



LIMITED

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

No./IFCI/24thAGM/2017- 741

October 31, 2017

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 24th Annual General Meeting (AGM) 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

Encls.: As above.

आई एफ सी आई लिमिटेड

पंजीकृत कार्यालय:

आईएफसीआई टावर, 61 नेहरु प्लेस, नई दिल्ली – 110 019

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फैक्स: +91-11-2623 0201, 2648 8471

वेबसाइट: www.ifcilttd.com

सीआईएन: L74899DL1993GOI053677

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



Voting Results of AGM

Annexure-1

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		30.10.2017
Total number of shareholders on record date		6,12,908
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:		1 317
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 year ended March 31, 2017 and the reports of the Auditors' and Boards' thereon

Whether promoter/ promoter group are interested in the Agenda/resolution								
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
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	92,30,00,000	0	0.0000	0	0	0	0
	Total	92,30,00,000	92,30,00,000	100.0000	92,30,00,000	0	100.0000	0.0000
Public-Institutions	E-voting	37,85,69,434	17,87,56,202	100.0000	17,87,56,202	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0	0
	Total	37,85,69,434	17,87,56,202	47.2189	17,87,56,202	0	100.0000	0.0000
Public-Non Institutions	E-voting	36,04,67,801	35,336	0.0098	33,926	1410	96.0097	3.9903
	Poll	1,25,302	1,25,302	0.0348	1,23,515	1787	98.5738	1.4262
	Total	1,60,638	1,60,638	0.0446	1,57,441	3197	98.0098	1.9902
Total		1,66,20,37,235	1,10,19,16,840	66.2992	1,10,19,13,643	3197	99.9997	0.0003

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

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

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
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	92,30,00,000	0	0.0000	0	0	0	0
	Total	92,30,00,000	92,30,00,000	100.0000	92,30,00,000	0	100.0000	0.0000
Public-Institutions	E-voting	37,85,69,434	18,08,47,534	47.7713	18,08,47,534	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0	0
	Total	37,85,69,434	18,08,47,534	47.7713	18,08,47,534	0	100.0000	0.0000
Public-Non Institutions	E-voting	36,04,67,801	35,436	0.0098	35,156	280	99.2098	0.7902
	Poll	0	1,25,302	0.0348	1,23,906	1396	98.8859	1.1141
	Total	36,04,67,801	1,60,738	0.0446	1,59,062	1676	98.9573	1.0427
Total		1,66,20,37,235	1,10,40,08,272	66.4250	1,10,40,06,596	1676	99.9998	0.0002

3. Ordinary Resolution: To appoint a Director in place of Ms Kiran Sahdev (DIN: 06718968), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

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

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
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	92,30,00,000	0	0.0000	0	0	0	0
	Total	92,30,00,000	92,30,00,000	100.0000	92,30,00,000	0	100.0000	0.0000
Public-Institutions	E-voting	37,85,69,434	18,08,47,534	47.7713	9,13,92,322	8,94,55,212	50.5356	49.4644
	Poll	0	0	0.0000	0	0	0	0
	Total	37,85,69,434	18,08,47,534	47.7713	9,13,92,322	8,94,55,212	50.5356	49.4644
Public-Non Institutions	E-voting	36,04,67,801	35,436	0.0098	34,656	780	97.7988	2.2012
	Poll	0	1,25,302	0.0348	1,23,514	1,788	98.5730	1.4270
	Total	36,04,67,801	1,60,738	0.0446	1,58,170	2,568	98.4024	1.5976
Total		1,66,20,37,235	1,10,40,08,272	66.4250	1,01,45,50,492	8,94,57,780	91.8970	8.1030

4. Ordinary Resolution: To fix remuneration of the Statutory Auditor 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									
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	
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll	92,30,00,000	0	0.0000	92,30,00,000	0	100.0000	0.0000	
	Total	92,30,00,000	92,30,00,000	100.0000	92,30,00,000	0	100.0000	0.0000	
Public-Institutions	E-voting	37,85,69,434	18,08,47,534	47.7713	18,08,47,534	0	100.0000	0.0000	
	Poll	0	0	0.0000	0	0	0	0	
	Total	37,85,69,434	18,08,47,534	47.7713	18,08,47,534	0	100.0000	0.0000	
Public-Non Institutions	E-voting	36,04,67,801	35,436	0.0098	34,936	500	98.5890	1.4110	
	Poll	0	1,25,302	0.0348	1,23,514	1,788	98.5730	0.0000	
	Total	36,04,67,801	1,60,738	0.0446	1,58,450	2,288	98.5766	1.4234	
Total		1,66,20,37,235	1,10,40,08,272	66.4250	1,10,40,05,984	2,288	99.9998	0.0002	

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, up to an amount not exceeding Rs.5000 crore..

