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CIN: L74899DL1993GOI053677  
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**EXTRA-ORDINARY GENERAL MEETING (EGM) OF  
IFCI LIMITED**

**DAY: FRIDAY**

**DATE: FEBRUARY 28, 2025**

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

**[THROUGH VIDEO CONFERENCING (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 Friday, February 28, 2025 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item No. 1: Issue of equity shares aggregating upto ₹500 crore by way of preferential allotment to Government of India (GoI).**

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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 sections/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”), the 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, and 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”) (collectively referred as “Stock Exchanges”) 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 8,07,23,280 (Eight Crore Seven Lakh Twenty Three Thousand Two Hundred and Eighty) 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 ₹61.94/- (Rupees Sixty One and Ninety Four Paise only) [including a securities premium, of ₹51.94/- (Rupees Fifty One and Ninety Four Paise only)] per Equity Share aggregating upto ₹500,00,00,000/- (Rupees Five Hundred Crore) to the Government of India (‘President 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”), 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 January 29, 2025, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting being held on February 28, 2025, to approve the issue & allotment 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 finalize 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  
Website: [www.ifcilttd.com](http://www.ifcilttd.com)  
Email: [complianceofficer@ifcilttd.com](mailto:complianceofficer@ifcilttd.com)

**By order of the Board of Directors**

(Priyanka Sharma)  
Company Secretary

**Date: January 29, 2025**

**NOTES:**

1. Pursuant to the Circular No. 09/2024 dated September 19, 2024, read with Circular No(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the EGM of the Company shall be conducted through VC/OAVM.
2. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (as amended) and MCA Circular dated September 19, 2024 read with other applicable Circulars issued by MCA in this regard, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized e-voting service provider, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM ('Venue Voting') will be provided by CDSL.
3. This Meeting is being convened through electronic means, in accordance with the Circulars issued by the MCA from time to time. As per the applicable MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Further, as per proviso of Regulation 44(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. Hence, Proxy form and attendance slip do not form part of this Notice. However, pursuant to the Section(s) 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
4. The Notice calling the EGM has been uploaded on the website of the Company at [www.ifcilt.com](http://www.ifcilt.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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. The 'Deemed Venue' for the EGM shall be 'Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi – 110019'.
6. As per the MCA Circular No. 17/2020 dated April 13, 2020 read with other relevant MCA Circulars, the Notice calling EGM will not be sent in physical form. The EGM Notice will be sent in electronic mode to those Members who have registered their e-mail ID either with the Company or the Registrar & Share Transfer Agent (R&STA) or their respective Depository Participants.
7. Those shareholders who have not registered their e-mail ID are requested to register or update their e-mail ID with their Depositories Participants (in case shares are held in Dematerialized

form) /R&STA (in case shares are held in physical form). The R&STA may be contacted at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) , [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

8. The Members can join the EGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the EGM 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 however 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.

9. The Institutional shareholders are requested and encouraged to attend and vote at the EGM of the Company.
10. No physical attendance is allowed at the EGM. The attendance of the Members attending the EGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. 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.
12. All documents referred to in the accompanying EGM 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.
13. As per the SEBI requirements, Members holding shares in Demat form are requested to submit PAN, KYC and Nomination details to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN, KYC and Nomination details to the Company or to R&STA.
14. In case of joint holders attending the Meeting, only such joint holder whose name is registered as first holder will be entitled to vote through Remote e-voting or e-voting at EGM.
15. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities of the company shall not be processed unless the securities are held in the dematerialized form with a depository. Further, transmission/ transposition/ name change/ name deletion for securities held in physical or dematerialised form shall be effected only in dematerialised form. Accordingly, shareholders holding equity shares in physical form are requested to have their shares dematerialized.

**THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

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- (i) The remote e-voting period begins on Tuesday, February 25, 2025, at 09:00 A.M. (IST) and ends on Thursday, February 27, 2025, 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. Friday, February 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.
- (iv) Pursuant to abovementioned SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</p>



	<p>Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name i.e. IFCI Limited or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the Meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p>

	Click on company name i.e. IFCI Limited or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Contact at Toll Free No. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-4886 7000 and 022-2499 7000.

