

No./IFCI/26thAGM/2019- 946.

October 31, 2019

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,

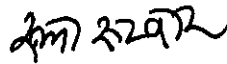
Re:-Disclosure of Voting Results and Scrutinizer's Report of 26th Annual General Meeting (AGM) of the Members of IFCI Ltd.

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results is enclosed herewith at **Annexure-I**. The Scrutinizer's Report is also enclosed herewith at **Annexure-II**.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For IFCI Limited



(Rupa Sarkar)
Company Secretary

Encl.: As above.

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
आईएफसीआई टावर, 61 नेहरू प्लेस, नई दिल्ली - 110 019
दूरभाष: +91-11-4173 2000, 4179 2800
फैक्स: +91-11-2623 0201, 2648 8471
वेबसाइट: www.ifcilt.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.ifcilt.com
CIN: L74899DL1993GOI053677

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No./IFCI/26th AGM/2019-९५५

October 31, 2019

The BSE Ltd.
Department of Corporate Services
Phiroze Jeejeebhoy Tower
Dalal Street, Fort
Mumbai – 400001

CODE: 500106

Dear Sir/Madam,

Re:-Disclosure of Voting Results and Scrutinizer's Report of 26th 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, the Voting Results is enclosed herewith at **Annexure-I**. The Scrutinizer's Report is also enclosed herewith at **Annexure-II**.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For IFCI Limited



(Rupa Sarkar)
✕ Company Secretary

Encl.: As above.

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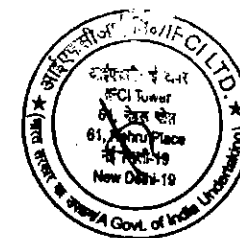
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Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	30.10.2019
Total number of shareholders on record date	5,17,815
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	1 103
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A

1. Ordinary Resolution: To consider and adopt the Audited financial statements and consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Auditors' and Boards' thereon.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	9569,55,857	0	0.0000	0	0	0.0000	0.0000
	Poll		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
	Total		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
Public-Institutions	E-voting	2794,35,799	731,61,371	26.1818	20,21,354	711,40,017	2.7629	97.2371
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		731,61,371	26.1818	20,21,354	711,40,017	2.7629	97.2371
Public-Non Institutions	E-voting	4596,01,436	53,411	0.0116	52,911	500	99.0639	0.9361
	Poll		60,420	0.0131	59,918	502	99.1691	0.8309
	Total		1,13,831	0.0248	1,12,829	1,002	99.1197	0.8803
Total		16959,93,092	10302,31,059	60.7450	9590,90,040	711,41,019	93.0947	6.9053

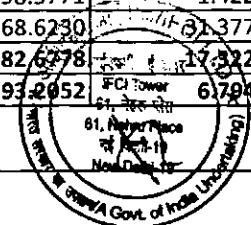


2. Ordinary Resolution: To confirm the dividend already paid on Preference Shares as Final dividend.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	9569,55,857	0	0.0000	0	0	0.0000	0.0000
	Poll		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
	Total		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
Public-Institutions	E-voting	2794,35,799	1367,33,663	48.9320	1367,33,663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1367,33,663	48.9320	1367,33,663	0	100.0000	0.0000
Public-Non Institutions	E-voting	4596,01,436	53,411	0.0116	52,368	1,043	98.0472	1.9528
	Poll		60,420	0.0131	44,167	16,253	73.1000	26.9000
	Total		1,13,831	0.0248	96,535	17,296	84.8055	15.1945
Total		16959,93,092	10938,03,351	64.4934	10937,86,055	17,296	99.9984	0.0016

3. Ordinary Resolution: 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.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	9569,55,857	0	0.0000	0	0	0.0000	0.0000
	Poll		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
	Total		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
Public-Institutions	E-voting	2794,35,799	1367,33,663	48.9320	624,31,543	743,02,120	45.6592	54.3408
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1367,33,663	48.9320	624,31,543	743,02,120	45.6592	54.3408
Public-Non Institutions	E-voting	4596,01,436	53,411	0.0116	52,651	760	98.5771	1.4229
	Poll		60,420	0.0131	41,462	18,958	68.6230	31.3770
	Total		1,13,831	0.0248	94,113	19,718	82.6278	17.3722
Total		16959,93,092	10938,03,351	64.4934	10194,81,513	743,21,838	93.2052	6.7948



4. Ordinary Resolution: To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013.

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

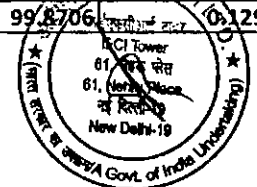
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	9569,55,857	0	0.0000	0	0	0.0000	0.0000
	Poll		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
	Total		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
Public-Institutions	E-voting	2794,35,799	1367,33,663	48.9320	1367,33,663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1367,33,663	48.9320	1367,33,663	0	100.0000	0.0000
Public-Non Institutions	E-voting	4596,01,436	53,411	0.0116	52,911	500	99.0639	0.9361
	Poll		60,420	0.0131	41,462	18,958	68.6230	31.3770
	Total		1,13,831	0.0248	94,373	19,458	82.9062	17.0938
Total		16959,93,092	10938,03,351	64.4934	10937,83,893	19,458	99.9982	0.0018

5. Special Resolution: To authorise Board of Directors for making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, upto an amount aggregating upto Rs.5,000 crore.

