

IFIN CREDIT LIMITED

(Wholly owned Subsidiary of IFCI Financial Services Limited)

Regd. & Corp. Office : 'Continental Chambers', 3rd Floor, 142, Mahatma Gandhi Road, Nungambakkam,
Chennai - 600 034. Tel : +91 (044) 2830 6600, Fax : +91 (044) 2830 6650,
CIN : U67190TN1995GOI032057

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the shareholders of M/s. IFIN Credit Limited will be held at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai - 600034 through Video Conferencing/ Other Audio Visual Means (OAVM) on Wednesday, September 29th, 2021 at 01.00 P.M. at shorter notice to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended on March 31, 2021, together with the Board of Directors' Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Ramkumar Srinivasan , who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 and to pass the following resolution, with or without modification(s), as an Ordinary resolution:.

"RESOLVED THAT pursuant to the provisions of Section 139(5) and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor of the Company appointed by Comptroller and Auditor General of India (CAG) for the Financial Year 2021-22, as may be deemed fit.

SPECIAL BUSINESS

4. To appoint Mr. Karra Visweswar Rao (DIN: 08111685) as Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) if any, the following resolution as an **"Ordinary Resolution"**



“RESOLVED THAT pursuant to provisions of Section 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Karra Visweswar Rao (DIN: 08111685), who was appointed by the Board of Directors as an Additional Director w.e.f. 01.01.2021 and in respect of whom the company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office is liable to retire by rotation.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to digitally sign and file the necessary e-forms with the Registrar of Companies, Chennai and inform other statutory authorities as may be necessary in connection with the above appointment.”

**By Order of the Board
For IFIN Credit Limited**



Ramkumar Srinivasan

Director

Place: Chennai

Date: 22.09.2021



EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special businesses under Item No. 4 accompanying the Notice.

Item No. 4:

Mr. Karra Visweswar Rao (DIN: 08111685) was appointed as an Additional Director by the Board of Directors w.e.f. 01.01.2021 in accordance with the provisions of Section 152 & 161 of the Companies Act, 2013 and will hold the office of directorship only until the conclusion of this Annual General Meeting under Section 161 of the Companies Act, 2013.

Mr. Karra Visweswar Rao has been heading IFCI Financial Services Limited as Managing Director since 01.01.2021. He is a qualified Chartered Accountant and a Cost Accountant holding associate membership with the Institute of Chartered Accountants of India and Institute of Cost Accountants of India. He is a seasoned banker having over 17 years of experience in corporate banking industry.

The Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. Karra Visweswar Rao, has consented to act as a Director of the Company. In accordance with the proviso to Section 160(1), the Board of the Company has considered and recommended to the shareholders, appointment of Mr. Karra Visweswar Rao, as Director of the Company, liable to retire by rotation.

The appointment proposed in Item No. 4 is not affecting any other Company in the manner as prescribed in the provisions of Section 102 of the Companies Act, 2013.

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Hence, the Directors recommend the resolution at Item No. 4 as Ordinary Resolution for the approval of Shareholders.

None of the Directors of the Company or their relatives, except Mr. Karra Visweswar Rao, are in any way concerned or interested in the said resolution.

**By Order of the Board
For IFIN Credit Limited**


Ramkumar Srinivasan
Director

Place: Chennai

Date: 22.09.2021



Important Notes:

1. In view of In view of the continuing of COVID-19 pandemic, the members have the option to participate in the meeting either in person or through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13,2020 and Circular No. 20/2020 dated May 5th, 2020 and clarification circular No. 02/2021 dated January 13th, 2021 issued by the Ministry of Corporate Affairs(collectively referred to as "MCA Circulars"), permitted the holding of Annual General Meeting (AGM) through VC/ OAVM, without physical presence of the member at common Venue. Hence, Members can attend and participate in the ensuing AGM though VC/OAVM.
2. In compliance with applicable provisions of the Act read with the MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, the proceedings of the AGM shall be deemed to be conducted at the Continental Chambers, 3rd Floor, 142 M G Road, Nungambakkam, Chennai- 600034, Tamil Nadu which shall be the deemed venue of the AGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars, through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for those who are attending AGM through video conferencing.
4. However, the Body Corporates members (i.e. other than individuals) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat. The body corporate are required to forward a scanned copy or hard copy of its board or governing body's resolution/authorization letter etc. authorizing their representatives to attend the AGM. The said resolution/authorization shall be sent to the Company by email through its registered email address to cs@ifinltd.in or the hard copy can be send at Continental Chambers, 3rd Floor, 142 MG Road, Nungambakkam, Chennai- 600034 addressing to company secretary.
5. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the company by sending E-mail to cs@ifinltd.in along with the following credentials: i. Name registered as per the records of the company ii. DPID-Client ID/ Folio Number iii. Email ID to be registered for attending the Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the



scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all shareholders of the company. This will 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 Stakeholders Relationship Committee, Auditors, who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

- 8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*
- 9. The Members will be allowed to pose questions during the course of the Meeting. The questions/queries can also be given in advance at cs@ifinltd.in.*
- 10. As per the MCA Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.ifinltd.in and the notice along with the Annual Report is being sent through electronic mode to the members whose E-mail ID are registered with the company. Members may note that the Notice will also be available on the Company's website at www.ifinltd.in. Further, updation if any, will be provided on the website of the Company at www.ifinltd.in*
- 11. All documents referred to in the Notice calling the AGM and the Explanatory Statement are open for inspection at the registered office of the company during the office hours on all working days except Saturday between 09.30 A M to 11.30 AM and excluding the date of AGM. The same shall be shared with the members on receipt of request.*
- 12. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxy forms should be submitted to the Company 48 Hours before the commencement of the Meeting. (This is not applicable for members attending AGM through VC/OAVM.)*
- 13. Members should bring the attendance slip duly filled in for attending the meeting. (This is not applicable for members attending AGM through VC/OAVM)*
- 14. Details of Directors seeking appointment or re-appointment at the Annual General Meeting of the Company to be held on Wednesday, September 29th, 2021 are provided in Annexure - A of this notice.*
- 15. For any queries & clarifications, members can contact through e-mail on cs@ifinltd.in or 044-2830 6613.*



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform – Life size.
2. The meeting invitation link and login credentials to join the AGM will be sent to the Members on their registered email IDs latest by September 28th , 2021. This will be done on first come first served basis.
3. Members whose email IDs are not registered with the company, may get their email IDs registered with the company by sending E-mail to cs@ifinltd.in along with the following credentials: i. Name registered as per the records of the company ii. DPID-Client ID/ Folio Number iii. Email ID to be registered for attending the Meeting. Members may send the request latest by September 28th, 2021. In case of joint holding, the credentials of the first named holder shall be accepted.
4. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
5. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
6. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
7. 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. Use of headphones is highly recommended.
8. Members who need assistance before or during the AGM may contact Ms. Pragyan Shree, Company Secretary by sending an email request at the email id: cs@ifinltd.in or Contact on – 044- 28306613.



Annexure – A

Details of the Directors seeking Appointment / Re-Appointment in the forthcoming Annual General Meeting

Particulars	Mr. Ramkumar Srinivasan	Mr. Karra Visweswar Rao
Date of Birth	June 12 th , 1970	April 15 th , 1977
Date of Appointment	June 21 st , 2017	January 1 st , 2021
Expertise in Specific functional area	Banking and Financial Services	Financial Services and Banking
Qualification	B.A (CS) & CMA	B.Com., CA, CMA
Experience	27 years functional experience in Stock, Currency and Commodity Broking, Investment Banking and Retail Banking	Seasoned banker having over 17 years of experience in corporate banking industry
Directorships in other Companies	1. IFIN Securities Finance Limited	1. IFCI Financial Services Limited 2. IFIN Commodities Limited 3. IFIN Securities Finance Limited
Number of Board Meetings attended during the Year (2020-21)	5	1
Chairman/ Membership of the Committee across all Companies	1. IFIN Securities Finance Limited a) Member in Audit Committee b) Member in Nomination and Remuneration Committee c) Member in Share Transfer Committee d) Member in Risk Management Committee	1. IFCI Financial Services Limited a) Member in Audit Committee b) Member of Nomination and Remuneration Committee c) Member of Risk Management Committee d) Member of IT Strategy