Whether promoter/ promoter group are interested in the Agenda/resolution									
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	
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll	92,30,00,000	0	0.0000	92,30,00,000	0	100.0000	0.0000	
	Total	92,30,00,000	92,30,00,000	100.0000	92,30,00,000	0	100.0000	0.0000	
Public-Institutions	E-voting	37,85,69,434	18,08,47,534	47.7713	17,85,01,786.00	23,45,748.00	98.7029	1.2971	
	Poll	0	0	0.0000	0	0	0	0	
	Total	37,85,69,434	18,08,47,534	47.7713	17,85,01,786	23,45,748.00	98.7029	1.2971	
Public-Non Institutions	E-voting	36,04,67,801	35,436	0.0098	34,836	600	98.3068	1.6932	
	Poll	0	1,25,302	0.0348	1,23,514	1,788	98.5730	1.4270	
	Total	36,04,67,801	1,60,738	0.0446	1,58,350	2,388.00	98.5144	1.4856	
Total		1,66,20,37,235	1,10,40,08,272	66.4250	1,10,16,60,136	23,48,136.00	99.7873	0.2127	

6. Special Resolution: To authorise Board of Directors to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the insertion of Article 79 A with marginal notes in the existing Articles of Association of the Company.

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

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	(1)	(2)		(4)	(5)		
	Poll	92,30,00,000	0	0.0000	0	0	0	0
	Total	92,30,00,000	92,30,00,000	100.0000	92,30,00,000	0	100.0000	0.0000
Public-Institutions	E-voting							
	Poll	37,85,69,434	18,08,47,534	47.7713	18,08,47,534	0	100.0000	0.0000
	Total	37,85,69,434	18,08,47,534	47.7713	18,08,47,534	0	100.0000	0.0000
Public-Non Institutions	E-voting							
	Poll	36,04,67,801	35,436	0.0098	34,656	780	97.7988	2.2012
	Total	36,04,67,801	1,25,302	0.0348	1,23,515	1,787	98.5738	1.4262
Total		1,66,20,37,235	1,60,738	0.0446	1,58,171	2567	98.4030	1.5970
			1,10,40,08,272	66.4250	1,10,40,05,705	2567	99.9998	0.0002

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

To,

The Chairman

IFCI Limited

(CIN: L74899DL1993GOI053677)

IFCI Tower, 61 Nehru Place

New Delhi- 110 019

Dear Sir,

I, Sanjay Grover, Managing 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 ballot paper (Poll) at the Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in Notice dated August 10, 2017 for 24th AGM of the Members of the Company held on Monday, October 30, 2017 at 10:30 A.M. at Auditorium, 1st Floor, IFCI Tower, 61 Nehru Place, New Delhi-110 019.

I submit my report as under:-



SANJAY GROVER & ASSOCIATES

1. The remote e-voting period commenced on Friday, October 27, 2017 at 09:00 A.M. and ended on Sunday, October 29, 2017 at 05:00 P.M., via e-voting Platform on the designated website of Central Depository Services (India) Ltd (CDSL) viz. <https://www.evotingindia.com>.
2. The Shareholders of the Company as on the "cut off" date i.e. Monday, October 23, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 6) as set out in the Notice dated August 10, 2017.
3. The total paid up Equity Share Capital of the Company as on October 23, 2017 was Rs. 16,62,03,72,350/- (Rupees One Thousand Six Hundred Sixty Two Crore Three Lakh Seventy Two Thousand Three Hundred and Fifty Only) divided into 1,66,20,37,235 (One Hundred Sixty Six Crore Twenty Lakh Thirty Seven Thousand Two Hundred and Thirty Five) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per amended Rule 20 of the Companies (Management and Administration) Rules, 2014
5. Two (2) ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM the ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents (R&TA) of the Company and the Authorizations/ Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in 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 Ms. Suruchi Jassi R/o House No. 301, Sector-1, Gole Market, D.I.Z Area, New Delhi-110001 and Mr. Kumar Gaurav R/o WZ-63, Shadipur, New Delhi- 110084 who were not in the employment of the Company.



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

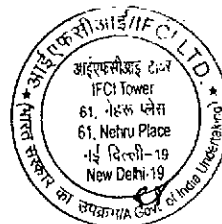
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	92,31,23,906	18,08,82,690	1,10,40,06,596	99.9998
Dissent	1,396	280	1,676	0.0002
Total	92,31,25,302	18,08,82,970	1,10,40,08,272	100

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

- c. **Resolution No. 3:-**To appoint a Director in place of Ms Kiran Sahdev (DIN: 06718968), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	92,31,23,514	9,14,26,978	1,01,45,50,492	91.8970
Dissent	1,788	8,94,55,992	8,94,57,780	8.1030
Total	92,31,25,302	18,08,82,970	1,10,40,08,272	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**



- d. **Resolution No. 4:-**To fix remuneration of the Statutory Auditor 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	92,31,23,514	18,08,82,470	1,10,40,05,984	99.9998
Dissent	1,788	500	2,288	0.0002
Total	92,31,25,302	18,08,82,970	1,10,40,08,272	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**.

- e. **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 not exceeding Rs.5000 Crore Only.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	92,31,23,514	17,85,36,622	1,10,16,60,136	99.7873
Dissent	1,788	23,46,348	23,48,136	0.2127
Total	92,31,25,302	18,08,82,970	1,10,40,08,272	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**.



