IFCI
LIMITED
आई एफ सी आई लिमिटेड
(A Government of India Undertaking)
(भारत सरकार का उपक्रम)

No./IFCI/23rd AGM/2016-906 September 5, 2016

The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block, Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

CODE:IFCI

Dear Sir/Madam,

Re: Twenty-Third (23rd) Annual General Meeting (AGM) of the Company.

This is to inform that the 23rd Annual General Meeting (AGM) of IFCI Ltd. will be held on Wednesday, September 28, 2016 at 10.30 A.M. at Mavlankar Auditorium, Constitution club of India, Rafi Marg, New Delhi- 110001. The Notice calling the 23rd AGM is enclosed herewith as **Annexure A**. Further, the Notice to the shareholders published in this regard in English and Hindi newspapers on September 05, 2016 is also enclosed herewith as **Annexure B**.

2. Further, pursuant to the provisions of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, intimation is being given that the Register of Members & Share Transfer Books of the Company will remain closed from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (both days inclusive) for the purpose of 23rd Annual General Meeting (AGM) of the Company to be held on Wednesday, September 28, 2016.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For IFCI Limited

(Rupa Sarkar)
Company Secretary

Encls.: As above.

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
आई एफ सी आई टावर, 61 नेहरु प्लेस, नई दिल्ली – 110 019
दूरभाष: +91-11-4173 2000, 4179 2800
फैक्स: +91-11-2623 0201, 2648 8471
वेबसाइट: www.ifciltd.com
सीआईएन: L74899DL1993GOI053677

IFCI Limited
Regd. Office:
IFCI Tower, 61 Nehru Place, New Delhi - 110 019
Phone: +91-11-4173 2000, 4179 2800
Fax: +91-11-2623 0201, 2648 8471
Website: www.ifciltd.com
CIN: L74899DL1993GOI053677

IFCI LIMITED
आई एफ सी आई लिमिटेड

NOTICE

NOTICE is hereby given that the Twenty-Third (23rd) Annual General Meeting of the Members of IFCI Limited will be held on Wednesday, September 28, 2016 at 10:30 A.M. at Mavlankar Auditorium, Constitution Club of India, Rafi Marg, New Delhi-110001 to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2016 and the reports of the Auditors' and Board's thereon.
2. To confirm the interim dividend already paid on Preference Shares as Final dividend.
3. To confirm the interim dividend already paid on equity shares as Final dividend.
4. To appoint a Director in place of Prof N Balakrishnan (DIN: 00181842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
5. To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Sections 139(5) and 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as an Ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139(5) and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Auditor and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India (CAG) for the Financial Year 2016-17, as may be deemed fit."

Special Business

6. To consider and if thought fit, to pass, with or without modifications, the following resolutions, as Special Resolutions:

   "RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable rules, and subject to the provisions of the Articles of Association of the Company, consent of the members of the company, be and is hereby given to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper, upto an amount not exceeding ₹ 5,000 crore (Rupees Five Thousand crore) in the year commencing from the date of approval by shareholders.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution".

7. To consider and if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Board of Directors of the Company be and are hereby authorized to determine the fees for delivering the document through a particular mode as requested by a member."

IFCI Limited **By order of the Board of Directors**
Registered Office:
IFCI Tower
61 Nehru Place
New Delhi-110 019
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Fax: 011-26230201
Website: www.ifciltd.com
Email: complianceofficer@ifciltd.com

Rupa Sarkar
Dated: August 6, 2016 Company Secretary

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DEPOSITED TO THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY - EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING, DULY COMPLETED AND SIGNED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than 3 days of Notice in writing is given to the Company.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Special Business under Item No(s) 6 and 7 are annexed hereto.
4. Brief profile of Director proposed to be appointed/ reappointed is set out in the "Information about Director seeking appointment/ re-appointment as mandated in the Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015" annexed with the notice.
5. All documents referred to in the accompanying Notice and the Explanatory Statement as well as the other documents as required under the provisions of the Companies Act, 2013 are

open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. to 1:00 p.m. up to the date of this Annual General Meeting. The Registers required to be maintained u/s 170 of the Companies Act, 2013, will be available for Inspection at Annual General Meeting.

