

## **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](mailto:complianceofficer@iifclmf.com) **Website:** [www.iifclmf.com](http://www.iifclmf.com)

### **NOTICE**

**NOTICE** is hereby given that Sixth Annual General Meeting of the Members of IIFCL Asset Management Company Limited will be held on Wednesday, the 12<sup>th</sup> September, 2018 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 business:

#### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Financial Statements of the company for the Financial year ended 31<sup>st</sup> March 2018 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 5<sup>th</sup> Annual General Meeting held on Monday, 25<sup>th</sup> September 2017 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2017-18. Accordingly, the Board of Directors had fixed audit fee of ₹55000 (Rupees fifty five thousand only) plus applicable taxes for the Statutory Auditors for the financial year 2017-18.

The Office of the Comptroller and Auditor General of India (C&AG) vide their letter No. CA.V/COY/CENTRAL GOVERNMENT,IIFCLA(0)/397 dated 2<sup>nd</sup> August,2018, 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 2018-19,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 2018-19.

**SPECIAL BUSINESS:**

- 3) To appoint Sh. Pankaj Jain (DIN 00675922) 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. Pankaj Jain (DIN 00675922) 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 18<sup>th</sup> January 2018 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.”

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

Place: New Delhi  
Date: 16<sup>th</sup> August,2018

  
**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](mailto: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. Pankaj Jain 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. 3/5/2011-IF.I (Vol-II) dated 28<sup>th</sup> December 2017 communicated India Infrastructure Finance Company Limited (IIFCL) that the Government has assigned Sh. Pankaj Jain, IAS (AM: 90), with the additional charge of the post of Managing Director, IIFCL with immediate effect till the regular incumbent joins the post.

Subsequently, IIFCL vide its email dated 3<sup>rd</sup> January 2018 had advised IIFCL Asset Management Company Limited (IAMCL) for induction of Sh. Pankaj Jain (DIN: 00675922) as the Chairman of IAMCL, in place of Sh. Sanjeev Kaushik, Chairman.

The Board of Directors of IIFCL Asset Management Company Limited in their 36<sup>th</sup> meeting held on 17<sup>th</sup> January 2018 and the Board of Trustees of IIFCL Mutual Fund (IDF) by way of Circular resolution passed on 18<sup>th</sup> January, 2018 have appointed Sh. Pankaj Jain (DIN 00675922) as Chairman and Additional Director on the Board of IIFCL Asset Management Company Limited with effect from 18<sup>th</sup> January 2018 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. Pankaj Jain (DIN 00675922), 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: 16<sup>th</sup> August, 2018

