Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

सत्यमेव जयते

Form language

(•) English ( ) Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): U74899DL1995GOI074649

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2025

(c) *Type of Annual filing: (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	IFCI FACTORS LIMITED	IFCI FACTORS LIMITED
Registered office address	7th Floor, IFCI Tower, 61, Nehru Place,,NA,New Delhi,South Delhi,Delhi,India,110019	7th Floor, IFCI Tower, 61, Nehru Place,,NA,New Delhi,South Delhi,Delhi,India,110019
Latitude details	28.549918	28.549918
Longitude details	77.252720	77.252720

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: Image of Registered Office of the Company.jpg

(b) *Permanent Account Number (PAN) of the company: AA******7E

(c) *e-mail ID of the company: *****umar@ifcifactors.com

(d) *Telephone number with STD code: 01*******09

(e) Website | www.ifcifactors.com

iv *Date of Incorporation (DD/MM/YYYY) | 14/12/1995

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Union Government Company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 22/09/2025

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2025

(d) Whether any extension for AGM granted ○ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	64	Financial service activities, except insurance and pension funding	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	L74899DL1993GOI053677		IFCI LIMITED	Holding	99.9

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	300000000.00	279438860.00	279438860.00	279438860.00
Total amount of equity shares (in rupees)	3000000000.00	2794388600.00	2794388600.00	2794388600.00

Number of classes | 1

Class of shares: Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	300000000	279438860	279438860	279438860
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3000000000.00	2794388600.00	2794388600	2794388600

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	200000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	2000000000.00	0.00	0.00	0.00

Number of classes | 1

Class of shares: Preference Shares of Rs.10/- each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	200000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2000000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital

Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	144300	279294560	279438860.00	2794388600	2794388600	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	144300.00	279294560.00	279438860.00	2794388600.00	2794388600.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures): 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013) i *Turnover | 21055443

ii * Net worth of the Company | 185503497

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	8	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	279154692	99.90	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others				
	Total	279154700.00	99.9	0.00	0

Total number of shareholders (promoters) | 9

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	183660	0.07	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	90000	0.03	0	0.00

10	Others IEPF	10500	0.00		
	Total	284160.00	0.1	0.00	0

Total number of shareholders (other than promoters)	21
Total number of shareholders (Promoters + Public/Other than promoters)	30.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	8
2	Individual - Male	19
3	Individual - Transgender	0
4	Other than individuals	3
	Total	30.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	**At the beginning of the year**	**At the end of the year**
Promoters	9	9
Members (other than promoters)	21	21
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	1	5	1	5	0.00	0.00
i Non-Independent	1	5	1	5	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	5	1	5	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SURESH KUMAR JAIN	05103064	Director	0	
ASHOK KUMAR MOTWANI	00088225	Director	0	
SACHIKANTA MISHRA	02755068	Director	0	
POOJA MAHAJAN	02874604	Director	0	
HIMANSHU SHARMA	07161097	Director	0	

ALAN SAVIO PACHECO	03497265	Managing Director	0	
CHIRAG SAPRA	BFLPS5673E	CFO	0	
SMIT KUMAR	BMYPK3873J	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year: 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RAHUL BHAVE	09077979	Nominee Director	16/08/2024	Cessation
HIMANSHU SHARMA	07161097	Director	03/09/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held: 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2024	30	9	99.9

B BOARD MEETINGS

*Number of meetings held: 5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2024	6	6	100
2	01/08/2024	6	6	100

3	04/09/2024	5	4	80
4	07/11/2024	6	6	100
5	27/01/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held: 14

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Committee of Directors	24/04/2024	4	4	100
2	Audit Committee	26/04/2024	4	4	100
3	Risk Mgt and ALM	26/04/2024	3	3	100
4	Risk Mgt and ALM	01/08/2024	3	3	100
5	Risk Mgt and ALM	07/11/2024	3	3	100
6	Risk Mgt and ALM	27/01/2025	3	3	100
7	Committee of Directors	21/06/2024	4	4	100
8	NRC	26/04/2024	3	3	100
9	NRC	01/08/2024	3	3	100
10	Audit Committee	04/09/2024	4	3	75
11	Audit Committee	01/08/2024	4	4	100
12	Audit Committee	07/11/2024	4	4	100
13	Audit Committee	27/01/2025	4	4	100
14	NRC	04/09/2024	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on

		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	22/09/2025 (Y/N/NA)
1	SURESH KUMAR JAIN	5	5	100	14	14	100	Yes
2	ASHOK KUMAR MOTWANI	5	5	100	5	5	100	Yes
3	SACHIKANTA MISHRA	5	4	80	10	8	80	No
4	POOJA MAHAJAN	5	5	100	12	12	100	Yes
5	HIMANSHU SHARMA	2	2	100	2	2	100	Yes
6	ALAN SAVIO PACHECO	5	5	100	6	6	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Smit Kumar	Company Secretary	750000	0	0	0	750000.00
	Total		750000.00	0.00	0.00	0.00	750000.00

C *Number of other directors whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount

1	SURESHKUMAR JAIN	Director	0	0	0	378000	378000.00
2	ASHOKKUMARMOTWANI	Director	0	0	0	212000	212000.00
	Total		0.00	0.00	0.00	590000.00	590000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ○ Yes ◉ No

B If No, give reasons/observations

Please refer MGT-8

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder 30

XIV Attachments

(a) List of share holders, debenture holders — Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any — MGT - 8 - IFCI FACTORS LIMITED - 2024-25 and ROC Clarification_MGT 7.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of IFCI FACTORS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor

Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name: Parveen Kumar

Date (DD/MM/YYYY): 11/12/2025

Place: New Delhi

Whether associate or fellow:

○ Associate ◉ Fellow

Certificate of practice number: 1*4*1

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 03497265

*(b) Name of the Designated Person: ALAN SAVIO PACHECO

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 2 dated* (DD/MM/YYYY) 19/11/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:
1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

*Designation
(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP)) — Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator — 0*4*7*6*

***To be digitally signed by**

(◉) Company Secretary (○) Company secretary in practice

*Whether associate or fellow:

(◉) Associate (○) Fellow

Membership number — 1*9*2

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN) — AB9797127

eForm filing date (DD/MM/YYYY) — 24/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

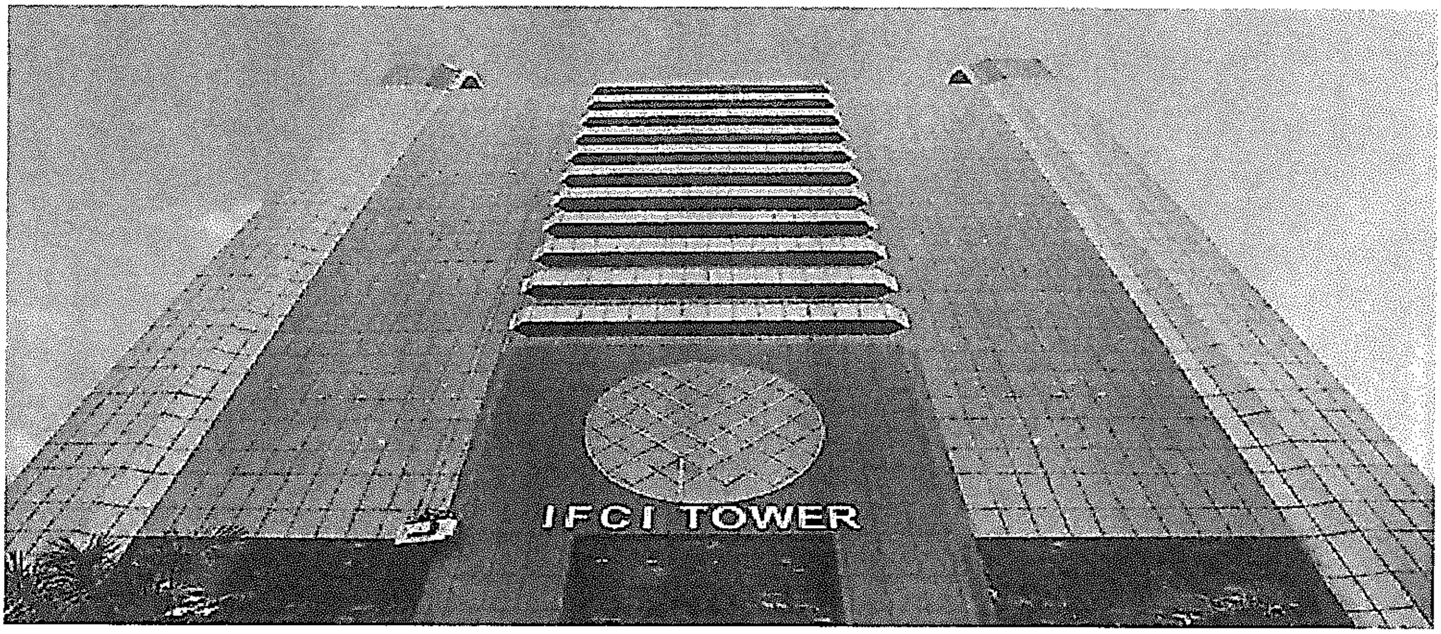
This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

