

**NOTICE**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the shareholders of M/s. IFCI Financial Services Limited will be held by Video Conferencing (VC)/ Other Audio Video Means (OAVM) on Thursday, September 29<sup>th</sup>, 2022 at 3:00 PM to transact the following business:

**ORDINARY BUSINESS**

1. Approval and Adoption of Standalone and Consolidated Audited Financial Statements for Financial year 2021-22

To receive, consider and adopt the audited Financial Statements of the Company for the year ended on March 31, 2022, together with the Board of Directors' Report and Auditors' Report thereon and including annexures thereto and thought fit, to pass with or without modification(s), the following resolution, as an Ordinary resolution:

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2022, together with Board of Directors' Report and the Auditors Report thereon, including annexures thereto be and are hereby approved and adopted.”

2. Re- Appointment of Shri Rajesh Kumar (DIN: 08732528) as Non- Executive Director of the Company.

To appoint a Director in place of Shri Rajesh Kumar (DIN: 08732528), who retires by rotation and being eligible, offers himself for re-appointment. and to consider and thought fit, to pass with or without modification, the following resolution, as an Ordinary resolution:

**“RESOLVED THAT** Shri Rajesh Kumar (DIN: 08732528), who retires by rotation and being eligible, offers himself for reappointment be and is hereby reappointed as a Non- Executive director of the Company whose office shall be liable to retire by rotation.”

3. Appointment and Fixation of Remuneration of Statutory Auditors for Financial year 2022-23

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 2022-23, as may be deemed fit."

By Order of the Board  
For IFCI Financial Services Limited

  
Pragyan Shree  
Company Secretary



Place: Chennai  
Date: 30.08.2022

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, clarification circular No. 02/2021 dated January 13, 2021 and General Circular No. 3/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. 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 Circular, issued by the Ministry of Corporate Affairs, 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 the AGM through video conferencing and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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](mailto:cs@ifinltd.in) or the hard copy can be send at Continental Chambers, 3<sup>rd</sup> Floor, 142 MG Road, Nungambakkam, Chennai- 600034.
4. 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](mailto: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.
5. 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.
6. 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.*

- 7. 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.*
- 8. 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](mailto:cs@ifinltd.in) will be suitably replied by the company during the Meeting, if time permits*
- 9. As per the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.ifinltd.in](http://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](http://www.ifinltd.in). Further, updation if any, will be provided on the website of the Company at [www.ifinltd.in](http://www.ifinltd.in) .*
- 10. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available for inspection by members upto the date of this AGM. The same will be shared with the members on receipt of request. The members desiring to inspect the relevant documents referred are required to send request on the company secretary email address-[cs@ifinltd.in](mailto:cs@ifinltd.in). An extract of such documents would be send to the members on their registered email address.*
- 11. The route map for the venue of AGM is not annexed to this notice as the AGM is being conducted through Video conferencing and/or other audio visual means.*
- 12. Details of Directors seeking appointment or re-appointment at the Annual General Meeting of the company to be held on Thursday, September 29<sup>th</sup>, 2022 are provided in Annexure - A of this notice.*



**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 –Lifesize Cloud or CISCO Webex
2. 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](mailto: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. In case of joint holding, the credentials of the first named holder shall be accepted.
4. The invitation to join the AGM will be sent to the Members on their registered email IDs latest by September 28<sup>th</sup>, 2022. This will be done on first come first served basis.
5. Members will be provided with a facility to attend the AGM through video conferencing platform, 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.
6. 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.
7. 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.
8. 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.
9. 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](mailto:cs@ifinltd.in) or Contact on – 044-28306613.



### Annexure – A

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

Name of the Director	Shri Rajesh Kumar
Date of Birth	15.06.1960
Date of Appointment	07.11.2020
Expertise in Specific functional area	Banking and IT Sector
Qualification	1.PG Diploma in Management 2. PG Diploma in Human Resource Management 3. PG Diploma in Office Management and Procedures 4. Certified Associate from IIBF 5. Leadership program at Wharton Business School
Experience	Over 35 years of experience in Banking and IT Sector
Directorships in other Companies	1. Jio Payments Bank Limited 2. KCT Financial & Management Services Private Limited
Number of Board Meetings attended during the Year (2021-22)	5
Chairman/ Membership of the Committee across all Companies	<b>1. IFCI Financial Services Limited</b> a) Chairman of Audit Committee b) Chairman of IT Strategy Committee c) Member of Nomination and Remuneration Committee d) Member of Risk Management Committee <b>2. KCT Financial &amp; Management Services Private Limited</b> a) Member of IT Strategy Committee b) Member of Nomination and Remuneration Committee





	c) Member of Audit Committee <b>3. Jio Payments Bank Limited</b> a) Member of Audit & Compliance Committee b) Member of Risk Management Committee c) Member of Nomination & Remuneration Committee d) Member of Financial Inclusion Committee e) Chairman of Customer Service & Grievances Committee
Shareholding in the Company	Nil
Relationship with other Directors	Nil

