDEO CONFERENCE (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, April 22, 2021 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 and allot 145985401 (Fourteen Crore Fifty Nine Lakh Eighty Five Thousand Four Hundred and One) 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 ₹13.70 (Rupees Thirteen and Seventy Paisa only) [including a premium of ₹3.70 (Rupees

Three and Seventy Paisa only)] 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 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 March 23, 2021, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting being held on April 22, 2021 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."

By order of the Board of Directors

(Rupa Deb)
Company Secretary

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: March 23, 2021

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, and MCA Circular No. 39/2020 dated December 31, 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 this EGM though VC/OAVM.

3. EGM is being 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, MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No. 39/2020 dated December 31, 2020.

4. 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.

5. 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.

6. 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.

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

8. 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

9. 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.

10. 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 appointed 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.

11. 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 at www.evotingindia.com.

12. All documents referred to in the accompanying Notice and the explanatory statement as well as other documents as required under the provisions of the Companies Act, 2013 are open for inspection through electronic mode on all working days except Saturdays, Sundays and Holidays between 11:00 AM to 01:00 pm upto the date of this EGM.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The Remote e-voting period begins on Monday, April 19, 2021 at 09:00 A.M. (IST) and ends on Wednesday, April 21, 2021 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, April 15, 2021 may cast their vote electronically. 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.

(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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(iv) Next enter the Image Verification Code as displayed and Click on Login.
(v) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and voted on an earlier e-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 Shareholders 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN Field (refer sequence number given in email).
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)

Bank Details OR Date of Birth (DOB)	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.

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

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company 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 shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for IFCI Limited 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. 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, and 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 Scrutinizer and to the Company at the email address 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.

- If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, 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 or contact Shri Nitin Kunder (022- 23058738) or Shri Mehboob Lakhani (022-23058543) or Shri Rakesh Dalvi (022-23058542).

- All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

1. **For shareholders holding physical shares**- 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/RTA.

2. **For shareholders holding shares in dematerialized form**- 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) by email to Company/RTA.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM (VENUE VOTING)

1. The procedure for Venue Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the EGM through VC/OAVM facility and did 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.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. In case any Member, who had voted through remote e-voting, casts his vote again at the Venue Voting, then votes cast at the Venue Voting shall be considered as Invalid.

5. Shareholders are requested to follow the instructions, if any, provided during the currency of the EGM for Venue Voting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. This will be limited to 1000 members only, on first come first serve basis.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

4. 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.

5. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@ifciltd.com or at compliance.dept@ifciltd.com.

6. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@ifciltd.com or at compliance.dept@ifciltd.com. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

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. Thursday, April 15, 2021), 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) Persons who have acquired shares and become Members of the Company after the dispatch of Notice calling EGM may refer the instructions provided in this Notice for remote e-voting and venue e-voting.

(C) The Remote e-Voting period begins on Monday, April 19, 2021 at 9:00 A.M. (IST) and ends on Wednesday, April 21, 2021 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.

(D) 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.

(E) 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 venue e-Voting through VC/OAVM at EGM will be considered as invalid.

(F) 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.

(G) 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.

(H) 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.

(I) 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.

(J) As per the MCA General Circular No(s) 17/2020 and 39/2020 dated April 13, 2020 and December 31, 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, updationw.r.t. this EGM Notice will be provided on the website of the Company, Stock Exchanges and CDSL.

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

Item No.1

The Government of India (GOI), Ministry of Finance, Department of Financial Services, has, as per the Budgetary Allocation for 2020-21, 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 augment business growth and send a positive and strong signal in the market. 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 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 allot equity shares to Government of India (GoI) as per the Union Budgetary allocation for FY 2020-21 which will send a positive and strong signal in the market and augment the business growth of the Company. The Board at