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

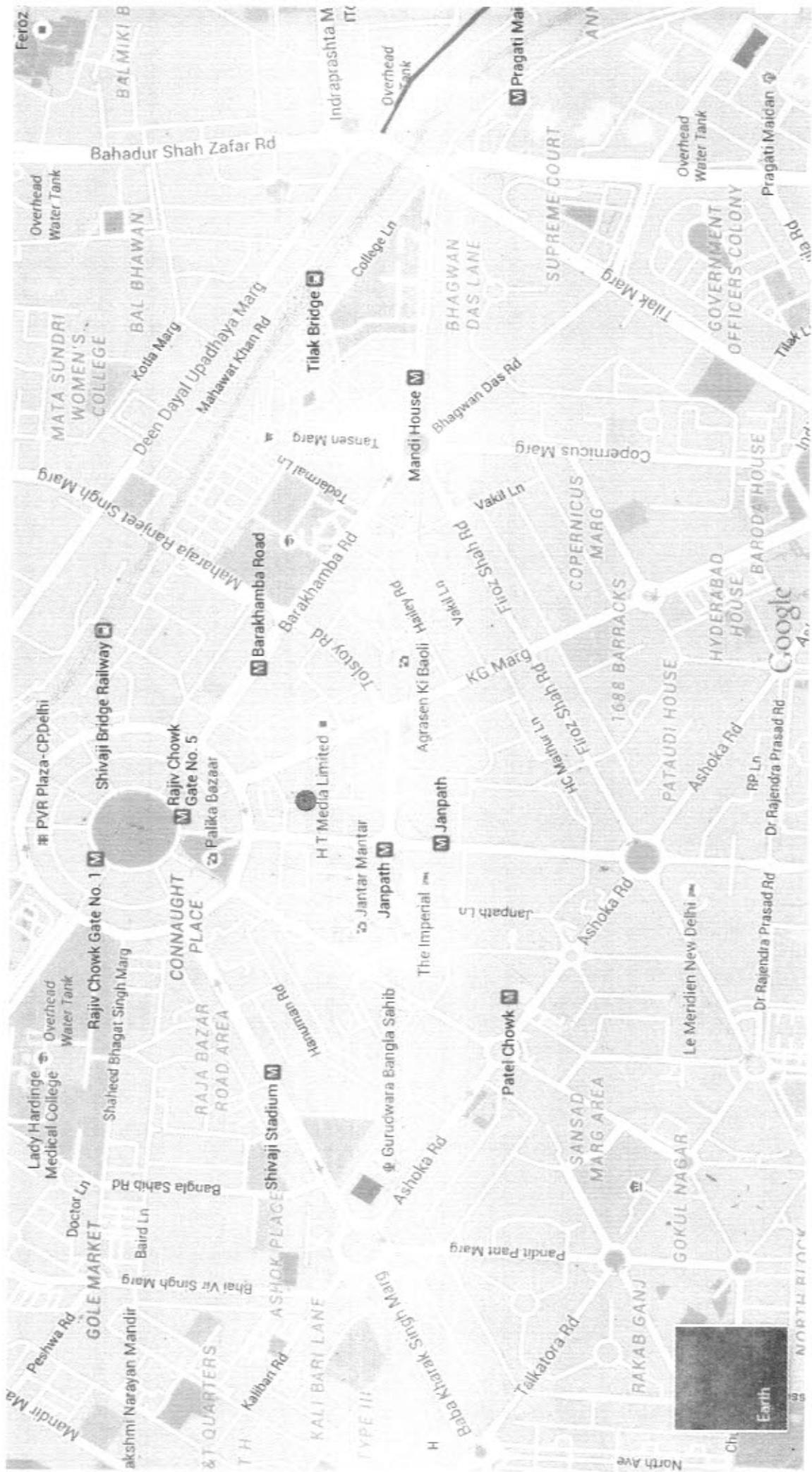
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**BRIEF PARTICULARS OF DIRECTOR PROPOSED TO BE APPOINTED AT THIS ANNUAL GENERAL MEETING**

<b>Name</b>	Sh. Pankaj Jain
<b>Director Identification Number (DIN)</b>	00675922
<b>Date of Birth &amp; Age</b>	28 <sup>th</sup> December, 1965 (52 years)
<b>Date of Appointment</b>	18 <sup>th</sup> January 2018
<b>Qualifications</b>	B.Com(H) (SRCC, Delhi University), MBA( F.M.S Delhi University), ICWA
<b>Areas of Expertise</b>	Planning, programming & implementation and institutional Financial activities in various government departments.
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>- India Infrastructure Finance Company Limited</li> <li>- India Infrastructure Finance Company (UK)</li> <li>- Micro Units Development &amp; Refinance Agency Limited (MUDRA)</li> <li>- Small Industrial Development Bank of India (SIDBI)</li> <li>- IDBI Bank Limited</li> <li>- IIFCL Projects Limited</li> <li>- National Housing Bank</li> <li>- EXIM Bank</li> <li>- National Credit Guarantee Trustee Company Limited</li> <li>- Meghalaya Basin Management Agency</li> <li>- Meghalaya Infrastructure Development &amp; Finance Corporation Limited.</li> <li>- Livelihood Improvement Finance Company of Meghalaya.</li> </ul>
<b>Membership/Chairmanship of Committees of other Companies</b>	NIL
<b>No. of Shares held in IIFCL Asset Management Company Limited</b>	NIL

**Route Map for the venue of 6<sup>th</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