NOTICE

To the Members of
IFFCO Kisan Finance Limited

NOTICE is hereby given that the Fifteenth Extra-Ordinary Meeting of the members of the Company will be held virtually at a shorter notice on **Thursday,** the **21st day of March, 2024 at 10.00 A.M.** to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Puranam Hayagreeva Ravikumar as the Independent Non-Executive Director of the Company

To consider and if thought fit to pass, with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 150 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. P. H. Ravikumar (DIN: 00280010) as Independent Director of the Company for a period of five consecutive years with effect from 18th March, 2024 and that he shall not be liable to retire by rotation."

By order of the Board
for IFFCO Kisan Finance Limited

Deepika Singh

Date: 19th March, 2024 **(Deepika Singh)**
Place: Gurugram **Company Secretary**

NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 08, 2021 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.

2. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM and will also be made available for inspection during the EGM. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at deepika.singh@kisanfinance.com.

3. A member of the Company, which is a body corporate, is entitled to appoint its representative duly authorised in accordance with Section 113 of the Companies Act, 2013, to vote on its behalf.

4. The Explanatory Statement in terms of Section 102 of Companies Act, 2013 relating to special business is annexed to the Notice.

Explanatory Statement Pursuant to Provision of Section 102 of the Companies Act, 2013

Pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Mr. P H Ravikumar was appointed as Independent Director by the Shareholders in the Extra Ordinary General Meeting of the Company held on 15th April, 2019 for a period of five consecutive years w.e.f. 18th March, 2019. The aforesaid term of appointment expired on 17th March, 2024.

Mr. Ravikumar is a banker and financial services sector professional with over 50 years of experience. He is a commerce graduate and a certified associate of Indian Institute of Bankers, Mumbai and certified associate of Institute of Bankers, London and an Honorary fellow of Chartered Institute of Securities & Investments, London, and the first Indian to be so honored.

Keeping in view the rich experience possessed by Mr. Ravikumar, in the field of Banking and Finance, his continuation as an Independent Director on the Company's Board as well as the Board Committees as an Independent Director would be beneficial for the Company.

The Board of Directors recommends the re-appointment of Mr. Ravikumar as Independent Director of the Company for a period of five consecutive years w.e.f. 18th March, 2024. In the opinion of the Board of Directors Independent Director mentioned above fulfill the conditions specified in the Companies Act, 2013 and rules made there under and is Independent of the management. The above Independent Director shall not be liable to retire by rotation.

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None of the Key Managerial Personnel and Directors of the Company other than Director, who is proposed to be appointed under this resolution, shall be deemed to be concerned or interested in the passing of the resolution.

By order of the Board
for IFFCO Kisan Finance Limited

Deepika Singh

Date: 19th March, 2024 **(Deepika Singh)**
Place: Gurugram **Company Secretary**