6. Register of Members and Share Transfer Books for equity shares will remain closed from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (both days inclusive).

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is providing facility of voting through electronic means to its Members in respect of the business to be transacted at the 23rd Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the Annual General Meeting (remote e voting) will be provided by CDSL.

The instructions for members for voting electronically are as under:-

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders Tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID;

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login Tab.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field (Refer Sequence no. printed on the name and address sticker/e-mail). • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the Depository or Company please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (iii) above.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of IFCI to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 21, 2016 may follow the same instructions as mentioned above for e-Voting.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- Details of the person who can be contacted for any grievances connected with facility for voting by electronic means:

  Name: Mr. Rakesh Dalvi
  Deputy Manager
  16th Floor, Phiroze Jeejeebhoy Towers
  Dalal Street, Fort, Mumbai – 400001
  Email id: helpdesk.evoting@cdslindia.com
  Toll-free number: 18002005533

- **Other Information:**

  (A) The voting period begins on Sunday, September 25, 2016 at 9:00 A.M. and ends on Tuesday, September 27, 2016 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (September 21, 2016), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

  (B) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

  (C) The Members who have cast their vote by remote-evoting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.

  (D) The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.

  (E) The Board of Directors has appointed Shri Sanjay Grover (Membership No. F4223 & COP-3850), Practising Company Secretary, New Delhi as Scrutinizer to scrutinize the remote e-voting, poll process in a fair and transparent manner and to submit report thereon.

  (F) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ifciltd.com and on the website of CDSL at www.cdslindia.com immediately and on the Notice Board of the Company at its Registered Office after the result is declared. The Company shall simultaneously forward the results to the Stock Exchanges where the shares of the Company are listed.

8. IFCI is not including the financial statements of its subsidiaries on standalone basis in its Annual Report. However, in terms of Section 136 of the Companies Act, 2013 the Annual Audited Accounts of these companies will be available at the website of the Company at www.ifciltd.com. The Annual Accounts of these Companies are open for inspection at the Registered Office of IFCI and at the Registered Offices of the respective companies upto the date of this Annual General Meeting on any working day. The Company will also provide copy of separate audited financial statements in respect of each of its subsidiaries to any of the shareholder of the Company who ask for it.

9. The Members holding equity shares in physical form are requested to intimate to the Registrar and Transfer Agents (R&TA), MCS Share Transfer Agent Ltd, F-65, Okhla Industrial Area, Phase - I, New Delhi - 110 020, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

10. Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

11. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of Meeting, so as to enable the management to keep the information ready.

12. Members / Proxies should bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the Meeting.

13. Pursuant to Section 205A of the Companies Act, 1956, the Company has already transferred all unclaimed dividend declared upto the financial year ended March 31, 1994 to the General Revenue Account of the Central Government as required by the Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules 1978. Consequent upon amendment to Section 205A and introduction of Section 205-C of the Companies Act, 1956, the unclaimed dividend for the financial years 1994-95 to 1998-99 has been transferred to the Investor Education & Protection Fund. The Company had not declared any dividend for the financial years 1999-2000 to 2007-08.

14. The dividend for the Financial Years 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 (interim & final) and 2015-16 (interim) that remained unclaimed after 30 days from the date of declaration of dividend has been transferred to the Unpaid Dividend Accounts [2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 (interim & final), and 2015-16 (Interim), respectively] of IFCI Ltd. **The Dividend remaining unclaimed for seven years from the date of transfer to the above mentioned accounts, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF). The due date for transfer of unpaid dividend amount to IEPF for these years are:**

Year	Due Date
2008-09	22.10.2016
2009-10	16.10.2017
2010-11	18.10.2018
2011-12	17.08.2019
2012-13	12.12.2020
2013-14	29.09.2021
2014-15(interim)	30.03.2022
2014-15 (final)	27.10.2022
2015-16 (interim)	16.03.2023

15. Members who have not yet encashed their dividend warrants or are not in receipt of the dividend warrants are requested to seek issuance of demand draft from IFCI. It may be noted that once the unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof. **For the dividend declared for the year 2008-09, members who have not yet encashed their dividend warrants or are not in receipt of the dividend warrants for the year 2008-09 are requested to contact the Company/RTA well before time i.e well before the due date of transferring the amount to IEPF as stated above.**

16. Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by the Companies. In order to support the said initiative, your Company sent the copy of the Annual Report along with the notice convening the AGM through e-mail to those members whose e-mail ID has been provided by them through their DPs/RTA. Also the Annual Report has been uploaded on the website of the Company.

