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

No./IFCI/CS/2017- 692

October 05, 2017

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: 24th Annual General Meeting of the Company.

This is to inform that the 24th Annual General Meeting (AGM) of IFCI Limited will be held on Monday, October 30, 2017 at 10:30 A.M. at Auditorium, 1st Floor, IFCI Tower, 61 Nehru Place, New Delhi – 110019. The Notice calling the 24th AGM is enclosed herewith as **Annexure – A**. Also, the Notice to the shareholders published in this regard in English and Hindi newspapers on October 05, 2017 is also enclosed herewith as **Annexure – B**.

2. Further, pursuant to the provisions of Section 91 of the Companies Act, 2013 and 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 Tuesday, October 24, 2017 to Monday, October 30, 2017 (both days inclusive) for the purpose of 24th AGM of the Company to be held on Monday, October 30, 2017.

This is for your information and record.

Kindly acknowledge receipt.

Thanking you

For **IFCI Limited**

(Rupa Sarkar)
Company Secretary

Encl: As above.

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
आईएफसीआई 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: +91-4173 2000, 4179 2800
Fax: +91-11-2623 0201, 2648 8471
Website: www.ifciltd.com
CIN: L74899DL1993GOI053677

ANNEXURE-A

IFCI LIMITED
आई एफ सी आई लिमिटेड

NOTICE

NOTICE is hereby given that the Twenty-Fourth (24th) Annual General Meeting of the Members of IFCI Limited will be held on Monday, October 30, 2017 at 10:30 A.M. at Auditorium, 1st Floor, IFCI Tower, 61 Nehru Place, New Delhi-110 019, 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, 2017 and the reports of the Auditors' and Boards' thereon.
2. To confirm the interim dividend already paid on Preference Shares as Final dividend.
3. To appoint a Director in place of Ms Kiran Sahdev (DIN: 06718968), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
4. To fix remuneration of the Statutory Auditor of the Company in terms of the provisions of Section 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 (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) 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 of the Company appointed by Comptroller and Auditor General of India (CAG) for the Financial Year 2017-18, as may be deemed fit."

Special Business

5. 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(s) thereof, for the time being in force) and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment(s) to any of the foregoing and other applicable rules / regulations / guidelines 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 aforesaid resolution".

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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), the approval of the Members of the Company be and is hereby accorded for effecting the insertion of Article 79A with marginal notes, in the existing Articles of Association of the Company:-

   Following new Article 79A be inserted, after Article 79 of Articles of Association:

   "Article 79A - Consolidation & Re-issuance of Debt Securities

   Notwithstanding anything contained in Articles 77 to 79, the Board of Directors shall have power for consolidation and reissuance, switches and conversion of debt securities issued at any time by the Company, including conformity with norms for International Securities Identification Number, as may be specified by regulations/guidelines issued by the Securities and Exchange Board of India, from time to time."

   RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as "the Board", which includes any of duly constituted Committee of one or more Directors) be and is hereby authorised to take all such actions as may be deemed necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

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

Dated : August 10, 2017

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 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) 5 and 6 are annexed hereto.

4. Brief profile of Director proposed to be appointed/ reappointed is set out in the "Information about Directors 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 Tuesday, October 24, 2017 to Monday, October 30, 2017 (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 24th 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 / Members

(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 earlier 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 eight digit of the sequence number in the PAN field (refers sequence number printed on the name and address sticker/ email). • In case the sequence number is less than eight digit then enter the applicable number of Zero'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 / 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 the 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 in 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 LTD 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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. Monday, October 23, 2017 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 the facility for voting by electronic means :
  Shri Rakesh Dalvi
  Deputy Manager
  16th Floor, Phiroze Jeejeebhoy Towers
  Dalal Street, Fort, Mumbai-400001
  Email id: helpdesk.evoting@cdslindia.com
  Toll free number: 1800 200 5533

- **Other Information:**

  (A) The voting period begins on Friday, October 27, 2017 at 9:00 A.M. and ends on Sunday, October 29, 2017 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 (Monday, October 23, 2017), 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 e-voting 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, CO?-5850), 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.evotingindia.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 Agent (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. The unclaimed dividend for the year 2008-09, has already been transferred to IEPF in the year 2016, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with other applicable Law / Rules / Regulation in this regard.