(v) Login method for e-Voting and joining virtual meeting for **Physical Shareholders and Shareholders other than Individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)





- (xv) 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.
- (xvi) There is also an optional provision to upload Board Resolution/ Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 mandatory 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 viz. [complianceofficer@ifcilt.com](mailto:complianceofficer@ifcilt.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

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1. The procedure for attending meeting & e-Voting on the day of the EGM is same as per the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance at-least **7 days prior to EGM** mentioning their name, Demat account number/folio number, email id, mobile number at [complianceofficer@ifcilt.com](mailto:complianceofficer@ifcilt.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to EGM** mentioning their name, Demat account number/folio number, email id, mobile number at [complianceofficer@ifcilt.com](mailto:complianceofficer@ifcilt.com). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the EGM is available only to the shareholders attending the EGM.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

<p><b>1. For Physical shareholders</b></p>	<p>Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at <a href="mailto:complianceofficer@ifcilt.com">complianceofficer@ifcilt.com</a> RTA at <a href="mailto:admin@mcsregistrars.com">admin@mcsregistrars.com</a>; <a href="mailto:helpdeskdelhi@mcsregistrars.com">helpdeskdelhi@mcsregistrars.com</a></p>
<p><b>2. For Demat shareholders</b></p>	<p>Please update your email id &amp; mobile no. with your respective Depository Participant (DP)</p>

**3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free No. 1800 21 09911. All grievances connected with the facility for e-Voting may be addressed to:

**Mr. Rakesh Dalvi**

Senior Manager

Central Depository Services (India) Limited

A Wing, 25<sup>th</sup> Floor

Marathon Futurex, Mafatlal Mill Compounds

N M Joshi Marg, Lower Parel (East)

Mumbai - 400013

E-mail - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Toll Free No. – 1800 21 09911

**OTHER INFORMATION:**

- (A) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cutoff date (i.e. Friday, February 21, 2025), 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 Tuesday, February 25, 2025, at 9:00 A.M. (IST) and ends on Thursday, February 27, 2025 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 E-voting 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 Kumar Vasisht (Membership No. F8488, COP-13700) and failing him Shri Parveen Kumar (Membership No. F10315, COP No. 13411) from DPV & ASSOCIATES LLP, Company Secretaries 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.ifcilttd.com](http://www.ifcilttd.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately and on the Notice Board of the Company at its registered office after the result

is declared. The Voting Results along with Scrutinizer's Report will also be submitted to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

- (G) The Members holding equity shares in physical form are requested to intimate to the R&STA i.e. MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, 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 R&STA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- (I) Members are also requested to kindly update their PAN and Bank Account details with the R&STA / Depository Participants, as the case may be, for better investor related services and processing of claims w.r.t. unclaimed dividend amount, if any, lying with the Company. Shareholders are requested to visit IFCI website at [www.ifcilttd.com](http://www.ifcilttd.com) for details.
- (J) As per the MCA Circular No. 09/2024 dated September 19, 2024 read with MCA Circular No. 17/2020 dated April 13, 2020, and other relevant circulars, 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.ifcilttd.com](http://www.ifcilttd.com).

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

### Item No.1

In the past few years, IFCI has been receiving the Budgetary Support from Government of India (GoI), Ministry of Finance, Department of Financial Services. For the Financial Year 2024-25 also, IFCI has received a sum of ₹500 crore, towards subscription to the share capital of the Company as per the Budgetary Allocation.

As per the applicable provisions of the Companies Act, 2013, the Company cannot utilize 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 proposed preferential issue of equity shares to GoI are as under:

