

No./IFCI/CS/2022- 586

October 27, 2022

The BSE Ltd.

Department of Corporate Services
Phiroze Jeejeebhoy Tower
Dalal Street, Fort
Mumbai – 400001

CODE: 500106

Dear Sir/Madam,

Re:-Disclosure of Scrutinizers' Report and Voting Results of the Extra-Ordinary General Meeting (EGM) of the Members of IFCI Ltd.

Please find enclosed herewith the Scrutinizers' Report and the Voting Results in connection with the Extra-Ordinary General Meeting of the Company held on October 27, 2022.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For IFCI Limited

 **(Priyanka Sharma)**
Company Secretary

Encl.: As above.

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
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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:

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Fax: +91-11-2623 0201, 2648 8471
Website: www.ifcilt.com
CIN: L74899DL1993GOI053677

In Development of the Nation since 1948



SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

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

Consolidated Scrutinizer's Report

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

To,

The Chairman

IFCI LIMITED

(CIN: L74899DL1993GOI053677)

IFCI Tower 61, Nehru Place,

New Delhi- 110019


Dear Sir,


I, Vijay K Singhal, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of IFCI Limited ("the Company") in its meeting held on September 27, 2022 for the purpose of scrutinizing the voting process i.e. remote e-Voting and e-Voting at Extra-Ordinary General Meeting ("EGM") under the provisions of Section 108 of the Act, read with the Rules and General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 03/2022 issued by the Ministry of Corporate Affairs ("MCA") on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolutions as mentioned in the notice dated September 27, 2022 ('EGM Notice') for EGM of the Company held on Thursday, October 27, 2022 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM):



I submit my report as under:-

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars; and (iii) the Listing Regulations related to e-Voting in respect of the resolutions contained in the EGM Notice and also for ensuring a secured framework for e-Voting.
2. My responsibility as Scrutinizer for e-Voting at the EGM and remote e-Voting is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the EGM Notice, based on the reports generated from the e-Voting system provided by Central Depository Services (India) Limited (CDSL).
3. The remote e-voting period commenced on Monday, October 24, 2022 at 09:00 A.M. (IST) and ended on Wednesday, October 26, 2022 at 05:00 P.M. (IST) via e-Voting platform on the designated website of CDSL being e-Voting service provider viz.: www.evotingindia.com. The Company also provided e-Voting facility to the Members who participated / attended the meeting through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-Voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Thursday, October 20, 2022 were entitled to avail the facility of remote e-Voting as well as e-Voting at the EGM on the proposed resolutions as set out in the EGM Notice.
5. The total paid up Equity Share Capital of the Company as on October 20, 2022 was Rs 21,02,99,13,050/- (Rupees Two Thousand One Hundred Two Crore Ninety Nine Lakhs Thirteen Thousand and Fifty Only) divided into 2,10,29,91,305 (Two Hundred Ten Crore Twenty Nine Lakhs Ninety One Thousand Three Hundred And Five) equity shares of Rs. 10/- (Rupees Ten Only) each.
6. After completion of e-Voting at the EGM, the vote cast by the members through e-Voting at the EGM and through remote e-Voting were unblocked in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Sujeet Kumar who are not in the employment of the Company who have signed below:


Mr. Ayush Arya


Mr. Sujeet Kumar



7. The data of remote e-Voting and e-Voting at the EGM was diligently scrutinized and reconciled with the records maintained by the MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent ("RTA"). Detailed registers were maintained containing the summary of results of remote e-Voting and e-Voting at EGM.
8. There was no shareholder who opted for both the facilities.
9. The consolidated summary of results of e-Voting at EGM and remote e-Voting are as under:

Resolution No. 1- Issue of equity shares aggregating upto Rs.100 crore by way of preferential allotment to Government of India (GOI).

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at EGM	Remote e-Voting	Total	
Assent	11,352	1,40,36,63,977	1,40,36,75,329	99.9987
Dissent	900	17,205	18,105	0.0013
Total	12,252	1,40,36,81,182	1,40,36,93,434	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting (e-Voting at EGM & remote e-Voting) in respect of the above resolution is given in **Annexure-A**.