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

Item No. 6

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the other applicable rules made thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year. At the last Annual General Meeting held on September 21, 2015, shareholders of the Company had given their consent for issue of securities by private placement for an amount not exceeding ₹ 5,000 crore in the year commencing from September 21, 2015 i.e. the date of approval by shareholders.

However, your Company will continue to mobilize funds to further its business. It is proposed to issue securities by private placement as may be deemed feasible. The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for securities, including but not limited to bonds and non-convertible debentures upto ₹ 5,000 crore on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 6, within the overall borrowing limits of the Company, as approved by the Members from time to time.

All documents referred to in the accompanying Notice and the Explanatory Statement as well as the other documents as required under the provisions of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. to 1:00 p.m. up to the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the Special Resolution for approval of the members.

Item No. 7

As per Section 20 of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) company may file documents with Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed and whereas a member may request for delivery of any such document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

In compliance of the section, the approval of shareholders is required to either determine the fees or authorise the Board of Directors to discuss and determine the fees in compliance of proviso of Section 20 of the Act relating to mode for serving of documents of such kind as desired by the members .

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the Ordinary Resolution for approval of the members.

IFCI Limited **By order of the Board of Directors**
Registered Office:
IFCI Tower
61 Nehru Place
New Delhi - 110 019
CIN: L74899DL1993GOI053677
Tel: 011-41732000
Fax: 011-26230201
Website: www.ifciltd.com
Email: complianceofficer@ifciltd.com

(Rupa Sarkar)
Company Secretary

Date: August 6, 2016

INFORMATION ABOUT DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS MANDATED UNDER REGULATION 36 of SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS 2015 IS AS UNDER:

Prof N Balakrishnan aged 66 years, is Professor at the Department of Aerospace Engineering and at the Supercomputer Education and Research Centre. He joined the Department of Aerospace Engineering as an Assistant Professor. He has also held the positions of Associate Director of the Indian Institute of Science; Chairman, Division of Information Sciences and Chairman, Supercomputer Education and Research Centre.

He has done his B.E. (Hons.) in Electronics and Communication from the University of Madras in 1972 and Ph.D. from the Indian Institute of Science in 1979. He is a Fellow of The World Academy of Sciences (TWAS), Indian National Science Academy, Indian Academy of Sciences, Indian National Academy of Engineering, National Academy of Sciences and Institution of Electronics & Telecommunication Engineers.

Prof Balakrishnan has received many notable accolades including the Padmashree by the President of India in 2002, Prof S N Mitra Memorial Award, 2013 of the Indian National Academy

of Engineering, IETE Diamond Jubilee Medal 2013, Homi J Bhabha Award for Applied Sciences, 2004, JC Bose National Fellowship in 2007, the Alumni Award for Excellence in Research for Science & Engineering by IISc, 2001 and Millennium Medal of the Indian National Science Congress in 2000 among others.

Prof Balakrishnan is currently the Chairman of Data Security Council of India. He is also on the Board of Indian Institute of Information Technology and Management, Kerala. Besides, he is a member of the Council of CDAC, a member of the Council of the Indian Statistical Institute Kolkata, the Joint Advisory Board of Carnegie Mellon University at Qatar and of the Board of Governors of IIT Kharagpur. He has also been in the past, a member of the National Security Advisory Board. He was also one of the Directors of the Bharat Electronics Limited (BEL), and a Part-Time Member of the Telecom Regulatory Authority of India.

Prof Balakrishnan was appointed on the Board of Directors of the Company on June 26, 2014. He has attended ten Board Meetings out of eleven during the FY 2015-16.