S. No.	Particulars	Details
1.	<p>Objects of the Preferential Issue and date of passing of Board Resolution</p> <p>The Tentative Timeline for utilization of issue proceeds for each of the object shall be clearly stated.</p> <p>Till such time the issue proceeds are fully utilized, the issuer shall also disclose the mode in which such funds shall be kept.</p>	<p>The object of the proposed preferential issue is to allot equity shares to GoI against the budgetary allocation of ₹500 crore towards subscription to the share capital of the Company. The whole proceeds of the preferential issue will be used for servicing its debt obligations.</p> <p>The Board at its Meeting held on January 29, 2025, had given its approval to the preferential issue of equity shares to GoI subject to the approval(s) of shareholders, Stock Exchanges and other Authorities as required.</p> <p>Within 1 year from the date of allotment.</p> <p>The surplus funds may be deployed in the approved treasury products i.e. Mutual Funds, CBLO, Govt. Securities &amp; Fixed Deposits.</p>
2.	Total / Maximum number of specified securities to be issued and Total amount which company intends to raise by this issue	The Company intends to issue 8,07,23,280 (Eight Crore Seven Lakh Twenty Three Thousand Two Hundred and Eighty) 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 ₹61.94/- (Rupees Sixty One and Ninety Four Paise only) [including a securities premium, of ₹51.94/- (Rupees Fifty One and Ninety



		Four Paise only) per Equity Share aggregating upto ₹500,00,00,000 (Rupees Five Hundred Crores) to the Government of India ('President of India').																																										
3.	Class of Person to whom the allotment is proposed to be made	The allotment of equity shares is proposed to be made to the Promoter of the Company i.e. Government of India ('President of India').																																										
4.	The intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Issuer to subscribe to the offer	<p>The Promoter of the Company i.e. Government of India has expressed its intent to subscribe to the equity shares on preferential basis aggregating upto an amount of ₹500 crore.</p> <p>There is no intent of any of the Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential issue of equity shares.</p>																																										
5	The shareholding pattern of the issuer before and after the Preferential issue	<p><b><u>Pre-Preferential Issue shareholding pattern</u></b> (Shareholding pattern as on quarter ended December 31, 2024) is as under:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Equity Shares</th> <th>%age of Equity Share Capital</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Promoter's Holding [A]</b></td> </tr> <tr> <td>Indian : (Government of India)</td> <td>187,45,53,816</td> <td>71.72</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></td> <td></td> </tr> <tr> <td>Foreign Promoters</td> <td>-----</td> <td>-----</td> </tr> <tr> <td>Sub-Total (A)</td> <td>187,45,53,816</td> <td>71.72</td> </tr> <tr> <td colspan="3"><b>Non-Promoter Holding [B]</b></td> </tr> <tr> <td>Institutional Investors</td> <td>18,88,53,018</td> <td>7.22</td> </tr> <tr> <td colspan="3"><b>Non-Institution</b></td> </tr> <tr> <td>Private Corporate Bodies</td> <td>2,27,44,767</td> <td>0.87</td> </tr> <tr> <td>Directors &amp; Relatives</td> <td>-----</td> <td>-----</td> </tr> <tr> <td>Indian Public</td> <td>50,12,55,552</td> <td>19.19</td> </tr> </tbody> </table>	Category	No. of Equity Shares	%age of Equity Share Capital	<b>Promoter's Holding [A]</b>			Indian : (Government of India)	187,45,53,816	71.72	Individual	-----	-----	Bodies Corporate	-----	-----	Sub-Total			Foreign Promoters	-----	-----	Sub-Total (A)	187,45,53,816	71.72	<b>Non-Promoter Holding [B]</b>			Institutional Investors	18,88,53,018	7.22	<b>Non-Institution</b>			Private Corporate Bodies	2,27,44,767	0.87	Directors & Relatives	-----	-----	Indian Public	50,12,55,552	19.19
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		Others (including NRI)	2,61,83,898	1.00
		<b>Sub-Total (B)</b>	<b>73,90,37,235</b>	<b>28.28</b>
		<b>Grand Total</b>	<b>2,61,35,91,051</b>	<b>100.00</b>
		<b><u>Post-Preferential Issue shareholding pattern is as under:</u></b>		
		(Based on the shareholding pattern as on quarter ended December 31, 2024) is as under:		
		<b>Category</b>	<b>No. of Equity Shares</b>	<b>%age of Equity Share Capital</b>
		<b>Promoter's Holding [A]</b>		
		Indian : (Government of India)	195,52,77,096	72.57
		Individual	-----	-----
		Bodies Corporate	-----	-----
		<b>Sub-Total</b>		
		Foreign Promoters	-----	-----
		<b>Sub-Total (A)</b>	<b>195,52,77,096</b>	<b>72.57</b>
		<b>Non-Promoter Holding [B]</b>		
		Institutional Investors	18,88,53,018	7.01
		<b>Non-Institution</b>		
		Private Corporate Bodies	2,27,44,767	0.85
		Directors & Relatives	-----	-----
		Indian Public	50,12,55,552	18.62
		Others (including NRI)	2,61,83,898	0.97
		<b>Sub-Total (B)</b>	<b>73,90,37,235</b>	<b>27.43</b>
		<b>Grand Total</b>	<b>2,69,43,14,331</b>	<b>100.00</b>
6.	Time frame within which the Preferential Issue shall be completed	In terms of Companies Act, 2013 and SEBI (ICDR) Regulations, the allotment of the equity shares shall be made within the following timelines respectively:  a) within 60 days of the receipt of the share application money, as per the provisions of		

