

**To the Members of
IFFCO Kisan Finance Limited**

NOTICE is hereby given that the Sixteenth Extra-Ordinary Meeting of the members of the Company will be held virtually at a shorter notice on **Thursday, the 26th day of December, 2024 at 11.00 A.M.** to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL FOR THE OFFERING OF EQUITY SHARES BY WAY OF PRIVATE PLACEMENT AND PRIVATE PLACEMENT OFFER LETTER CUM APPLICATION LETTER TO IFFCO

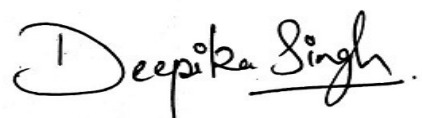
To consider and if thought fit to pass, with or without modification(s) the following resolution as special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 42, 179(3) of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities), 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Reserve Bank of India and any other competent authority, in accordance with Shareholders’ Agreement, executed on 14th January, 2020, Articles of Association of the Company, and any other appropriate authority and subject to such guidelines, rules, regulations, agreements, contracts, terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, the consent of the Shareholders of the Company be and is hereby accorded to create, issue and offer 4,50,00,000 (Four Crore Fifty Lakh only) Equity Shares of face value of Rs 10/- each at premium of Rs. 22/- per share amounting to Rs. 144,00,00,000 (Rupees One Hundred Forty-Four Crores) to Indian Farmers Fertiliser Cooperative Limited (IFFCO) on private placement basis”

“RESOLVED FURTHER THAT the draft of the Private Placement Offer cum Application letter in form PAS- 4 along with other documents be and is hereby approved and recorded in form PAS-5.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things to resolve all questions or doubts that may arise in regard to the allotment on Private placement, to utilize proceeds of the issue of Securities including the post issue formalities, without being required to seek fresh approval of the Shareholders of the company or otherwise, to the end and intent that the Shareholders of the Company thereto expressly by the authority of this resolution.”

**By order of the Board
for IFFCO Kisan Finance Limited**



**(Deepika Singh)
Company Secretary**

**Date: 24th December, 2024
Place: Gurugram**

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, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (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.
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 Meeting shall be deemed to be held at the Corporate Office of the Company at 3rd Floor, IFFCO Tower-1, Plot No. 3, Sector -29, Gurugram-122001, Haryana. Since the EGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
5. Link to attend the meeting through video conferencing is being shared with the members over the email.
6. 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

The Company is considering issue of 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares to IFFCO at face value of Rs 10/- each at premium of Rs. 22/- per share amounting to Rs. 144,00,00,000 (Rupees One Hundred Forty-Four Crores) by way of Private Placement.

The following disclosures for the issue of equity shares by Private Placement are made in accordance with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 :-

(i)	Particulars of the offer including date of passing of Board resolution;	24.12.2024
(ii)	Kinds of securities offered and the price at which security is being offered:	4,50,00,000 Equity Shares of the face value of INR-10/- each at a premium of Rs. 22/- per share.
(iii)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	Value arrived as per valuation report of the Registered Valuer

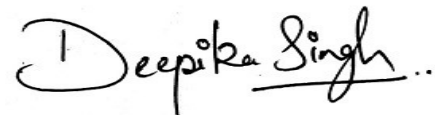
(iv)	Name and address of valuer who performed valuation;	Name: Corporate Professionals Valuation Services Private Limited Registered Valuer Reg No. IBBI/RV-E/02/2019/106 having office at D-28, South Extension Part-1, New Delhi - 110049, India
(v)	Amount which the company intends to raise by way of such securities;	Rs. 144,00,00,000/- (Rupees One Hundred Forty Four Crores Only)
(vi)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	Proposed time schedule: 15 days from the issue of offer letter Purposes or objects of offer: Raising funds for expanding the current business operations of the company. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; - All the amount is raised from the Holding Enterprise i.e. IFFCO. No amount is being contributed by any director of the Company. Principle terms of assets charged as securities: No asset has charged as securities Other Terms: Equity shares shall rank pari-passu with the existing shares of the Company.

The Board of Directors has also approved the same in the Board Meeting held on 24th December, 2024.

The shareholder consent is sought to authorize the Board to issue Equity Shares by Private Placement to the persons in the manner set out in the resolution.

None of the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

**By order of the Board
for IFFCO Kisan Finance Limited**



**(Deepika Singh)
Company Secretary**

**Date: 24th December, 2024
Place: Gurugram**