He does not hold any shares in IFCI Ltd.

LISTING AT STOCK EXCHANGES

The Company's Equity Shares are listed at following four Stock Exchanges in India. Besides, the bonds issued to the public by the Company were also listed at Stock Exchanges mentioned at Sl. No. 1, 2 and 3 below. After the redemption of these Bonds on maturity/through exercise of call option, listing of these bonds have been discontinued. The existing continuing bonds are listed at Exchange mentioned at Sl. No. 1. NCD under public issue is also listed at Exchange mentioned at Sl. No. 2.

1. BSE Ltd
   Phiroze Jeejeebhoy Towers
   Dalal Street, Fort
   MUMBAI - 400 001

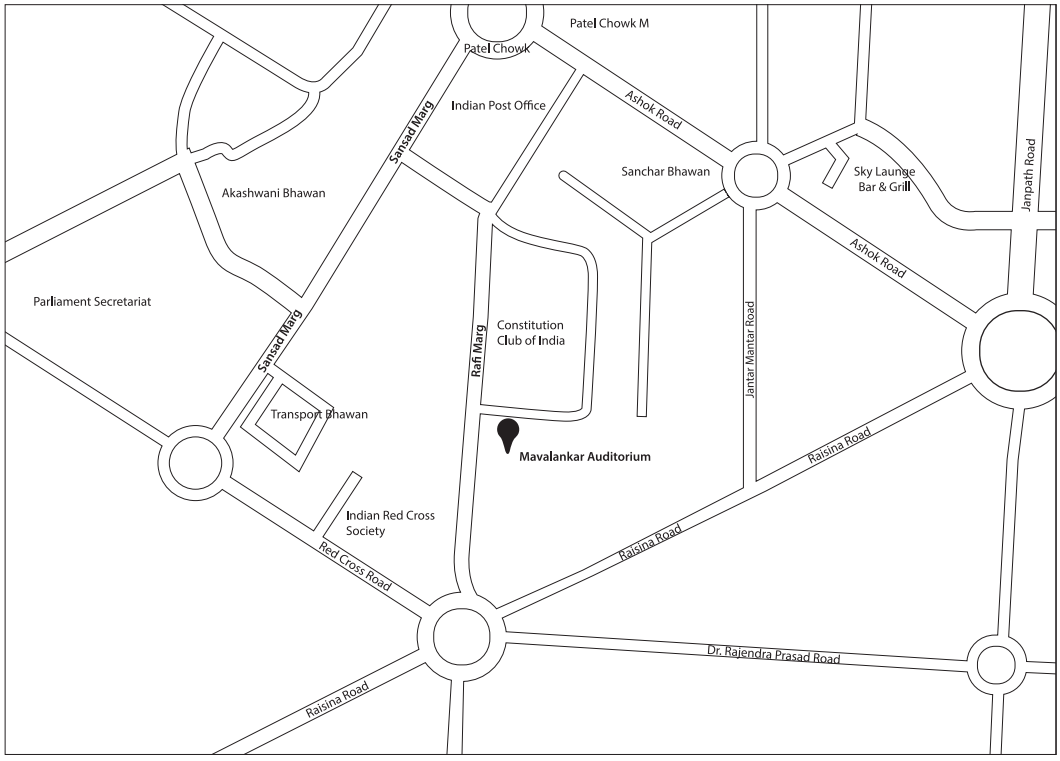
2. National Stock Exchange of India Limited
   Exchange Plaza, 5th Floor
   Plot No. C/1, G Block
   Bandra-Kurla Complex, Bandra (East)
   MUMBAI-400 051

3. Delhi Stock Exchange Ltd
   DSE HOUSE
   3/1 Asaf Ali Road
   DELHI-110 002

4. Ahmedabad Stock Exchange Limited
   Kamdhenu Complex, 1st floor
   Opp. Sahajanand college, Panjrapole
   Ambawadi, AHMEDABAD-380 015

The Company has paid the annual listing fees to the Stock Exchanges for the financial year 2016-17, except to the Stock Exchanges at New Delhi, and Ahmedabad as the Company had applied for delisting of securities pursuant to the resolution passed at the Annual General Meeting held on September 10, 2001 and September 12, 2003.