Resolution No. 2- To approve sale/ disposal of assets exceeding 20% of the assets of the material subsidiary of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at EGM	Remote e-Voting	Total	
Assent	10,352	1,36,40,81,724	1,36,40,92,076	97.1788
Dissent	1,900	3,95,99,458	3,96,01,358	2.8212
Total	12,252	1,40,36,81,182	1,40,36,93,434	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting (e-Voting at EGM & remote e-Voting) in respect of the above resolution is given in **Annexure-B**.



SANJAY GROVER & ASSOCIATES

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

Thanking you,

For SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

VIJAY KUMAR SINGHAL Digitally signed by VIJAY KUMAR SINGHAL
Date: 2022.10.27 16:52:22 +05'30'

Vijay K Singhal

Scrutinizer

CP No.: 10385

UDIN: A021089D001365401

Date: October 27, 2022

Place: New Delhi



Countersigned by

(Chairman of the meeting)



Annexure-A

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

A1. VOTING THROUGH E-VOTING AT EGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	06	12,252	1,22,520
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	06	12,252	1,22,520
d) Votes with Assent	05	11,352	1,13,520
e) Votes with Dissent	01	900	9,000

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	146	1,40,36,81,182	14,03,68,11,820
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	146	1,40,36,81,182	14,03,68,11,820
d) Votes with Assent	130	1,40,36,63,977	14,03,66,39,770
e) Votes with Dissent	16	17,205	1,72,050



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

B1. VOTING THROUGH E-VOTING AT EGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	06	12,252	1,22,520
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	06	12,252	1,22,520
d) Votes with Assent	04	10,352	1,03,520
e) Votes with Dissent	02	1,900	19,000

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	146	1,40,36,81,182	14,03,68,11,820
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	146	1,40,36,81,182	14,03,68,11,820
d) Votes with Assent	113	1,36,40,81,724	13,64,08,17,240
e) Votes with Dissent	33	3,95,99,458	39,59,94,580



General information about company	
Scrip code	500106
NSE Symbol	IFCI
MSEI Symbol	NOTLISTED
ISIN	INE039A01010
Name of the company	IFCI Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-10-2022
Start time of the meeting	11:31 AM
End time of the meeting	11:47 AM



Scrutinizer Details	
Name of the Scrutinizer	Vijay K Singhal
Firms Name	Sanjay Grover & Associates
Qualification	CS
Membership Number	21089
Date of Board Meeting in which appointed	27-09-2022
Date of Issuance of Report to the company	27-10-2022



Voting results	
Record date	20-10-2022
Total number of shareholders on record date	537457
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	44
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve issue of equity shares aggregating upto Rs. 100 crore by way of preferential allotment to Government of India (GoI)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1363954070	1363954070	100	1363954070	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1363954070	1363954070	100	1363954070	0	100
Public- Institutions	E-Voting	194165924	39582927	20.3861	39582927	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		194165924	39582927	20.3861	39582927	0	100
Public- Non Institutions	E-Voting	544871311	144185	0.0265	126980	17205	88.0674	11.9326



	Poll		12252	0.0022	11352	900	92.6543	7.3457
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	544871311	156437	0.0287	138332	18105	88.4267	11.5733
Total		2102991305	1403693434	66.7475	1403675329	18105	99.9987	0.0013
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve sale/ disposal off the hospitality unit/serviced apartments "IIDL Suites" of IFCI Infrastructure Development Limited (IIDL), ("Material Subsidiary"), exceeding 20% of the value of the assets of IIDL and to authorise the Board to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1363954070	1363954070	100	1363954070	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1363954070	1363954070	100	1363954070	0	100	0
Public-Institutions	E-Voting	194165924	39582927	20.3861	0	39582927	0	100
	Poll		0	0	0	0	0	0
			0	0	0	0	0	0



	Postal Ballot (if applicable)							
	Total	194165924	39582927	20.3861	0	39582927	0	100
	E-Voting		144185	0.0265	127654	16531	88.5349	11.4651
	Poll		12252	0.0022	10352	1900	84.4923	15.5077
Public- Non Institutions	Postal Ballot (if applicable)	544871311	0	0	0	0	0	0
	Total	544871311	156437	0.0287	138006	18431	88.2183	11.7817
	Total	2102991305	1403693434	66.7475	1364092076	39601358	97.1788	2.8212
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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



