

IIFCL ASSET MANAGEMENT COMPANY LIMITED

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

CIN: U65991DL2012GOI233601

Regd. Office: 301-312, 3rd Floor, Ambadeep Building, 14, Kasturba Gandhi Marg,
New Delhi – 110001 **Ph:** 011-43717125/26 . **Fax No.** 011-23445119
Email: complianceofficer@iifclmf.com **Website:** www.iifclmf.com

NOTICE

NOTICE is hereby given that Fifth Annual General Meeting of the Members of IIFCL Asset Management Company Limited will be held at shorter notice on Monday the 25th September, 2017 at 4.00 p.m at the Board Room of India Infrastructure Finance Company Limited (IIFCL), 8th 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 31st March 2017 , the statement of Profit and Loss for the year ended 31st March 2017 together with the Reports of the Board of Directors and Auditors thereon.
- 2) Pursuant to section 139(5) 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 4th Annual General Meeting held on Tuesday, 6th September 2016 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2016-17. 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 2016-17.

The Office of the Comptroller and Auditor General of India (C&AG) vide their letter No. CA.V/COY/CENTRAL GOVERNMENT,IIFCLA(0)/176 dated 21st July,2017, has appointed M/s Rajesh Krishna Khanna & Associates (DE1116) , Chartered Accountants, 6A/1, W.E.A, Karol Bagh , New Delhi-110005, as Statutory Auditors of IIFCL Asset Management Company Limited for the financial year 2017-18,pursuant to the provisions of section 139 of the Companies Act, 2013,regarding the appointment of Statutory Auditors in a Government Company. The members may authorize the Board of Directors to fix an appropriate remuneration of Statutory Auditors as may be deemed fit for the year financial 2017-18.

SPECIAL BUSINESS:

- 3) To appoint Sh. Sanjeev Kaushik (DIN: 02842527) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 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. Sanjeev Kaushik (DIN: 02842527) who was appointed as an Additional Director by the Board of Directors of the Company and subsequently by the Board of Trustees of IIFCL Mutual Fund (IDF) with effect from 29th June, 2017 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

- 4) To appoint Sh. Anil Kumar Taneja (DIN: 07915933) as Director & Chief Executive Officer of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 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. Anil Kumar Taneja (DIN: 07915933) who was appointed as an Additional Director & Chief Executive Officer by the Board of Directors of the Company and subsequently by the Board of Trustees of IIFCL Mutual Fund (IDF) with effect from 25th August, 2017 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director & Chief Executive Officer of the Company, not liable to retire by rotation."

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

Place: New Delhi
Date: 22nd September, 2017


Ajay PS Saini
Head- Company Secretariat & Compliances
Membership No. FCS-5786

REGISTERED OFFICE
301-312, 3rd Floor, Amba Deep Building,
14, Kasturba Gandhi Marg,
New Delhi - 110001, Phone: 011 43717125/26
Email: complianceofficer@iifclmf.com
CIN: U65991DL2012GOI233601

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. Brief particulars of Sh. Sanjeev Kaushik and Sh. Anil Kumar Taneja proposed to be appointed as Director is annexed hereto and forms part of the notice.**
- 6. None of the Directors of the Company is in any way related to each other.**
- 7. 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.**
- 8. 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.**
- 9. Members are requested to bring their Attendance Slips to the Annual General Meeting.**
- 10. 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:

The Government of India, Ministry of Finance, Department of Financial Services (DFS) vide letter No. F.No. 3/3/2016-IF.I dated 13th June, 2017 referring to Department of Personnel and Training (DoPT)'s communication No. 18 (43)/EO/2013 (ACC) dated 13th June, 2017 informed India Infrastructure Finance Company Limited (IIFCL) that the Government has entrusted Sh. Sanjeev Kaushik, IAS (KL:92), DMD, IIFCL with the additional charge of the post of Chairman & Managing Director (CMD) , IIFCL for a period of three months with effect from 12th June, 2017 subsequent to completion of tenure of Sh. S.B Nayar on 11th June, 2017 (AN).

Subsequently, IIFCL vide its letter no. IIFCL/CPD/SC/2017-18/26653 dated 19th June, 2017 had nominated Sh. Sanjeev Kaushik(DIN: 02842527) as the Chairman & Director of IIFCL Asset Management Company Limited (IAMCL), upon relinquishing the office by Sh. S.B Nayar, Chairman and Managing Director of IIFCL on completion of his tenure on 11th June 2017.