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	9569,55,857	0	0.0000	0	0	0.0000	0.0000
	Poll		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
	Total		9569,55,857	100.0000	9569,55,857	0	100.0000	0.0000
Public-Institutions	E-voting	2794,35,799	747,99,619	26.7681	734,83,872	13,15,747	98.2410	1.7590
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		747,99,619	26.7681	734,83,872	13,15,747	98.2410	1.7590
Public-Non Institutions	E-voting	4596,01,436	53,411	0.0116	52,711	700	98.6894	1.3106
	Poll		60,420	0.0131	41,462	18,958	68.6230	31.3770
	Total		1,13,831	0.0248	94,173	19,658	82.7305	17.2695
Total	Total	16959,93,092	10318,69,307	60.8416	10305,33,902	13,35,405	99.8706	0.1294



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 and Rule 20 and 21 of the Companies
 (Management and Administration) Rules, 2014]

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

Dear Sir,

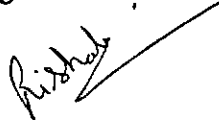
I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through polling paper (Poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated June 24, 2019 for 26th AGM of the Company held on Wednesday, October 30, 2019 at 10:30 A.M. at Auditorium, 1st Floor, IFCI Tower, 61 Nehru Place, New Delhi- 110019.

I submit my report as under:-

1. The remote e-voting period commenced on Sunday, October 27, 2019 at 09:00 A.M. and ended on Tuesday, October 29, 2019 at 05:00 P.M. via remote e-voting platform on the designated website of Central Depository Services (India) Limited, Authorized Agency to provide remote e-voting facility viz.: <https://www.evotingindia.com/>.



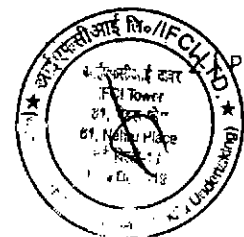
2. The Members of the Company as on the "cut off" date i.e. Wednesday, October 23, 2019 were entitled to avail the facility of remote e-voting as well as voting through poll at the 26th Annual General Meeting on the proposed resolution(s) as set out in the Notice dated June 24, 2019.
3. The total paid up Equity Share Capital of the Company as on Wednesday, October 23, 2019 was Rs. 16,95,99,30,920/- (Rupees One Thousand Six Hundred Ninety Five Crore Ninety Nine Lakh Thirty Thousand Nine Hundred And Twenty Only) divided into 1,69,59,93,092 (One Hundred Sixty Nine Crore Fifty Nine Lakh Ninety Three Thousand and Ninety Two) equity shares of Rs. 10 (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. Four polling boxes were kept for polling and the polling boxes were locked in my presence.
6. After completion of Poll at the AGM, the polling boxes were opened in my presence and polling papers were diligently scrutinized. Thereafter, polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses i.e. Mr. Rishab Kansal and Mr. Himanshu Kukreja who were not in the employment of the Company and they have signed below to confirm their presence:



Rishab Kansal



Himanshu Kukreja

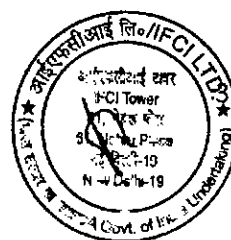


8. The Polling paper(s) and remote e-voting were matched with the Register of Members of the Company as on cut-off date. The cases where the members have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted has been considered and where the members have voted for higher number of shares as compared to their entitlement, the number of their shares as on the cut-off date has been considered.
9. The Polling paper(s), which were incomplete and/or which were otherwise found defective or where signature of any member did not match with the records maintained by Registrar & Transfer Agent of the Company, have been treated as invalid and were kept separately.
10. The consolidated summary of results of poll at the 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, 2019 and the reports of the Auditors' and Boards' thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent ✓	95,70,15,775	20,74,265	95,90,90,040	93.0947
Dissent ✓	502	7,11,40,517	7,11,41,019	6.9053
Total	95,70,16,277	7,32,14,782	1,03,02,31,059	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.



Resolution No. 2- To confirm the dividend already paid on Preference Shares as Final dividend.

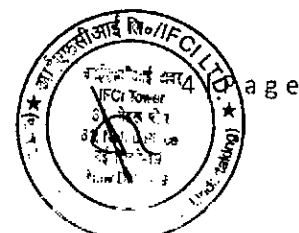
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	95,70,00,024	13,67,86,031	1,09,37,86,055	99.9984
Dissent	16,253	1,043	17,296	0.0016
Total	95,70,16,277	13,67,87,074	1,09,38,03,351	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- B**.