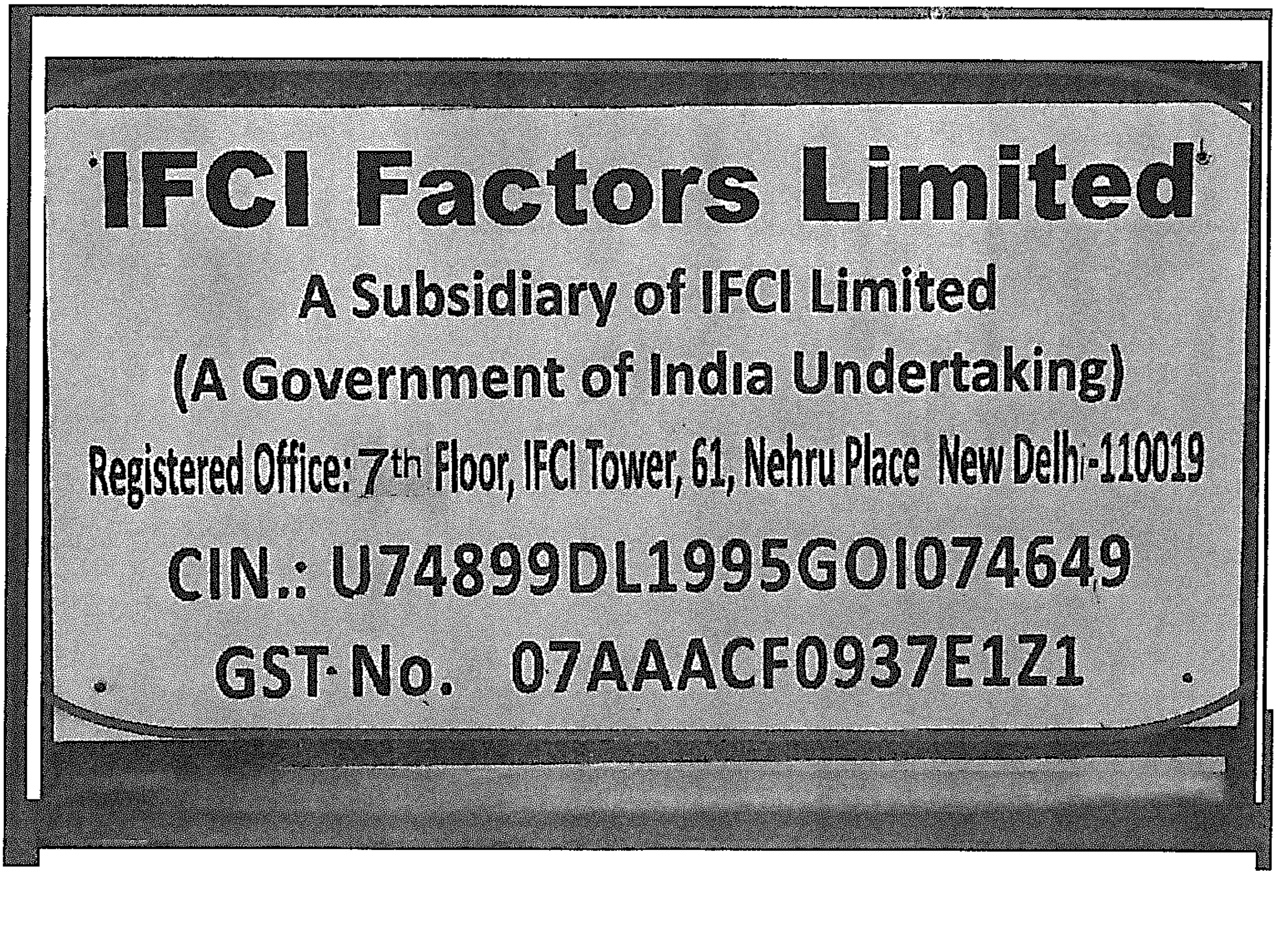
For Office Use Only:

eForm Service request number(SRN)	AB9797127
eForm filing date(DD/MM/YYYY)	24/12/2025

Document certified by DS MINISTRY OF CORPORATE AFFAIRS 18 <ROC.DELHI@MCA.GOV.IN>.

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS 18
Date: 2026.01.17 19:23:54 IST


IFCI TOWER


IFCI Factors Limited
A Subsidiary of IFCI Limited
(A Government of India Undertaking)
Registered Office: 7th Floor, IFCI Tower, 61, Nehru Place New Delhi-110019
CIN.: U74899DL1995GOI074649
GST No. 07AAACF0937E1Z1

Parveen Kumar & Associates
Company Secretaries

Ref. No.: PKA/45/2025-26 **Date: 11/12/2025**

Form No. MGT - 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s IFCI FACTORS LIMITED** (CIN: U74899DL1995GOI074649) (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on **31st March, 2025**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of the followings subject to the reporting made hereunder:

1. Its status under the Act: as Public Company; Limited by Shares during the period under review.

2. Maintenance of registers/records & making entries therein within the time prescribed therefore during the period under review.