The Board of Directors of IIFCL Asset Management Company Limited and the Board of Trustees of IIFCL Mutual Fund (IDF) in their respective meetings held on 28th June, 2017 and 29th June, 2017 have appointed Sh. Sanjeev Kaushik (DIN: 02842527) as Additional Director on the Board of IIFCL Asset Management Company Limited with effect from 29th June, 2017 to hold office up to the date of this Annual General Meeting subject to the approval of Shareholders of IAMCL.

His brief resume , inter-alia , giving nature of expertise in specific functional area ,shareholding in the company ,other Directorship , Membership /Chairmanship of Committee and other particulars are provided elsewhere which forms part of notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Sh. Sanjeev Kaushik(DIN: 02842527),is in any way ,concerned or interested , financially or otherwise, in this resolution.

The Board recommends the resolution for your approval.

ITEM No. 4:

The Government of India, Ministry of Finance, Department of Financial Services (DFS) vide letter No. F.No. 2/4/2017-IF.I dated 17th August, 2017 appointed Dr. Emandi Sankara Rao ,Chief General Manager of India Infrastructure Finance Company Limited (IIFCL) as Managing

Director & Chief Executive Officer of IFCI Limited for a period of three years from the date of taking over charge of the post , or until further orders , whichever is earlier.

Subsequently, IIFCL vide its letter No. IIFCL/HR/2017-18/28488 dated 22nd August, 2017 has nominated Sh. Anil Kumar Taneja(DIN: 07915933) as the Director & Chief Executive Officer of IIFCL Asset Management Company Limited (IAMCL), upon opting voluntary retirement by Dr. Emandi Sankara Rao as CGM of IIFCL. Consequent upon the same Dr. Emandi Sankara Rao resigned from the post of Director & Chief Executive Officer of IAMCL with effect from 17th August,2017 (A/N)

The Board of Directors of IIFCL Asset Management Company Limited and the Board of Trustees of IIFCL Mutual Fund (IDF) in their respective Board resolution passed by Circulation on 24th August,2017 and 25th August,2017 have appointed Sh. Anil Kumar Taneja (DIN: 07915933) as Additional Director & Chief Executive Office of IIFCL Asset Management Company Limited w.e.f. 25th August, 2017 to hold office up to the date of this Annual General Meeting subject to the approval of Shareholders of IAMCL.

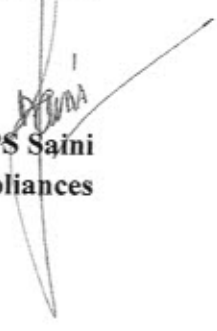
His brief resume , inter-alia , giving nature of expertise in specific functional area ,shareholding in the company ,other Directorship , Membership /Chairmanship of Committee and other particulars are provided elsewhere which forms part of notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Sh. Anil Kumar Taneja (DIN: 07915933) ,is in any way ,concerned or interested , financially or otherwise, in this resolution.

The Board recommends the resolution for your approval.