	<p>e) Member in Asset liability management Committee</p> <p>2. IFIN Credit Limited</p> <p>Member in Share Transfer Committee</p>	<p>Committee</p> <p>2. IFIN Securities Finance Limited</p> <p>a) Member of Audit Committee</p> <p>b) Member of Nomination and Remuneration Committee</p> <p>c) Chairman of Risk Committee</p> <p>d) Chairman of Asset Liability Management Committee</p> <p>e) Chairman of Share Transfer Committee</p> <p>3. IFIN Commodities Limited</p> <p>Chairman of Share Transfer Committee</p> <p>4. IFIN Credit Limited</p> <p>Chairman in Share Transfer Committee</p>
Shareholding in the Company	1 Share	1 Share
Relationship with other Directors	Nil	Nil



ATTENDANCE SLIP

IFIN Credit Limited

CIN: U67190TN1995GOI032057

**Registered Office: Continental Chambers, 3rd Floor, 142, Mahatma Gandhi Road, Nungambakkam,
Chennai – 600034**

Registered Folio No. : _____

Number of Shares held : _____

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Company held on Wednesday, September 29th, 2021 at 01.00 P.M. at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034.

Name of the Member

Signature of the Member

Name of the Proxy

Signature of the Member

Note: i) Please fill the Attendance Slip and hand it over at the Entrance of the Meeting Hall.

ii) This is not applicable for members who are attending AGM through VC/OAVM.



PROXY FORM

FORM NO MGT-11

IFIN Credit Limited

CIN: U67190TN1995GOI032057

Registered Office: Continental Chambers, 3rd Floor, 142, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U67190TN1995GOI032057

Name of the Company : IFIN Credit Limited

Registered Office : Continental Chambers, 3rd Floor, 142, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034

Email : cs@ifinltd.in

Telephone : 044 2830 6613

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No. / Client ID:	
DP ID :	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him/her

(2) Name: _____



Address: _____
Email ID: _____
Signature: _____, or failing him/her

(3) Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, September 29th, 2021 at 01.00 P.M. at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of the audited Financial Statements of the Company for the year ended on March 31, 2021, together with the Board of Directors' Report and Auditors' Report thereon.		
2.	Appointment of director in place of Shri Ramkumar Srinivasan, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Fixing of remuneration of the Statutory Auditor of the Company in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013.		
Special Business			
4.	Appointment of Mr. Karra Visweswar Rao (DIN: 08111685) as Director of the Company.		



Signed this _____ day of _____ 2021.

Signature of the Shareholder

Signature of Proxy holder(s)

Affix One
Rupee
Revenue
Stamp

Notes:

1. *The form of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the company not less than 48 Hours before the commencement of the Meeting.*
2. *A Proxy need not be a member of the Company.*
3. *In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.*
4. *The form of Proxy confers authority to demand or join in demanding a poll.*
5. *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*
6. *In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.*
7. *The facility of proxy is not available in case of AGM held through VC/OAVM as per the MCA circulars.*



CONSENT FOR HOLDING ANNUAL GENERAL MEETING AT SHORTER NOTICE

To,
The Board of Directors
IFIN Credit Limited
Continental Chambers, 3rd Floor, 142 MG
Nungambakkam, Chennai – 600034.

Sub: Consent to hold 26th Annual General Meeting of IFIN Credit Limited at shorter notice

Dear Sir,

I/We, _____ (Name of the shareholder) son/daughter/wife of _____, resident of _____ (Address of the shareholder), holding _____ (Number of Equity/Preference shares) of Rs. _____ each in the company, in my name/joint name, hereby give consent pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold the 26th Annual General Meeting of the company on September 29th, 2021 at 01.00 P.M. through video conferencing at registered office of the Continental Chambers, 3rd Floor, 142 MG Nungambakkam, Chennai – 600034 at shorter notice.

Kindly do take the same on your record.

Thanking you

Name:

Date:

Place:

