

# **IIFCL ASSET MANAGEMENT COMPANY LIMITED**

**(A wholly Owned Subsidiary of IIFCL, A Govt. of India Enterprise)**

**CIN: U65991DL2012GOI1233601**

**Regd. Office:** 9th Floor, Hindustan Times House Building, 18 & 20 Kasturba Gandhi Marg,  
New Delhi-110001

**Ph:** 011-43717125/26 . **Fax No.** 011-23445119

**Email:** [complianceofficer@iifclmf.com](mailto:complianceofficer@iifclmf.com) **Website :** www: iifclmf.com

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF IIFCL ASSET MANAGEMENT COMPANY LIMITED WILL BE HELD ON THURSDAY THE 10<sup>TH</sup> SEPTEMBER, 2015 AT 11.00 A.M AT THE BOARD ROOM OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED (IIFCL), 8<sup>TH</sup> FLOOR, HINDUSTAN TIMES HOUSE BUILDING, 18 & 20 KASTURBA GANDHI MARG, NEW DELHI-110001 TO TRANSACT THE FOLLOWING BUSINESSES:**

### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2015 and the statement of Profit and Loss for the year ended 31<sup>st</sup> March 2015 together with the Reports of the Board of Directors and Auditor's report thereon and the comments thereon of the Comptroller & Auditor General of India.
- 2) Pursuant to section 139(1) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in Annual General Meeting. The Members of the Company in the 2nd Annual General Meeting held on Monday, 30<sup>th</sup> June 2014 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2014-15. Accordingly, the Board of Directors had fixed audit fee of ₹45000 (Rupees forty five thousand only) plus service tax for the Statutory Auditors for the financial year 2014-15.

Pursuant to section 139 (1) of the Companies Act, 2013, the Statutory Auditors of the Company for the year 2015-16 are yet to be appointed by C&AG. The members may authorize the Board of Directors to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2015-16.

### **SPECIAL BUSINESS:**

- 3) Appointment of Dr. Pawan Singh (DIN:00044987) as an Independent Director.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Pawan Singh be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a maximum term of four years i.e upto 31<sup>st</sup> March,2019 or till the cessation of office with his nominating organization, whichever is earlier.”

**4) Appointment of Sh. M N Sarma (DIN:06734357) as an Independent Director.**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. M N Sarma be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of four years i.e upto 31<sup>st</sup> March,2019 or till the cessation of office with his nominating organization, whichever is earlier.”

By Order of the Board of Directors  
**FOR IIFCL ASSET MANAGEMENT COMPANY LIMITED**

Place: New Delhi  
Date:27<sup>th</sup> July,2015

**Sd/-**  
**Ajay PS Saini**  
**Head- Company Secretariat & Compliances**

**REGISTERED OFFICE**

9th Floor, HT House,  
18 & 20 Kasturba Gandhi Marg,  
New Delhi-110001  
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Email: [complianceofficer@iifclmf.com](mailto:complianceofficer@iifclmf.com)  
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CIN: U65991DL2012GOI1233601

**NOTES: -**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed.
- 3) Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney /Authority authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body at the meeting.
- 4) A Statement pursuant to section 102(1) of the Companies Act,2013 , relating to special business to be transacted at the meeting is annexed hereto.
- 5) None of the Directors of the Company is in any way related to each other.
- 6) All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday) , between 11.00 A.M to 1.00 P.M prior to the Annual General Meeting.
- 7) Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting at the Registered Office of the Company so that the same may be attended to appropriately.
- 8) Members are requested to bring their Attendance Slips to the Annual General Meeting.
- 9) Route map of the venue of the Annual General Meeting is enclosed.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **ITEM No. 3 & 4:**

Dr. Pawan Singh & Sh. M. N. Sarma were appointed as Independent Directors to the Board of IIFCL Asset Management Company Limited (IAMCL) on 14<sup>th</sup> August, 2012 & 9<sup>th</sup> December, 2013 respectively.

As per Section 149 of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Act”) provides for appointment of Independent Directors at a general meeting of the Company. The Act further provide that the tenure of the Independent Directors shall not exceed five years at a time from the date of the commencement of the Act i.e 1<sup>st</sup> April,2014 and a further term of five consecutive years.

As per the relevant Clarification issued by Ministry of Corporate Affairs (MCA) in this regard, require that, it would be necessary that if it is intended to appoint existing Independent Directors under the new Act, such appointment shall be made expressly under section 149(10)/(11) read with Schedule IV of the Companies Act, 2013 within the period stipulated therein.

The Resolutions seeks the approval of Members for the appointment of Dr. Pawan Singh & Sh. M.N. Sarma as Independent Directors of the Company pursuant to Section – 149, 152 read with Schedule – IV of the Companies Act, 2013. The term shall be for a maximum period of four years i.e upto 31<sup>st</sup> March,2019 as they hold the directorship prior to implementation of the Companies Act,2013 or till they cease to hold office with their nominating organizations due to superannuation or any other reason, whichever is earlier.

Dr. Pawan Singh and Sh. M. N Sarma holds NIL shares of IIFCL Asset Management Company Limited.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Dr. Pawan Singh and Sh. M. N Sarma are interested or concerned in these resolutions.

The Board recommends these resolutions for your approval.

By Order of the Board of Directors  
**FOR IIFCL ASSET MANAGEMENT COMPANY LIMITED**

Place: New Delhi  
Date: 27<sup>th</sup> July, 2015

**Sd/-**  
**Ajay PS Saini**  
**Head- Company Secretariat & Compliances**

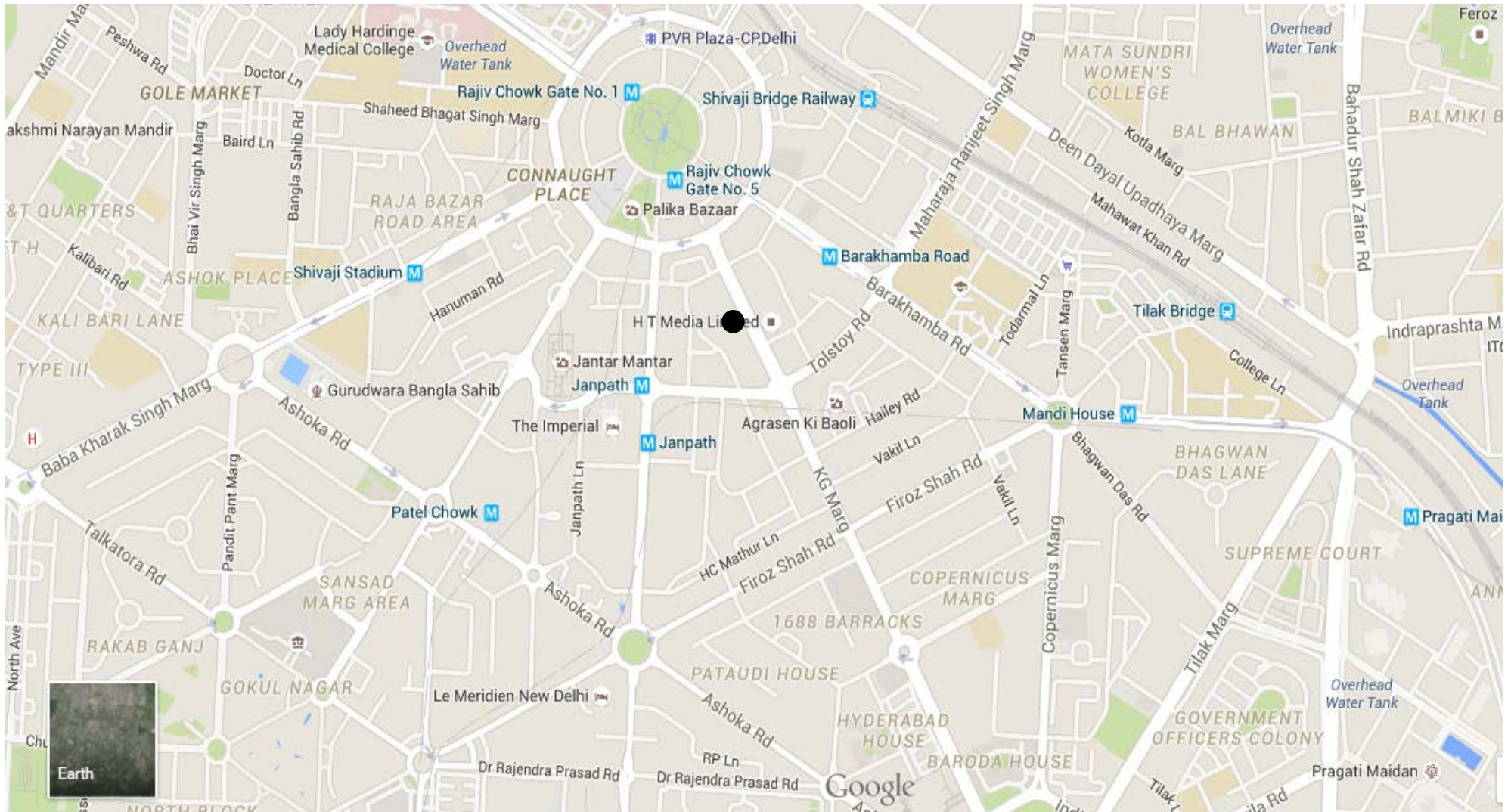
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**BRIEF PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED AT THIS  
AGM**

