

IIFCL ASSET MANAGEMENT COMPANY LIMITED

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

CIN: U65991DL2012GOI233601

Regd. Office: 5th Floor, Plate-A, NBCC Tower , Office Block-2, East Kidwai Nagar,
New Delhi – 110023 **Ph:** 011-24665900-10

Email: complianceofficer@iifclmf.com **Website:** www.iifclmf.com

NOTICE

NOTICE is hereby given that Extra-Ordinary General Meeting of the Members of IIFCL Asset Management Company Limited (IAMCL) will be held at shorter notice on Wednesday, the 17th May,2023 at 4.00 p.m at the Meeting Room of India Infrastructure Finance Company Limited (IIFCL), 5th Floor, Plate-A & B, NBCC Tower , Office Block-2, East Kidwai Nagar, New Delhi-110023.

SPECIAL BUSINESS:

- 1) To re-appoint Sh. Harish Kant Parikh (DIN 09167879) as Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149,152 read with Schedule IV and other applicable provisions of 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 time being in force), Sh. Harish Kant Parikh (DIN-09167879) who was earlier appointed as an Independent Director of the Company for a maximum term of two consecutive years i.e upto 24th May,2023 and being eligible for re-appointment as an Independent Director on the Board of IAMCL by taking deviation from existing policy of IIFCL for appointment of Independent Director in IIFCL Subsidiaries, and as considered and recommended by Board of Directors of IAMCL and subsequently approved and recommended by Board of Trustees of IIFCL Mutual Fund (IDF) to the Shareholders of IAMCL for final approval to hold office for another term of not exceeding five consecutive years or till IIFCL nominates an Independent Director in line with the existing policy of Independent Director in IIFCL Subsidiaries , whichever is earlier, be and is hereby re-appointed as Independent Director of the Company with effect from 25th May,2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Chief Executive Officer of IIFCL Asset Management Company Limited, be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

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

Place: New Delhi

Date: 8th May, 2023

Sd/-
Ajay PS Saini
Head- Company Secretariat & Compliances
FCS-5786

REGISTERED OFFICE

5th Floor, Plate-A, NBCC Tower
Office Block-2, East Kidwai Nagar,
New Delhi – 110023,
Phone: 011 24665900-10
Email: complianceofficer@iifclmf.com
CIN: U65991DL2012GOI233601

NOTES: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRA-ORDINARY GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**
2. 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 Extra-Ordinary General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body at the meeting.
3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special Business as set out above is annexed hereto.
4. Brief particulars of Sh. Harish Kant Parikh proposed to be re-appointed as an Independent Director annexed hereto and forms part of the notice.
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 Extra-Ordinary General Meeting.
- 7.** Members desirous of obtaining any information / clarification (s) or intending to raise any query are requested to forward the same before the date of meeting at the Registered Office of the Company so that the same may be attended to appropriately.
- 8.** The notice of the Extra-Ordinary General Meeting is being sent by electronic mode to the members at e-mail addresses which are available with the Company.
- 9.** Members are requested to bring their Attendance Slips to the Extra-Ordinary General Meeting.
- 10.** Route map of the venue of the Extra-Ordinary General Meeting is enclosed.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

The existing tenure of Sh. Harish Kant Parikh (DIN-09167879) as Independent Director will expire on 24th May,2023.IAMCL has been facing lot of churning in Independent Directors and non-compliance of Regulation 21(1) (d) of SEBI (Mutual Funds) Regulations,1996 with regard to the Independent Directors in the past and the completion of existing tenure of Sh. Harish Kant Parikh as Independent Director on 24th May,2023 will lead to difficulty in terms of non-compliance of SEBI (Mutual Funds) Regulations,1996. Hence, to comply with the SEBI (Mutual Funds) Regulations,1996 the Board of Directors of IIFCL Asset Management Company Limited (IAMCL) in 88th Board Meeting held on 24th April,2023 and subsequently Board of Trustees of IIFCL Mutual Fund (IDF) in 65th Meeting held on 25th April,2023 have approved the re-appointment of Sh. Harish Kant Parikh with effect from 25th May,2023, by taking deviation from existing policy of IIFCL for appointment of Independent Director in IIFCL Subsidiaries, to hold office for another term of not exceeding five consecutive years or till IIFCL nominates an Independent Director in line with the existing policy of Independent Director in IIFCL Subsidiaries, whichever is earlier ,subject to the approval by the shareholders of IAMCL.In the opinion of the Board, Sh. Harish Kant Parikh fulfills the conditions specified in the Companies Act, 2013 for such an appointment.

Sh. Harish Kant Parikh has duly furnished a declaration pursuant to Section 149 (7) of the Companies Act, 2013 declaring that he meet the criteria of Independence as laid down in Section 149 (6) of the Companies Act,2013.

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. Harish Kant Parikh (DIN-09167879), 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

Sd/-

Ajay PS Saini

Head- Company Secretariat & Compliances

FCS-5786

Place: New Delhi

Date:8th May,2023

REGISTERED OFFICE

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BRIEF PARTICULARS OF DIRECTOR PROPOSED TO BE APPOINTED/RE-APPOINTED AT THIS EXTRA-ORDINARY GENERAL MEETING.