3. The forms and returns filed with the Registrar of Companies or other authorities under the provision of the Act and Rule made there under during the financial year, within the prescribed time with or without late fees.

4. Calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed.

5. The Company has not closed the Register of Members/Security holders during the period under review.

T-9, 3rd Floor, Master Complex, Sharma Market, Sector-5, Noida, Uttar Pradesh - 201301, India
+91 9213976512, +91 8375071470, 0120-4106448 | pcsparveenkumar@gmail.com, pcspkaoffice@gmail.com

6. The Company has not provided any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act during the period under review.

7. During the period under review, contracts/arrangement and transactions entered by the company with related parties only in the ordinary course of business and on arm's length basis.

8. There was no issue or allotment or transmission or buyback of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates during the period under review.

9. There was no transaction necessitating the company to keep in abeyance the right to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review.

10. Declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act : **Not applicable to the Company during the reporting period.**

11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof during the period under review.

12. *****The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors except Independent Directors.*

    The Company is not in compliance with the provisions of Section 149 of the Companies Act, 2013, read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, pertaining to the appointment of the requisite number of Independent Directors, as there is currently no Independent Director on the Board.

    *The composition, chairmanship and quorum of meetings of Audit Committee & Nomination & Remuneration Committee, Risk Management Committee were not in compliance with section 177 & 178 of the Companies Act, 2013 and **the remuneration paid to them during the reporting period.***

13. The Appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act : **Not applicable to the Company.**

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act: **Not applicable to the Company.**

15. Acceptance/renewal/repayment of deposits : **Not applicable to the Company.**

16. During the year under review, Company has not made any borrowings from its members, banks and financial institutions. Further Company has made the repayment of borrowings to its members and financial institutions, **accordingly the Company has filed form for satisfaction charges.**

17. The Company has not given any loans to any persons within the meaning of Section 186 of the Companies Act, 2013 and has also not given any guarantees/securities/ or made any investment within the meaning of that section during the period under review.

18. There was no alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the period under review.

**During the year, Mr. Rahul Bhave was resigned as Nominee Director of the Company with effect from 16th August, 2024 after obtaining requisite approval.*

**During the year, Mr. Himanshu Sharma was appointed as Director of the Company with effect from 03rd September, 2024 after obtaining requisite approval.*

For Parveen Kumar and Associates
Company Secretaries
Firm Registration No. I2014HR1178600

CS Parveen Kumar
(Proprietor)
FCS No.: 10315
COP No.: 13411
PR No.: 1399/2021
UDIN: F010315G002346946

Place: Noida
Date: December 11, 2025

Annexure - A of Form No. MGT - 8

Certificate is to be read along with this letter:

a. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records.
b. We have not verified the correctness and appropriateness of financial law applicable to the company.
c. Whenever required, we have obtained the Management representation about the compliance of law, rules and regulation and happening of events etc.
d. The Compliance of the provision of Corporate and other applicable laws, rules, regulation, Standards is the responsibility of Management. Our Examination was limited to the Verification of Procedures on test basis.

For Parveen Kumar and Associates
Company Secretaries
Firm Registration No. I2014HR1178600

Parveen Kumar & Associates Company Secretaries CS

CS Parveen Kumar
(Proprietor)
FCS No.: 10315
COP No.: 13411
PR No.: 1399/2021
UDIN: F010315G002346946

Place: Noida
Date: December 11, 2025

IFCI FACTOR
A subsidiary of IFCI Limited
(A Government of India Undertakin
(भारत सरकार का उपक्रम)

December 22, 2025

The Registrar of Companies
4th Floor, IFCI Tower
61 Nehru Place
New Delhi – 110019

Respected Sir,

Subject: Clarification – Form MGT-7

This is to inform that in connection with filing of Annual Return in Form MGT-7 of IFCI Factors Limited for the FY 2024-25 with MCA, we would like to submit that:-

1. We were not able to put ISIN of Equity Shares of the Company in Form MGT-7 as the field provided to report the ISIN at part VI (i) (d) is locked. In view of the same it is submitted that ISIN of Equity Shares of the Company is **INE494M01012**.
2. Further, in the excel template for list of shareholders, in case of shareholders whose PAN is not available, dummy PAN "NOTAP0000E" and "EXEMPTCATG" in case of Investor Education Protection Fund Authority, has been entered.

Submitted for your information.

Thanking you

For **IFCI Factors Limited**

Sharmila

(Sharmila Chhikara)
Company Secretary

Membership No. :A18912

Address:- IFCI Factors Limited
7th Floor, IFCI Tower, 61, Nehru Place
New Delhi-110019