Route Map of AGM Venue



Annexure B

NEW DELHI | MONDAY, 5 SEPTEMBER 2016 Business Standard

IFCI LIMITED
आई एफ सी आई लिमिटेड
(A Government of India Undertaking)
(भारत सरकार का उपक्रम)

एक कदम स्वच्छता की ओर

Regd. Office: IFCI Tower, 61 Nehru Place, New Delhi-110019
CIN: L74899DL1993GOI053677
Phone: 011-41732000, Fax: 011-26230201
Email: complianceofficer@ifciltd.com
Website: www.ifciltd.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting (AGM) of the Company will be held on Wednesday, September 28, 2016 at 10:30 A.M. at Mavlankar Auditorium, Constitution Club of India, Rafi Marg, New Delhi- 110001 to transact the business as contained in the Notice calling 23rd AGM.

The Annual Report including the Notice calling AGM has been sent in electronic mode to members whose e-mail IDs are registered with their Depository Participant(s)/ Company/ R&TA, unless the Members have registered their request for a hard copy of the same. Physical copy of the Annual Report has been sent to those Members who have not registered their e-mail IDs with the Company/ R&TA/ Depository Participant(s).

The Annual Report including the Notice calling 23rd AGM is available on the Company's Website i.e. **www.ifciltd.com.** The Notice calling the 23rd AGM is also available on Central Depository Services (India) Limited (CDSL)'s website i.e. **www.evotingindia.com.** CDSL being the agency appointed for providing e-voting facility. Members may also download Annual Report from the Company's website or may request for a copy of the same by writing to the Company Secretary at the Registered Office address of the Company. An intimation in this regard is being given to the stock exchanges where the equity shares are listed i.e. BSE Ltd and National Stock Exchange of India Ltd. at **www.bseindia.com** and **www.nseindia.com** respectively. The documents pertaining to the items of business to be transacted in the 23rd AGM are open for inspection at the Registered Office of the Company during business hours from 11:00 A.M. to 1:00 P.M. on any working day up to the date of 23rd AGM.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (both days inclusive) for the purpose of the 23rd AGM of the Company.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to its Members facility to cast their vote by electronic voting system from a place other than the venue of the meeting (remote e-voting) on all the resolutions set forth in the Notice of the AGM. Kindly refer to the Notice of the AGM with regard to instructions for e-voting. The remote e-voting period commences on Sunday, September 25, 2016 at 9:00 A.M. (IST) and ends on Tuesday, September 27, 2016 at 5:00 P.M.(IST).The E-voting module shall be disabled by CDSL thereafter. Remote e-voting shall not be allowed beyond the said date and time. Please note that the shareholders who were holding shares either in dematerialised or in physical form, as on cut-off date (i.e. September 21, 2016), may cast their vote electronically or at the meeting. In case, any person becomes member after the dispatch of Notice and till cut-off date, he/she may obtain the login ID and password for remote e-voting by following the procedure as mentioned in the Notice.

The facility for voting through Poll shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll. The members who have cast their votes by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

Shri Sanjay Grover, Practicing Company Secretary has been appointed as Scrutinizer in accordance with the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2015 (as amended) to act as scrutinizer both at the time of e-voting and Poll at the AGM.

In case of any query / grievance(s) connected with the electronic voting, members may contact Shri Rakesh Dalvi, Dy. Manager, Central Depository Services (India) Ltd., 16th Floor, P J Towers, Dalal Street, Fort, Mumbai-400001 at Toll free No. 1800 200 5533 or may write an email to **helpdesk.evoting@cdslindia.com** .

