

No. IFCI/CS/2023- 222

April 27, 2023

BSE Limited
Department of Corporate Services
Phiroze JeeJeebhoy Tower
Dalal Street, Fort
Mumbai – 400 001

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 Voting Results in connection with the Extra-Ordinary General Meeting of the Company held on April 27, 2023.

Kindly acknowledge receipt.

Thanking you

For **IFCI Limited**

 **(Priyanka Sharma)**
Company Secretary

Encl.: As above

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

In Development of the Nation since 1948





DPV & Associates LLP

Company Secretaries, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /

Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

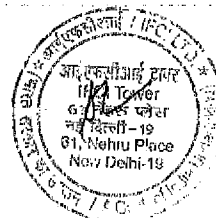
Consolidated Scrutinizer's Report

[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, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of IFCI Limited ('the Company') on March 28, 2023, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the Extra-ordinary General Meeting, in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively ('MCA Circulars'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Extra-ordinary General Meeting dated March 28, 2023 (EGM Notice) held on April 27, 2023 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) at 11:30 A.M. (IST) at Auditorium, First Floor, IFCI Tower, 61 Nehru Place, New Delhi-110019:



Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Issue of equity shares aggregating upto ₹400 crore by way of preferential allotment to Government of India (GOI)
2.	Ordinary Resolution	Appointment of Shri Mukesh Kumar Bansal (DIN: 03359724), Joint Secretary, Department of Financial Services (DFS), Ministry of Finance as Government Director
3.	Ordinary Resolution	Appointment of Shri Kartikeya Misra (DIN: 06440653), Director, Department of Financial Services (DFS), Ministry of Finance as Government Director

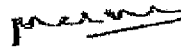
I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; and (iii) the Listing Regulations related to e-voting in respect of the resolutions contained in the EGM Notice including the dispatch of notice to the shareholders and also to ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer 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 report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).
3. The remote e-Voting period commenced on Monday, April 24, 2023 at 09:00 A.M (IST) and ended on Wednesday, April 26, 2023 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 EGM through VC/OAVM to enable such Members to cast their vote, 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, April 20, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at EGM (herein collectively referred as "e-votes/ e-voting") on the proposed resolutions as set out in EGM Notice.
5. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. April 20, 2023 was ₹21,95,92,81,070/- (Rupees Two Thousand One Hundred Ninety Five Crore Ninety Two Lakh Eighty One Thousand and Seventy only) divided into 2,19,59,28,107 (Two Hundred Nineteen

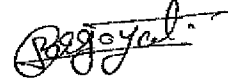


Creore Fifty Nine Lakh Twenty Eight Thousand One Hundred and Seven) Equity Shares of ₹10/- (Rupees Ten Only) each.

6. After completion of e-voting at the EGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who were not in the employment of the Company who have signed below:



Mukesh Sharma



Parveen Kumar

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

8. The consolidated summary of results of e-voting are as under:

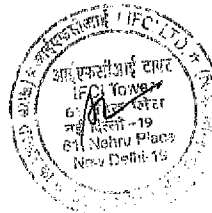
I. Issue of equity shares aggregating upto ₹400 crore by way of preferential allotment to Government of India (GOI):

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during the EGM	Remote E-votes	Total	
Assent	7,489	1,56,06,20,605	1,56,06,28,094	99.9994
Dissent	750	8,959	9,709	0.0006
Total	8,239	1,56,06,29,564	1,56,06,37,803	100

Therefore, the above mentioned Resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

II. Appointment of Shri Mukesh Kumar Bansal (DIN: 03359724), Joint Secretary, Department of Financial Services (DFS), Ministry of Finance as Government Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during the EGM	Remote E-votes	Total	
Assent	7,489	1,51,78,05,797	1,51,78,13,286	97.2560
Dissent	750	4,28,23,767	4,28,24,517	2.7440
Total	8,239	1,56,06,29,564	1,56,06,37,803	100



Therefore, the above mentioned Resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

iii. Appointment of Shri Kartikeya Misra (DIN: 06440653), Director, Department of Financial Services (DFS), Ministry of Finance as Government Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during the EGM	Remote E-votes	Total	
Assent	7,489	1,51,78,05,798	1,51,78,13,287	97.2560
Dissent	750	4,28,23,766	4,28,24,516	2.7440
Total	8,239	1,56,06,29,564	1,56,06,37,803	100

Therefore, the above mentioned Resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

9. The register containing the details of e-voting 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 DPV & Associates LLP
Company Secretaries**

Firm Reg. No.: L2021DE009500

Peer Review Certificate No. 2792/2022

DEVESH
KUMAR
VASISHT
Digitally signed by
DEVESH KUMAR
VASISHT
Date: 2023.04.27
17:57:33 +05'30'

Devesh Kumar Vasisht

Managing Partner (Scrutinizer)