		<p>Section 42 of the Companies Act, 2013 (Private Placement of Securities) and;</p> <p>b) Within 15 days of passing of the special resolution approving the allotment of equity shares to the Government of India by the shareholders of the Company and subject to any other approval as required to be obtained.</p>
7.	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.	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.
8.	<p>The name of the proposed allottees and the percentage of post preferential issue capital that may be held by allottees.</p> <p>The change in control, if any, in the company that would occur consequent to the preferential offer.</p>	<p>The proposed Allottee is Government of India ('President of India').</p> <p>Post allotment, the Government of India will hold 72.57% of the total paid-up share capital of the Company.</p> <p>Pursuant to the proposed allotment, there would be no change in the control of the Company.</p>
9.	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.
10.	An undertaking that if the amount payable on account of the 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
11.	Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower.	<p>Not applicable, as neither the issuer nor any of its promoter or directors are wilful defaulters or fraudulent borrower.</p> <p>Further, neither the promoter nor directors of the issuer is fugitive economic offender as defined under</p>

		section 12 of the Fugitive Economic Offenders Act, 2018.
12.	The current and proposed status of the allottees post the preferential issue, namely promoter or non-promoter	The status of the allottee both pre and post allotment of shares shall be 'Promoter'.
13.	To place a copy of the Certificate of Practicing Company Secretary 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 Issuer shall also place the abovementioned Certificate on the website and provide a link of the same in the EGM Notice.	The Certificate of the Practicing Company Secretary will be placed before the shareholders through electronic means.  The abovementioned Certificate of the Practicing Company Secretary is also available on the website of the Company at <a href="https://www.ifcilt.com/?q=en/content/financial-reports#">https://www.ifcilt.com/?q=en/content/financial-reports#</a>
14.	Consideration for the issue	The equity shares will be issued against the funds received by the Company from Government of India, towards subscription to its share capital.
15.	Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
16.	Basis of arrival of price along with the Report of the Registered Valuer	The basis of arrival of price is as per Regulation 164(1) of the SEBI ICDR Regulations, IFCI being a Listed Entity.  Hence, the report of the Registered Valuer is not applicable.
17.	Relevant Date and Price computed as per ICDR Regulations  The price or Price Band at/ within which the allotment is proposed.	The Relevant Date is Wednesday, January 29, 2025 (i.e. 30 days before the date of this EGM scheduled on Friday, February 28, 2025). The price calculated as per Regulation 164(1) of the SEBI ICDR Regulations is ₹61.94/- per equity share (including securities premium of ₹51.94/- per equity share).
18.	The number of persons to whom allotment on	During FY 2024-25, 12,39,77,188 number of equity shares were allotted to GoI on preferential basis on

	preferential basis have already been made during the year, in terms of number of securities as well as price	April 18, 2024 at a price of ₹40.33/- per equity share (including securities premium of ₹30.33/- per equity share).
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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 Government Nominee Directors in their official capacity.

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

**Registered Office:**

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61 Nehru Place  
New Delhi - 110 019  
CIN: L74899DL1993GOI053677  
Tel: 011-41732000  
Website: [www.ifcilttd.com](http://www.ifcilttd.com)  
Email: [complianceofficer@ifcilttd.com](mailto:complianceofficer@ifcilttd.com)

**By order of the Board of Directors**

(Priyanka Sharma)  
Company Secretary

**Date: January 29, 2025**