- f. **Resolution No. 6:-** To authorise Board of Directors to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the insertion of Article 79 A with marginal notes in the existing Articles of Association of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	92,31,23,515	18,08,82,190	1,10,40,05,705	99.9998
Dissent	1,787	780	2,567	0.0002
Total	92,31,25,302	18,08,82,970	1,10,40,08,272	100

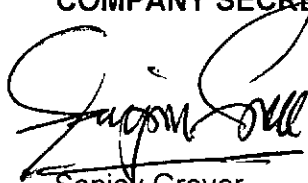
Therefore, the resolution No. 6 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-F**.

10. The registers, ballot papers and all other related documents shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the registers, ballot papers and all other related documents to the company.

Thanking you,

For SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES



Sanjay Grover

Scrutinizer

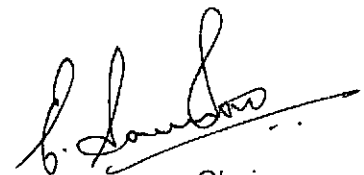
CP No.: 3850

October 31, 2017

New Delhi



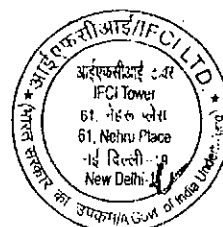
Countersigned by



Chairman

October 31, 2017

New Delhi



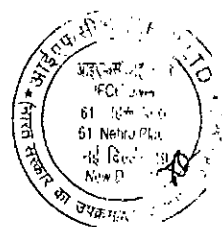
Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

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	55	92,31,25,302	9,23,12,53,020
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	55	92,31,25,302	9,23,12,53,020
d) Votes with assent for the Resolution	45	92,31,23,515	9,23,12,35,150
e) Votes with dissent for the Resolution	10	1,787	17,870

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) Net Valid Votes	114	17,87,91,538	1,78,79,15,380
(b) Votes with Assent	112	17,87,90,128	1,78,79,01,280
(c) Votes with dissent	2	1,410	14,100



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	55	92,31,25,302	9,23,12,53,020
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	55	92,31,25,302	9,23,12,53,020
d) Votes with assent for the Resolution	46	92,31,23,906	9,23,12,39,060
e) Votes with dissent for the Resolution	9	1,396	13,960

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) Net Valid Votes	116	18,08,82,970	1,80,88,29,700
(b) Votes with Assent	115	18,08,82,690	1,80,88,26,900
(c) Votes with dissent	1	280	2,800



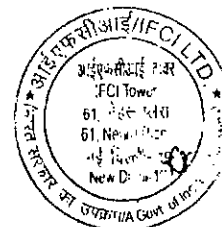
Details of Poll at AGM & remote e-voting for Resolution No.-3 are as under:

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	55	92,31,25,302	9,23,12,53,020
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	55	92,31,25,302	9,23,12,53,020
d) Votes with assent for the Resolution	44	92,31,23,514	9,23,12,35,140
e) Votes with dissent for the Resolution	11	1,788	17,880

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) Net Valid Votes	116	18,08,82,970	1,80,88,29,700
(b) Votes with Assent	61	9,14,26,978	91,42,69,780
(c) Votes with dissent	55	8,94,55,992	89,45,59,920



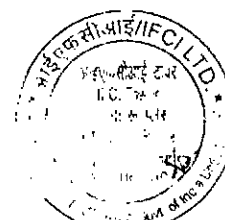
Details of Poll at AGM & remote e-voting for Resolution No.-4 are as under:

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	55	92,31,25,302	9,23,12,53,020
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	55	92,31,25,302	9,23,12,53,020
d) Votes with assent for the Resolution	44	92,31,23,514	9,23,12,35,140
e) Votes with dissent for the Resolution	11	1,788	17,880

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) Net Valid Votes	116	18,08,82,970	1,80,88,29,700
(b) Votes with Assent	115	18,08,82,470	1,80,88,24,700
(c) Votes with dissent	1	500	5,000



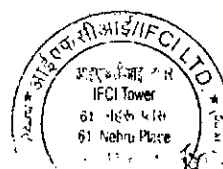
Details of Poll at AGM & remote e-voting for Resolution No.-5 are as under:

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	55	92,31,25,302	9,23,12,53,020
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	55	92,31,25,302	9,23,12,53,020
d) Votes with assent for the Resolution	44	92,31,23,514	9,23,12,35,140
e) Votes with dissent for the Resolution	11	1,788	17,880

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) Net Valid Votes	116	18,08,82,970	1,80,88,29,700
(b) Votes with Assent	108	17,85,36,622	1,78,53,66,220
(c) Votes with dissent	8	23,46,348	2,34,63,480



Details of Poll at AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	55	92,31,25,302	9,23,12,53,020
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	55	92,31,25,302	9,23,12,53,020
d) Votes with assent for the Resolution	45	92,31,23,515	9,23,12,35,150
e) Votes with dissent for the Resolution	10	1,787	17,870

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	116	18,08,82,970	1,80,88,29,700
(b) Votes with Assent	114	18,08,82,190	1,80,88,21,900
(c) Votes with dissent	2	780	7,800