Resolution No. 3- 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
	Poll	e-Votes	Total	
Assent	95,69,97,319	6,24,84,194	1,01,94,81,513	93.2052
Dissent	18,958	7,43,02,880	7,43,21,838	6.7948
Total	95,70,16,277	13,67,87,074	1,09,38,03,351	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- C**.



Resolution No. 4- To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	95,69,97,319	13,67,86,574	1,09,37,83,893	99.9982
Dissent	18,958	500	19,458	0.0018
Total	95,70,16,277	13,67,87,074	1,09,38,03,351	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-D.

Resolution No. 5- To authorise Board of Directors for making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, upto an amount aggregating upto Rs. 5,000 crore.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	95,69,97,319	7,35,36,583	1,03,05,33,902	99.8706
Dissent	18,958	13,16,447	13,35,405	0.1294
Total	95,70,16,277	7,48,53,030	1,03,18,69,307	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-E.

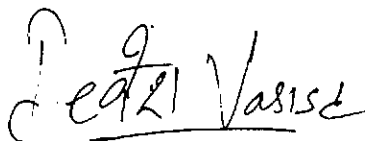


11. The register, polling papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register, polling papers and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Countersigned by



(Devesh Kumar Vasisht)

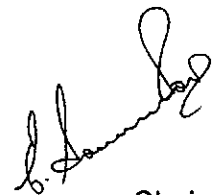
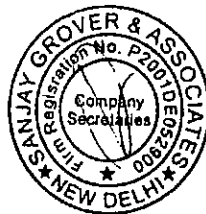
Partner

Scrutinizer

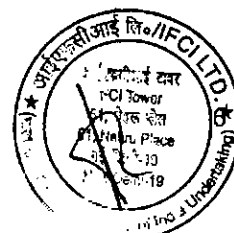
CP No.: 13700

October 30, 2019

New Delhi



Chairman



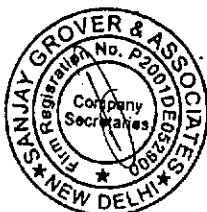
Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	95,70,16,382	9,57,01,63,820
b) Less: Invalid Votes	2	105	1,050
c) Net Valid votes	26	95,70,16,277	9,57,01,62,770
d) Votes with Assent	24	95,70,15,775	9,57,01,57,750
e) Votes with Dissent	2	502	5,020

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	80	7,32,14,782 ✓	73,21,47,820
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	80	7,32,14,782	73,21,47,820
d) Votes with Assent	42	20,74,265	2,07,42,650
e) Votes with Dissent	38	7,11,40,517	71,14,05,170



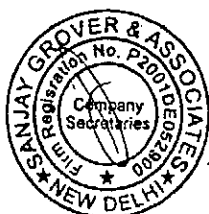
Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	95,70,16,382	9,57,01,63,820
b) Less: Invalid Votes	2	105	1,050
c) Net Valid votes	26	95,70,16,277	9,57,01,62,770
d) Votes with Assent	17	95,70,00,024	9,57,00,00,240
e) Votes with Dissent	9	16,253	1,62,530

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	83	13,67,87,074	1,36,78,70,740
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	13,67,87,074	1,36,78,70,740
d) Votes with Assent	80	13,67,86,031	1,36,78,60,310
e) Votes with Dissent	3	1,043	10,430



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

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	95,70,16,382	9,57,01,63,820
b) Less: Invalid Votes	2	105	1,050
c) Net Valid votes	26	95,70,16,277	9,57,01,62,770
d) Votes with Assent	17	95,69,97,319	9,56,99,73,190
e) Votes with Dissent	9	18,958	1,89,580

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	83	13,67,87,074	1,36,78,70,740
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	13,67,87,074	1,36,78,70,740
d) Votes with Assent	41	6,24,84,194	62,48,41,940
e) Votes with Dissent	42	7,43,02,880	74,30,28,800



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

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	95,70,16,382	9,57,01,63,820
b) Less: Invalid Votes	2	105	1,050
c) Net Valid Votes	26	95,70,16,277	9,57,01,62,770
d) Votes with Assent	17	95,69,97,319	9,56,99,73,190
e) Votes with Dissent	9	18,958	1,89,580

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	83	13,67,87,074	1,36,78,70,740
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	13,67,87,074	1,36,78,70,740
d) Votes with Assent	82	13,67,86,574	1,36,78,65,740
e) Votes with Dissent	1	500	5,000



Details of poll at AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	95,70,16,382	9,57,01,63,820
b) Less: Invalid Votes	2	105	1,050
c) Net Valid Votes	26	95,70,16,277	9,57,01,62,770
d) Votes with Assent	17	95,69,97,319	9,56,99,73,190
e) Votes with Dissent	9	18,958	1,89,580

E2. 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	81	7,48,53,030	74,85,30,300
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	81	7,48,53,030	74,85,30,300
d) Votes with Assent	74	7,35,36,583	73,53,65,830
e) Votes with Dissent	7	13,16,447	1,31,64,470