For IFCI Limited
Rupa Sarkar
Company Secretary

Place: New Delhi
Dated: September 05, 2016

IFCI LIMITED
आई एफ सी आई लिमिटेड
(A Government of India Undertaking)
(भारत सरकार का उपक्रम)
एक कदम खुशहाली की ओर

पंजीकृत कार्यालय: आईएफसीआई टावर, 61 नेहरु प्लेस, नई दिल्ली-110019
CIN L74899DL1993GOI053677
फोन: 011-41732000, फैक्स: 011-26230201
ई-मेल: complianceofficer@ifciltd.com
वेबसाइट: www.ifciltd.com

शेयरधारकों को सूचना

एतद्द्वारा सूचना दी जाती है कि कम्पनी की तेईसवीं (23वीं) वार्षिक महासभा बुधवार, दिनांक 28 सितम्बर, 2016 को प्रातः 10:30 बजे मावलंकर ऑडिटोरियम, कान्स्टिट्यूशन क्लब ऑफ इण्डिया, रफी मार्ग, नई दिल्ली-110001 में होगी, जिसमें 23वीं वार्षिक महासभा के नोटिस में यथानिर्दिष्ट कारोबार पर संव्यवहार किया जाएगा ।

वार्षिक महासभा के आयोजन के नोटिस सहित वार्षिक रिपोर्ट उन सदस्यों को इलेक्ट्रोनिक माध्यम से भेज दी गई है जिनके ई-मेल आईडी उनके डिपाजिटरी भागीदार (भागीदारों)/कम्पनी/रजिस्ट्रार व ट्रांसफर एजेंट के पास पंजीकृत हैं, बशर्ते कि सदस्यों ने वार्षिक रिपोर्ट की भौतिक रूप से प्रति प्राप्त करने के लिए अपना अनुरोध पंजीकृत न कराया हो। वार्षिक रिपोर्ट की भौतिक प्रति उन सदस्यों को भेज दी गई है, जिन्होंने अपनी ई-मेल आईडी कम्पनी/रजिस्ट्रार व ट्रांसफर एजेंट या डिपाजिटरी भागीदार (भागीदारों) के पास पंजीकृत नहीं कराई है।

23वीं वार्षिक महासभा आयोजन के नोटिस सहित वार्षिक रिपोर्ट कम्पनी की वेबसाइट अर्थात् **www.ifciltd.com** पर उपलब्ध है। 23वीं वार्षिक महासभा की आमंत्रण नोटिस सेन्ट्रल डिपाजिटरी सर्विसेज (इण्डिया) लिमिटेड (सीडीएसएल) की वेबसाइट अर्थात् **www.evotingindia.com** पर भी उपलब्ध है। सीडीएसएल को ई-वोटिंग की सुविधा प्रदान करने के लिए एजेंसी के रूप में नियुक्त किया गया है। सदस्य वार्षिक रिपोर्ट की प्रति कम्पनी की वेबसाइट से भी डाउनलोड कर सकते हैं अथवा इसकी प्रति के लिए कम्पनी के पंजीकृत कार्यालय के पते पर कम्पनी सचिव को लिखित अनुरोध कर सकते हैं। इस संबंध में सूचना शेयर बाजार को, जहां इक्विटी शेयर सूचीबद्ध हैं अर्थात् बीएसई लिमिटेड और नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड को क्रमशः **www.bseindia.com** तथा **www.nseindia.com** पर दी जा रही है।

23वीं वार्षिक महासभा में संव्यवहार किए जाने वाले कारोबार की मदों से सम्बन्धित प्रलेख कम्पनी के पंजीकृत कार्यालय में वार्षिक महासभा की तारीख तक किसी भी कार्य–दिवस को कार्य–घंटों के दौरान प्रातः 11:00 बजे से दोपहर 1:00 बजे तक निरीक्षण के लिए उपलब्ध हैं।

कम्पनी (प्रबन्धन एवं प्रशासन) नियम, 2014 के नियम 10 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 91 और स्टॉक एक्सचेंजों के साथ सेबी (सूचीकरण दायित्व व प्रकटन अपेक्षाएं) विनियमावली, 2015 के विनियम 42 के अनुसार कम्पनी के सदस्यों का रजिस्टर और शेयर अन्तरण बहियां कम्पनी की 23वीं वार्षिक महासभा के उद्देश्य से बृहस्पतिवार, दिनांक 22 सितम्बर, 2016 से बुधवार, दिनांक 28 सितम्बर, 2016 (दोनों दिनों सहित) तक बंद रहेंगी।