14. The dividend for the financial years 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 [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
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 2009-10, Members who have not yet encashed their dividend warrants or are not in receipt of the dividend warrants for the year 2009-10 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. 5

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share capital and Debentures) 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 28, 2016, 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 28, 2016 i.e. the date of approval by shareholders. However, the above approval of the shareholders is valid only upto September 27, 2017. In order to facilitate the raising of funds thereafter and in line with the aforesaid statutory provisions, it is necessary to pass a Special Resolution at this Annual General Meeting for raising of funds through private placement of secured/ unsecured non convertible bonds/ debentures during a period of one year from the date of passing of this resolution.

Therefore, 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.5, 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. The Registers required to be maintained u/s 170 of the Companies Act, 2013, will be available for Inspection at 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. 6

Securities and Exchange Board of India (SEBI) vide circular no. CIR/ IMD/DF-1/ 67 /2017 dated June 30, 2017 on "Specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008" had specified the maximum number of ISINs that will be allowed, maturing in any financial year. In the circular SEBI has also directed that in order to comply with the provisions of Clause (a) of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the issuer shall have a time period of 6 months from the date of this circular, to make an enabling provision in its Articles of Association (AOA) to carry out consolidation and re-issuance of debt securities. Accordingly, it is proposed to alter the AOA, as IFCI has various privately placed bonds and in future too may raise its resources through privately placed bonds.

The alteration of AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought.

The Board of Directors in its Meeting held on August 10, 2017 has accorded its approval for insertion of new Article 79A in the AOA.

All documents referred to in the accompanying Notice and its Explanatory Statement as well as the other documents as required under the provision 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. upto the date of this Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Your Directors recommend the same for approval of the Shareholders to be passed as Special Resolution.

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

Dated: August 10, 2017

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

Ms Kiran Sahdev

Ms Kiran Sahdev aged 57 years is Executive Director LIC. She had joined LIC in the year 1984 as a Direct Recruit Officer of the 13th Batch. In a career spanning over three decades, she has handled many challenging assignments such as Secretary (Per.Admn/ER) at Central Office, Regional Manager (Personnel & IR) of Central and North Zones and Regional Manager (Estates / OS) of Northern Zone. The twelve years' of rich experience in managing personnel and industrial relations has made her almost a specialist in the field. As a part of the Team LIC, at corporate LIC, she looks forward to enhancing professionalism in work culture and establishing robust systems to improve corporate governance.

Ms Sahdev has been extensively trained in executive excellence and leadership at renowned Indian and International Institutes, including ISB, Hyderabad, IIM (Ahmedabad) and Asian Institute of Management, Manilla, Phillipines.

A major in English Literature from Jesus and Mary College, Delhi and a Post Graduate in English Literature from Delhi University, Ms Kiran Sahdev is a multifaceted personality having interests in music, reading and theatre. An art lover, she has a remarkable aesthetic sense and appreciates works of art related to period history and culture.

Ms Sahdev was appointed on the Board of Directors of the Company on October 24, 2013. She has attended ten Board Meetings out of twelve during the FY 2016-17.

She does not hold any shares in IFCI Ltd.

ANNEXURE-13

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

Registered Office: IFCI Tower, 61 Nehru Place
New Delhi-110 019
CIN: L74899DL1993GOI053677
Tel: 011-41732000 Fax: 011-26230201
Email: complianceofficer@ifciltd.com
Website: www.ifciltd.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting (AGM) of the Company will be held on **Monday, October 30, 2017 at 10:30 A.M.**, at Auditorium, 1st Floor, IFCI Tower, 61 Nehru Place, New Delhi-110019, for the items of business to be transacted at the 24th 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 Notice calling AGM has been dispatched in time and is available on the website of the company i.e. **www.ifciltd.com**.

The Notice calling 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. The documents pertaining to the items of business to be transacted in the 24th AGM are open for inspection at the registered office of the Company during business hours i.e. 11:00 A.M. to 1:00 P.M., on working days except Saturdays, Sundays and Holidays up to the date of this AGM.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions/ Regulations, as applicable, the Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, October 24, 2017 to Monday, October 30, 2017 (both days inclusive) for the purpose of the 24th 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 placed before the shareholders at the AGM. Kindly refer to the Notice of the AGM with regard to instructions for e-voting. The remote e-voting period commences on Friday, October 27, 2017 at 9:00 A.M. (IST) and ends on Sunday, October 29, 2017 at 5:00 P.M. (IST). The E-voting module shall be disabled by CDSL thereafter. Please note that any person who acquires shares of the company and become member of the Company after dispatch of the Notice, may obtain the login ID and Password for remote e-voting by following the procedures as mentioned in the Notice.