Name	Sh. Harish Kant Parikh
Director Identification Number (DIN)	09167879
Date of Birth & Age	10 th December, 1957 65 years
Date of First Appointment	25 th May, 2021 as Additional Independent Director
Qualifications	M.Com, CAIIB
Areas of Expertise	Experience in large corporate credit areas
Directorships held in other companies	Nil
Membership/Chairmanship of Committees of other Companies	Nil
No. of Shares held in IIFCL Asset Management Company Limited	Nil

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: 5th Floor, Plate-A, NBCC Tower, Office Block-2, East Kidwai Nagar, New Delhi-110023.

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 Extra-Ordinary General Meeting of the company, to be held on shorter notice on **Wednesday the 17th May, 2023 at 4.00 p.m** at the Meeting Room of India Infrastructure Finance Company Limited (IIFCL), 5th Floor, Plate-A & B, NBCC Tower, Office Block-2, East Kidwai Nagar, New Delhi-110023 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.

1. _____

Signed this ____ day of ____ 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp of
Rs.1
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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.

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ATTENDANCE SLIP

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

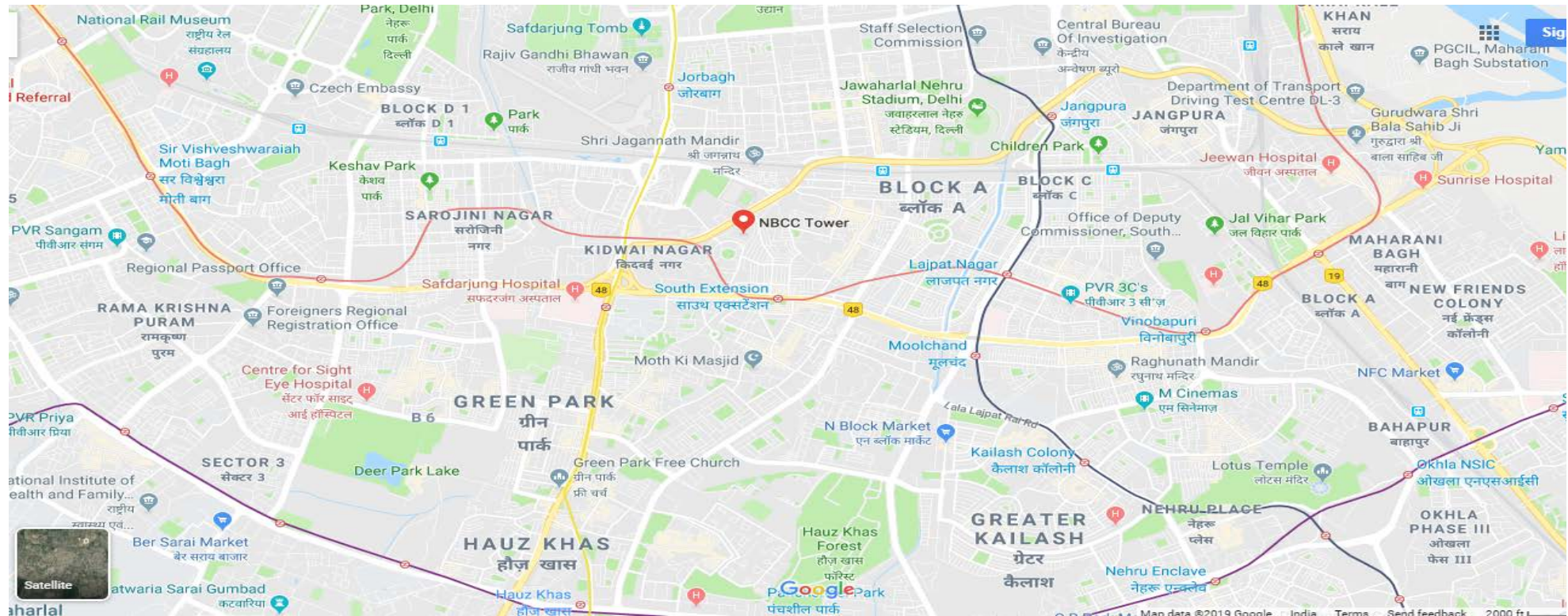
I, hereby record my presence at the Extra-Ordinary General Meeting of the Company held on 17th May,2023 at the Meeting Room of India Infrastructure Finance Company Limited (IIFCL), 5th Floor, Plate-A & B, NBCC Tower , Office Block-2, East Kidwai Nagar, New Delhi-110023.

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 Head Company Secretariat & Compliances 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 Extra-Ordinary General Meeting.

Route Map for the venue of Extra-Ordinary General Meeting of IIFCL Asset Management Company Limited (IAMCL)



- IIFCL Asset Management Company Limited, 5th Floor, Plate-A, NBCC Tower, Block-2, East Kidwai Nagar, New Delhi-110023.