यथासंशोधित कम्पनी (प्रबन्धन एवं प्रशासन) नियम, 2014 के नियम 20 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 108 और सेबी (सूचीकरण दायित्व व प्रकटन अपेक्षाएं) विनियमावली, 2015 के विनियम 44 के अनुसरण में, कम्पनी अपने सदस्यों को वार्षिक महासभा के नोटिस में दिए गए सभी संकल्पों के लिए बैठक के स्थान से भिन्न किसी स्थान से (रिमोट ई–वोटिंग) इलेक्ट्रोनिक वोटिंग सिस्टम द्वारा अपना वोट देने की सुविधा प्रदान कर रही है। कृपया ई–वोटिंग के अनुदेशों के लिए वार्षिक रिपोर्ट के नोटिस को देखें। रिमोट ई-वोटिंग की अवधि रविवार, 25 सितम्बर, 2016 को प्रातः 9:00 बजे (आईएसटी) से आरम्भ होगी और मंगलवार, 27 सितम्बर, 2016 को सायं 5:00 (आईएसटी) बजे समाप्त होगी। तत्पश्चात् सीडीएसएल द्वारा ई-वोटिंग मॉडयूल बंद कर दिया जाएगा। उक्त तारीख व समय के बाद रिमोट ई-वोटिंग की अनुमति नहीं दी जाएगी। कृपया नोट करें कि जिन शेयरधारकों के पास कट–ऑफ तारीख (अर्थात् 21 सितम्बर, 2016) के अनुसार या तो डी-मैट रूप में या भौतिक रूप में शेयर हैं, वे अपना वोट इलेक्ट्रोनिक रूप से या बैठक में दे सकते हैं। यदि कोई व्यक्ति सूचना के प्रेषण के बाद और कट ऑफ तारीख तक सदस्य बनता है तो वह नोटिस में यथानिर्दिष्ट कार्य–विधि का अनुपालन करते हुए रिमोट ई-वोटिंग के लिए लॉग-इन आईडी तथा पासवर्ड प्राप्त कर सकता है।

वार्षिक महासभा में मत–पत्र द्वारा वोट देने की सुविधा उपलब्ध कराई जाएगी और बैठक में भाग लेने वाले सदस्यों, जिन्होंने रिमोट ई-वोटिंग द्वारा अपना वोट नहीं दिया है, वे बैठक में मत–पत्र द्वारा अपने अधिकार का प्रयोग कर सकेंगे। जिन सदस्यों ने अपना वोट रिमोट ई-वोटिंग द्वारा दिया है, वे बैठक में भाग तो ले सकेंगे लेकिन अपना वोट पुनः डालने के पात्र नहीं होंगे।

कम्पनी (प्रबन्धन एवं प्रशासन) नियम, 2015 (यथासंशोधित) के नियम 20 के उपबन्धों के अनुसार श्री संजय ग्रोवर, प्रैक्टिसिंग कम्पनी सचिव को संवीक्षक के रूप में नियुक्त किया गया है जो ई-वोटिंग के समय तथा वार्षिक महासभा में मतदान के समय संवीक्षक के रूप में कार्य करेंगे।

इलेक्ट्रोनिक वोटिंग के सम्बन्ध में किसी पूछताछ/शिकायत(तों) के मामले में सदस्य श्री राकेश दल्वी, उप प्रबन्धक, सेन्ट्रल डिपाजिटरी सर्विसिज (इण्डिया) लिमिटेड, 16वां तल, पी जे टावर्स, दलाल स्ट्रीट, फोर्ट, मुम्बई-400 001 से टोल फ्री नं. 1800 200 5533 से सम्पर्क कर सकते हैं अथवा **helpdesk.evotingindia@cdslindia.com** पर ई-मेल भेज सकते हैं।

आईएफसीआई लिमिटेड के लिए
रूपा सरकार
कम्पनी सचिव

स्थानः नई दिल्ली
दिनांकः 05 सितम्बर, 2016