The cut-off date for the purpose of e-voting has been fixed for Monday, October 23, 2017. Those members holding shares either in physical or demat mode as on the cut-off date are entitled to vote through Remote e-voting or voting at the meeting.

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, 2014 (as amended) to act as scrutinizer both at the time of remote e-voting and in the instance of 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 Ltd.
Sd/-
(Rupa Sarkar)
Company Secretary

Place: New Delhi
Date: October 5, 2017

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

पंजीकृत कार्यालयः आईएफसीआई टावर, 61 नेहरु प्लेस
नई दिल्ली-110019
सीआईएनः L74899DL1993GOI053677
फोनः 011-41732000 फैक्सः 011-26230201
ई-मेलः complianceofficer@ifciltd.com
वेबसाइटः www.ifciltd.com

शेयरधारकों को सूचना

एतद्वारा सूचना दी जाती है कि कम्पनी की चौबीसवीं (24वीं) वार्षिक महासभा सोमवार, दिनांक 30 अक्तूबर, 2017 को प्रातः 10:30 बजे सभागार, पहली मंजिल, आईएफसीआई टावर, 61 नेहरु प्लेस, नई दिल्ली-110019 में होगी, जिसमें 24वीं वार्षिक महासभा की कारोबार मदों 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। वार्षिक महासभा आयोजन के नोटिस सहित वार्षिक रिपोर्ट समय पर भेज दी गई है और यह कम्पनी की वेबसाइट अर्थात् **www.ifciltd.com** पर उपलब्ध है।

वार्षिक महासभा के आयोजन का नोटिस सेन्ट्रल डिपाजिटरी सर्विसिज (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। 24वीं 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 अर्थात् प्रातः 11:00 बजे से दोपहर 1:00 बजे तक, शनिवार, रविवार और अवकाश के दिनों को छोड़कर, निरीक्षण के लिए उपलब्ध हैं।

कम्पनी (प्रबन्धन एवं प्रशासन) नियम, 2014 के नियम 10 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 91 और लागू अन्य उपबन्धों/नियमों, जैसा भी लागू हो, कम्पनी के सदस्यों का रजिस्टर और शेयर अन्तरण बहियां कम्पनी की 24वीं वार्षिक महासभा के उद्देश्य से मंगलवार, दिनांक 24 अक्तूबर, 2017 से सोमवार, दिनांक 30 अक्तूबर, 2017 (दोनों दिनों सहित) तक बंद रहेंगी।

कम्पनी (प्रबन्धन एवं प्रशासन) नियम, 2014 (यथासंशोधित) 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 शुक्रवार, 27 अक्तूबर, 2017 को प्रातः 9:00 बजे (आईएसटी) से आरम्भ होगी और रविवार, 29 अक्तूबर, 2017 को सायं 5:00 (आईएसटी) बजे समाप्त होगी। तत्पश्चात् सीडीएसएल द्वारा ई-वोटिंग मॉडयूल बंद कर दिया जाएगा। कृपया नोट करें कि यदि कोई व्यक्ति सूचना के प्रेषण के बाद कम्पनी के शेयर खरीदता है और कम्पनी का 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।

ई-वोटिंग के उद्देश्य से कट-ऑफ तारीख सोमवार, 23 अक्तूबर, 2017 निर्धारित की गई है। जिन सदस्यों के पास कट-ऑफ तारीख के अनुसार भौतिक रूप से या डीमैट रूप से शेयर हैं, वे अपने वोट रिमोट ई-वोटिंग या बैठक में मतदान करने के पात्र होंगे।

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, 2014 (यथासंशोधित) के नियम 20 के उपबन्धों के अनुसार श्री संजय ग्रोवर, प्रैक्टिसिंग कम्पनी सचिव को संवीक्षक के रूप में नियुक्त किया गया है जो रिमोट 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.evoting@cdslindia.com पर ई-मेल भेज सकते हैं।

आईएफसीआई लिमिटेड के लिए
ह./-
(रूपा सरकार)
कम्पनी सचिव

स्थानः नई दिल्ली
दिनांकः 5 अक्तूबर, 2017