CP No.:13700 / Mem. No. F8488

UDIN: F008488E000210571

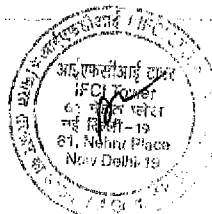

IFCI Limited
Countersigned by

(Chairman of the Meeting)



Date: April 27, 2023

Place: New Delhi



Annexure-A

Details of E-voting during the EGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	196	1,56,06,29,564	15,60,62,95,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	196	1,56,06,29,564	15,60,62,95,640
d) Votes with assent for the resolution	182	1,56,06,20,605	15,60,62,06,050
e) Votes with dissent for the resolution	14	8,959	89,590

A2. VOTING THROUGH E-VOTING DURING EGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	9	8,239	82,390
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	9	8,239	82,390
d) Votes with assent for the resolution	8	7,489	74,890
e) Votes with dissent for the resolution	1	750	7,500



Annexure-B

Details of E-voting during the EGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	196	1,56,06,29,564	15,60,62,95,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	196	1,56,06,29,564	15,60,62,95,640
d) Votes with assent for the resolution	166	1,51,78,05,797	15,17,80,57,970
e) Votes with dissent for the resolution	30	4,28,23,767	42,82,37,670

B2. VOTING THROUGH E-VOTING DURING EGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	9	8,239	82,390
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	9	8,239	82,390
d) Votes with assent for the resolution	8	7,489	74,890
e) Votes with dissent for the resolution	1	750	7,500



Annexure-C

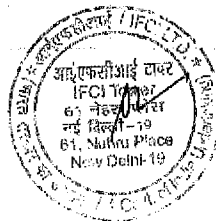
Details of E-voting during the EGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	196	1,56,06,29,564	15,60,62,95,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	196	1,56,06,29,564	15,60,62,95,640
d) Votes with assent for the resolution	167	1,51,78,05,798	15,17,80,57,980
e) Votes with dissent for the resolution	29	4,28,23,766	42,82,37,660

C2. VOTING THROUGH E-VOTING DURING EGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	9	8,239	82,390
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	9	8,239	82,390
d) Votes with assent for the resolution	8	7,489	74,890
e) Votes with dissent for the resolution	1	750	7,500



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)	27-04-2023
Start time of the meeting	11:30 AM
End time of the meeting	11:47 AM



Scrutinizer Details	
Name of the Scrutinizer	Devesh Vasisht
Firms Name	DPV & Associates LLP
Qualification	CS
Membership Number	F8488
Date of Board Meeting in which appointed	28-03-2023
Date of Issuance of Report to the company	27-04-2023



Voting results	
Record date	20-04-2023
Total number of shareholders on record date	504743
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	59
No. of resolution passed in the meeting	3
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.400 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	1456890872	1456890872	100	1456890872	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1456890872	1456890872	100	1456890872	0	100
Public-Institutions	E-Voting	196415097	103506649	52.6979	103506649	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		196415097	103506649	52.6979	103506649	0	100
Public- Non Institutions	E-Voting	542622138	232043	0.0428	223084	8959	96.1391	3.8609
	Poll		8239	0.0015	7489	750	90.897	9.103
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		542622138	240282	0.0443	230573	9709	95.9593
Total		2195928107	1560637803	71.0696	1560628094	9709	99.9994	0.0006
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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Mukesh Kumar Bansal (DIN: 03359724), Joint Secretary, Department of Financial Services (DFS), Ministry of Finance as Government Director				
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	1456890872	1456890872	100	1456890872	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1456890872	1456890872	100	1456890872	0	100
Public-Institutions	E-Voting	196415097	103506649	52.6979	60692592	42814057	58.6364	41.3636
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		196415097	103506649	52.6979	60692592	42814057	58.6364
Public- Non Institutions	E-Voting	542622138	232043	0.0428	222333	9710	95.8154	4.1846
	Poll		8239	0.0015	7489	750	90.897	9.103
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		542622138	240282	0.0443	229822	10460	95.6468
Total		2195928107	1560637803	71.0696	1517813286	42824517	97.256	2.744
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(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Kartikeya Misra (DIN: 06440653), Director, Department of Financial Services (DFS), Ministry of Finance as Government Director				
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	1456890872	1456890872	100	1456890872	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1456890872	1456890872	100	1456890872	0	100
Public-Institutions	E-Voting	196415097	103506649	52.6979	60692592	42814057	58.6364	41.3636
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		196415097	103506649	52.6979	60692592	42814057	58.6364
Public- Non Institutions	E-Voting	542622138	232043	0.0428	222334	9709	95.8159	4.1841
	Poll		8239	0.0015	7489	750	90.897	9.103
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		542622138	240282	0.0443	229823	10459	95.6472
Total		2195928107	1560637803	71.0696	1517813287	42824516	97.256	2.744
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	