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

Place: New Delhi
Date:22nd September,2017


Ajay PS Saini
Head- Company Secretariat & Compliances

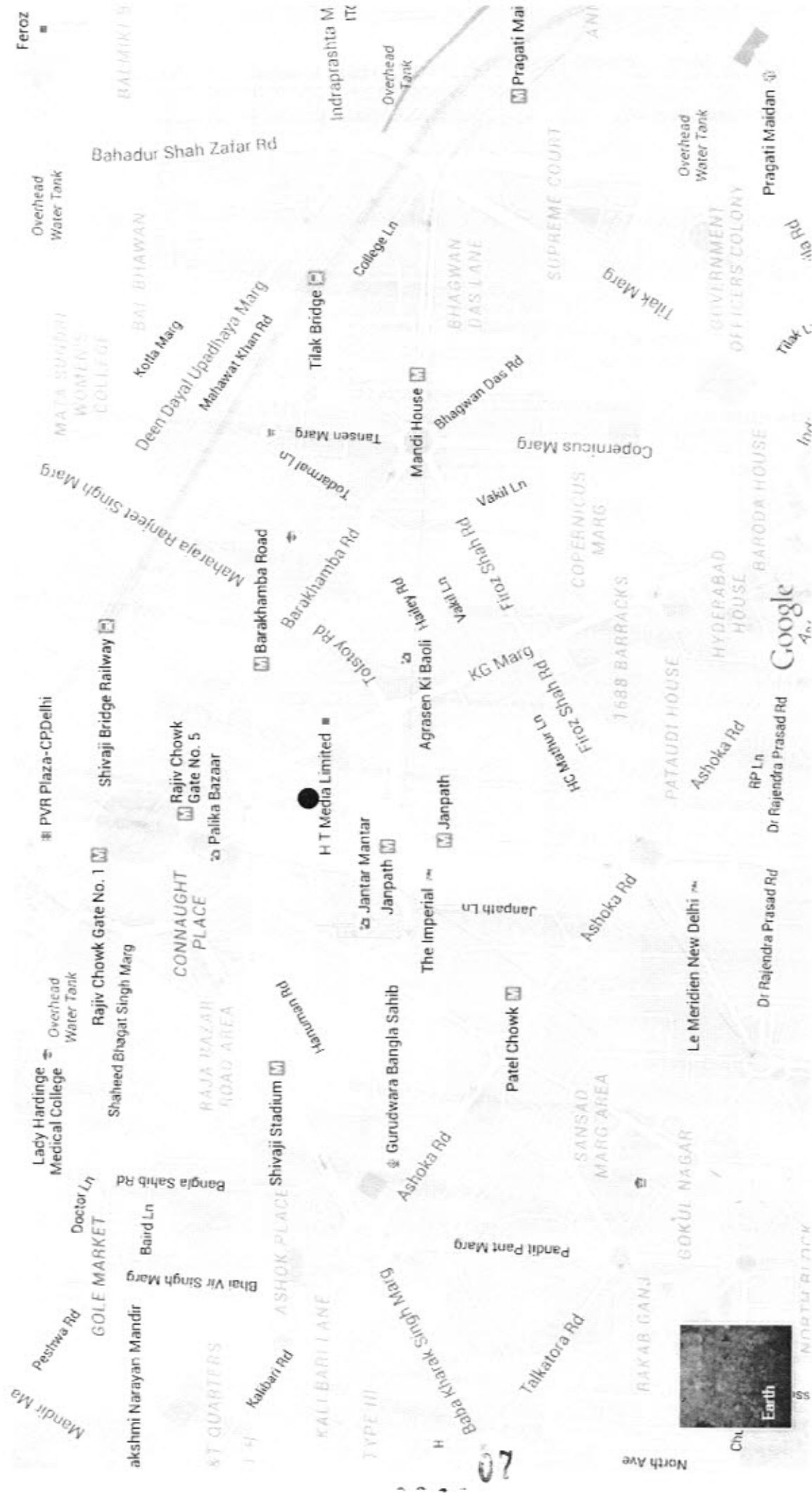
REGISTERED OFFICE
301-312, 3rd Floor, Amba Deep Building,
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BRIEF PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED AT THIS AGM

Name	Sh. Sanjeev Kaushik	Sh. Anil Kumar Taneja
Director Identification Number	02842527	07915933
Date of Birth & Age	23/04/1969 (48 years)	03/01/1960 (57 years)
Date of Appointment	29 th June, 2017	25 th August,2017
Qualifications	M.B.A from London Business School, U.K and B.E (Hons) in Mechanical Engineering from BITS Pilani	B.Com (H), LLB CAIIB
Areas of Expertise	Infrastructure Finance, Corporate Finance & other related functions	Infrastructure Finance, Corporate Finance and Banking
Directorships held in other companies	India Infrastructure Finance Company Limited IFCI Limited Stockholding Corporation of India Limited IFCI Venture Capital Funds Limited Tourism Finance Corporation of India Limited IFCI Factors Limited IIFCL Projects Limited	NIL
Membership/Chairmanship of Committees of other Companies		NIL
No. of Shares held in IIFCL Asset Management Company Limited	01 (one)	01(one)

Route Map for the venue of 5th Annual General Meeting of IIFCL Asset Management Company Limited (IAMCL)



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

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: 301-312, 3rd Floor, Ambadeep Building, 14, 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 5th Annual General Meeting of the company, to be held on Monday the 25th day of September, 2017 at 4.00 p.m. at the Board Room of India Infrastructure Finance Company Limited (IIFCL), 8th 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 _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp of
₹1

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.