<table>
<tr><td></td><td></td><td>its Meeting held on March 23, 2021 had approved the preferential issue of equity shares to GoI subject to the approval of shareholders.</td></tr>
<tr><td>2.</td><td>Total / Maximum number of specified securities to be issued and Total amount which company intends to raise by this issue</td><td>14,59,85,401 (Fourteen Crore Fifty Nine Lakh Eighty Five Thousand Four Hundred and One) number of equity shares of face value of ₹10/- each to be issued at ₹13.70/- each inter-alia having security premium of ₹3.70/- per share aggregating upto ₹200,00,00,000 (Rupees Two Hundred Crore).</td></tr>
<tr><td>3.</td><td>Class of Person to whom the allotment is proposed to be made</td><td>The allotment of equity is proposed to be made to the Promoter of the Company i.e. Government of India.</td></tr>
<tr><td>4.</td><td>The intent of the Promoters, Directors or Key Managerial Personnel of the Issuer to subscribe to the offer</td><td>The Promoter of the Company 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.</td></tr>
<tr><td>5</td><td>The shareholding pattern of the issuer before and after the Preferential issue</td><td><u>Pre-Preferential Issue shareholding pattern</u>
(Shareholding pattern as on quarter ended December 31, 2020) 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>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>
</table></td></tr>
</table>

Non-Promoter Holding [B]		
Institutional Investors	23,81,66,637	12.56
Non-Institution		
Private Corporate Bodies	3,44,34,923	1.82
Directors & Relatives	-----	-----
Indian Public	45,37,66,879	23.93
Others	1,26,68,796	0.67
Sub-Total (B)	73,90,37,235	38.98
Grand Total	189,59,93,092	100.00

Post-Preferential Issue shareholding pattern is as under:

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

Category	No. of Equity Shares	%age of Equity Share Capital
Promoter's Holding [A]		
Indian : (Government of India)	130,29,41,258	63.81
Individual	-----	-----
Bodies Corporate	-----	-----
Sub-Total	130,29,41,258	63.81
Foreign Promoters	-----	-----
Sub-Total (A)	130,29,41,258	63.81
Non-Promoter Holding [B]		
Institutional Investors	23,81,66,637	11.66

<table>
<tr><td></td><td></td><td>
<table>
<tr><td colspan="3">Non-Promoter Holding</td></tr>
<tr><td>Private Corporate Bodies</td><td>3,44,34,923</td><td>1.69</td></tr>
<tr><td>Directors & Relatives</td><td></td><td></td></tr>
<tr><td>Indian Public</td><td>45,37,66,879</td><td>22.22</td></tr>
<tr><td>Others</td><td>1,26,68,796</td><td>0.62</td></tr>
<tr><td>Sub-Total (B)</td><td>73,90,37,235</td><td>36.19</td></tr>
<tr><td>Grand Total</td><td>204,19,78,493</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:-
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 shares to the GoI by the shareholders of the Company and subject to any other approval as required to be obtained.</td></tr>
<tr><td>7.</td><td>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</td><td>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 63.81% 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.</td></tr>
</table>

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 specified securities shall continue to be locked-in till the time such amount is paid by the allottees	Not applicable.
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 shareholders at the EGM through electronic means to be held through VC / OAVM.
12.	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.
13.	Justification for allotment proposed to be made for	No applicable

	consideration other than cash together with valuation report of the registered valuer	
14.	Basis of arrival of price	As per Regulation 164 of the SEBI ICDR Regulations and other applicable provisions of Companies Act, 2013.
15.	Relevant Date and Price computed as per ICDR Regulations	The Relevant Date is Tuesday, March 23, 2021 (i.e. 30 days before the date of this EGM being held on April 22, 2021). The price calculated as per Regulation 164 of the SEBI ICDR Regulations is ₹13.70/- per equity share, including security premium of ₹3.70/- per equity share.
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 financial year 2020-21, the company had allotted 200000000 number of equity shares @ ₹10/- per equity share to the Government of India through President of India on preferential basis on May 21, 2020. The allotment of the proposed Preferential Issue will be made in FY 2021-22.

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 in their official capacity as Government Nominee Directors.

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

By order of the Board of Directors

(Rupa Deb)
Company Secretary

Registered Office:
IFCI Tower
61 Nehru Place
New Delhi - 110 019
Date: March 23, 2021
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Fax: 011-26230201
Website: www.ifciltd.com
Email: complianceofficer@ifciltd.com
Date: March 23, 2021

Route Map and Prominent Landmark of EGM Venue

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 and Circular 39/2020 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 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.