<b>Name</b>	<b>Dr. Pawan Singh</b>	<b>Shri M.N.Sarma</b>
<b>Date of Birth &amp; Age</b>	19.10.1961 53 years	20 <sup>th</sup> May, 1958 57 years
<b>Date of Appointment</b>	14th August, 2012	9th December, 2013
<b>Qualifications</b>	B.A. Honours (Economics, English, History), M.B.A. (Finance & Marketing), Ph.D. in Financial Management (Infrastructure Financing)	M.A. (Economics), LL.B., All
<b>Areas of Expertise</b>	Financial Planning, Debt Management including Debt restructuring and Debt financing, Equity financing, Budgeting, handling of financial products like FCCB etc.	Investment (Operations & Information Technology)
<b>Directorships held in other companies</b>	<b>Whole Time Director –</b> PTC India Financial Services Limited <b>Director -</b> PFS Capital Advisors Limited	<b>Director –</b> Industrial Credit Company Limited
<b>Membership/Chairmanship of Committees of other Companies</b>	NIL	NIL
<b>No. of Shares held in IIFCL Asset Management Company Limited</b>	NIL	NIL

## Route Map for the venue of 3<sup>rd</sup> Annual General Meeting of IIFCL Asset Management Company Limited (IAMCL)



● Hindustan Times Building, 8<sup>th</sup> Floor, 18 & 20, K G Marg, New Delhi-110001

# IIFCL ASSET MANAGEMENT COMPANY LIMITED

(A wholly Owned Subsidiary of IIFCL, A Govt. of India Enterprise)

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## ATTENDANCE SLIP

Name of the Attending Member (in block letters)	
No. of Shares held	
Name of Proxy (in block letters, to be filled if the proxy attends instead of the member)	

I, hereby record my presence at the 3<sup>rd</sup> Annual General Meeting of the Company held on Thursday, the 10<sup>th</sup> day of September, 2015 at 11.00 a.m at the Board Room of India Infrastructure Finance Company Limited (IIFCL), 8<sup>th</sup> Floor, H.T. House Building, 18 & 20 Kasturba Gandhi Marg, New Delhi-110001.

Member's/Proxy's Signature

### NOTES:

1. The attendance slip should be signed as per the specimen signature registered with the Company. Such duly completed and signed Attendance Slip (s) should be handed over to the Compliance Officer at the venue.
2. Members are please requested to carry photo-ID card for identification/verification.
3. Shareholders present in person or through registered proxy only shall be entertained.
4. No gifts will be distributed at the Annual General Meeting.



**Form No. MGT-11**  
**Proxy Form**

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

CIN:U65991DL2012GOI233601

Name of the Company: IIFCL Asset Management Company Limited

Registered office: 9<sup>th</sup> Floor, HT House, 18&20 Kasturba Gandhi Marg, New Delhi-110001.

Name of the member(s):

Registered Address:

Email 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
  
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
  
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday the 10<sup>th</sup> day of September, 2015 at 11.00 a.m. at the Board Room of India Infrastructure Finance Company Limited (IIFCL), 8<sup>th</sup> Floor, HT House Building, 18 & 20, Kasturba Gandhi Marg, New Delhi- 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_

Signed this \_\_\_day of \_\_\_\_2015

Signature of Shareholder

Signature of Proxy holder(s)



Affix a 15 paisa Revenue Stamp

**Note : This 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.**