

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the shareholders of M/s. IFIN Securities Finance Limited will be held through video conferencing at Continental Chambers, 142, III Floor, Mahatma Gandhi Road, Nungambakkam, Chennai – 600034 on Wednesday, September 29th, 2021 at 12.00 Noon at shorter notice to transact the following business:

AS ORDINARY BUSINESS

1. Adoption of Financial Statements

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, including annexures thereto.

2. Re-appointment of Mr. Ramkumar Srinivasan (DIN: 01175498) as Director of the Company.

To appoint a director in place of Shri Ramkumar Srinivasan, who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment and Remuneration of Statutory Auditors

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 consider and thought fit, to pass with or without modification, the following resolution, as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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(s) 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.”

AS SPECIAL BUSINESS

4. To appoint Shri Karra Visweswar Rao as Managing 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 152,161,196, 197 and 203 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of member be and is hereby accorded to appoint Shri Karra Visweswar Rao (DIN: 08111685) as Managing Director of the company with effect from July 1st, 2021, who was appointed by the Board as Additional Director designated as Managing Director with effect from July 1st, 2021.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized to digitally sign and file necessary e-form with the Registrar of Companies and other statutory authorities as may be necessary in connection with the above appointment.”

By Order of the Board
For IFIN Securities Finance Limited


Pragyanshree
Company Secretary



Place: Chennai

Date: 23.09.2021

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.

SPECIAL BUSINESS

Item No. 4: To Regularize/ appoint Shri Karra Visweswar Rao as Managing Director of the Company.

The Board is informed that IFCI Limited vide its letter IFCI/SACD/2021- 210610012 dated June 10th, 2021 had extended the nomination of Ms. Meera Ranganathan in the Board of ISFL as Managing Director (MD) of ISFL till June 30th, 2021, in continuation w.e.f. the expiry date i.e. May 29th, 2021. Post expiry of tenure of Ms. Meera Ranganathan as MD, IFCI Limited vide its letter IFCI/SACD/2021- 210610012 dated June 10th, 2021 has nominated Mr. K V Rao (DGM, IFCI Ltd and MD, IFCI Financial Services Limited- IFIN) to assume the charge as Managing Director of ISFL w.e.f. July 1st, 2021 in addition to his present responsibility as MD –IFIN.

In view of the above, the Board of Directors had appointed Mr. Karra Visweswar Rao Additional Director designated as Managing Director of ISFL with effect from July 1st, 2021 as additional charge without any remuneration. Mr. Karra Visweswar Rao will hold the position in addition to the existing responsibilities as Managing Director of IFIN (Holding company). As per provisions of Section 203 of the Companies Act, 2013, A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time

In view of the exemption notification dated June 05, 2015 issued by the Ministry of Corporate Affairs, Government Company is exempted from complying with the provisions of sub sections (2) and (4) of Section 196 of the Companies Act, 2013. Accordingly ISFL, being a Government Company by virtue of being subsidiary of the government company is exempted from complying with the above said provisions. In accordance with the provisions of 161 of the Companies Act, 2013 as Mr. Karra Visweswar Rao was initially appointed as an Additional Director, therefore, the term of Additional Director would come to an end at this Annual General Meeting. Accordingly, the resolution is being put up to the shareholders for approval.



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.

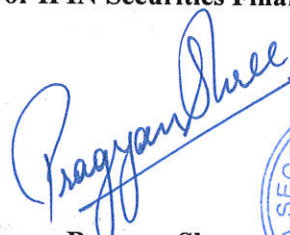
In view of the above, the Nomination and Remuneration Committee and the Board of the Company has considered and recommended to the shareholders, regularization/ appointment of Mr. Karra Visweswar Rao, as Managing Director of the Company with effect from July 1st, 2021.

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.

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 Securities Finance Limited



Pragyan Shree
Company Secretary



Place: Chennai

Date: 23.09.2021

Annexure – A

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

Name of the Director	Mr. Ramkumar Srinivasan	Mr. Karra Visweswar Rao
Date of Birth	June 12, 1970	April 15 th , 1977
Date of Appointment	June 15, 2017	July 1, 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. IFIN Credit Limited 2. IFIN Commodities Limited 3. IFIN Financial Services Limited
Number of Board Meetings attended during the Year (2020-21)	5	--
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	1. IFCI Financial Services Limited a) Member in Audit Committee b) Member of Nomination and Remuneration Committee



	<p>d) Member in Risk Management Committee</p> <p>e) Member in Asset liability management Committee.</p> <p>2. IFIN Credit Limited</p> <p>Member in Share Transfer Committee</p>	<p>c) Member of Risk Management Committee</p> <p>d) Member of IT Strategy 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 of Share transfer committee</p>
Shareholding in the Company	1 Share	1 share
Relationship with other Directors	Nil	Nil



Important 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 and clarification circular No. 02/2021 dated January 13, 2021 (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, is being extended by the Company.
2. 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).
3. 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
4. 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 Circulars, 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 in case of AGM through video conferencing.
5. 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.
6. 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.
7. 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
 8. 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.
 9. 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.
 10. 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.
 11. As per the MCA Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.isflonline.com 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.isflonline.com. Further, updation if any, will be provided on the website of the Company at www.isflonline.com.
 12. All documents referred to in the Notice calling the AGM and the Explanatory Statement are open for inspection electronically and/or at the registered office of the company during the office hours on all working days except on Saturdays it will be available between 09.30 A M to 11.30 AM. The same shall 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- Pragyanshree@isflonline.com. An extract of such



documents would be send to the members on their registered email address.

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.



ATTENDANCE SLIP

IFIN Securities Finance Limited

CIN: U65991TN1989GOI017792

**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 32nd Annual General Meeting of the Company held on
Wednesday, September 29th, 2021 at 12.00 Noon 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

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

IFIN Securities Finance Limited

CIN: U65991TN1989GOI017792

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

CIN : U93000TN2009GOI070524
Name of the Company : IFIN Securities Finance 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 32nd Annual General Meeting of the Company, to be held on Wednesday, September 29th, 2021 at 12.00 Noon 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 Mr. 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.	Regularization/ Appointment of Mr. Karra Visweswar Rao (DIN: 08111685) as Managing 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 through VC/OAVM as per the MCA circulars.*



CONSENT FOR HOLDING ANNUAL GENERAL MEETING AT SHORTER NOTICE

To,
The Board of Directors
IFIN Securities Finance Limited
Continental Chambers, 3rd Floor, 142 MG Road,
Nungambakkam, Chennai- 600034.

Sub: Consent to hold 32nd Annual General Meeting of IFCI Financial Services 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 32nd Annual General Meeting of the company scheduled to be held on September 29th, 2021 at 12.00 Noon at through video conferencing at registered office of the company at continental chambers, 3rd Floor, 142 M G Road, Nungambakkam, Chennai- 600034 at shorter notice.

Kindly do take the same on your record.

Thanking you

Name:

Date:

Place:



**ROUTE MAP FOR THE VENUE OF 32nd ANNUAL GENERAL MEETING OF IFIN
SECURITIES FINANCE LIMITED**

