

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the shareholders of the Company will be held at 17th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110 019 on Wednesday, September 7, 2016 at 02:00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2016, together with Board of Directors' Report and the Auditors Report thereon;
2. To appoint a director in place of Shri Rajesh Kumar Gupta, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors of the Company and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 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 thereof for the time being in force) M/s. Ponraj & Co., Chartered Accountants, having firm registration number 02672S, appointed by the Comptroller and Auditor General of India (CAG), be and is hereby appointed as the Statutory Auditor(s) of the Company for the financial year 2016-17.

RESOLVED FURTHER THAT M/s. Ponraj & Co., Statutory Auditor(s) of the Company, be paid a fee of Rs. 5,00,000/- (Five lakh Rupees only) in respect of the audit of the Accounts of the company for the year 2016-17, Rs. 60,000/- (Sixty thousand only) in respect of the Limited review for every quarter, Rs. 75,000/- (Seventy five thousand only) for consolidation purpose and Rs.25,000/- (Twenty five thousand only) towards tax audit of the company, plus applicable taxes and such other certification fees as payable from time to time."

AS SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s) if any, the following resolution as a **"Special Resolution"**

RE-APPOINTMENT OF SMT S. USHA AS MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded for re-appointment of Smt S. Usha (DIN: 03567757, residing at New No.6, Old No.14, Parthasarathy Nagar, 10th Street, Adambakkam, Chennai, 600088), as Managing Director of the Company for a further period of one year with effect from April 21, 2016, on the existing terms & conditions of her deputation with liberty to the Board of Directors (herein after referred to as "the Board" which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Smt Usha, subject to such remuneration not exceeding the limit prescribed under Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof;

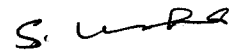
RESOLVED FURTHER THAT the total amount reimbursable to IFCI on account of the salary/allowance/perquisites may be amended from time to time based on the communication received by IFIN from IFCI, subject to all applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid in accordance with the limit prescribed under Schedule V of the Act subject to approval of the Central Government, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the Government departments, as may be required in this regard.

By Order of the Board

For **IFCI Financial Services Limited**



S.Usha

Managing Director

DIN: 03567757

(DIN: 03567757)

New No. 6, Old No. 14,
Parthasarathy Nagar 10th Street,
Adambakkam, Chennai-600 088

Place: Chennai

Date : 16.08.2016

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special business is annexed hereto.
2. **A MEMBER ENTITLED TO VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. CORPORATE MEMBERS ARE REQUESTED TO SEND CERTIFIED COPY OF BOARD RESOLUTION, PURSUANT TO SECTION 89 OF THE COMPANIES ACT, 2013, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.**
3. Members should bring the attendance slip duly filled in for attending the meeting.
4. The relevant documents referred to in the accompanying Notice and the Statement under Section 102(1) will be available for inspection of the members at the registered office of the Company on all working days during business hours, upto the date of ensuing Annual General Meeting.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO.4:

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on April 11, 2014, appointed Smt. S. Usha as Managing Director of the Company for a period of two years with effect from April 21, 2014. The same was approved by the members of the Company by way of Special Resolution at the Annual General Meeting of the Company held on 30.09.2014.

Consequentially, the tenure of Smt. S. Usha as Managing Director came to an end on April 20, 2016. Therefore, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on April 18, 2016, re-appointed Smt. S. Usha as Managing Director of the Company for a further period of one year with effect from April 21, 2016 on the existing terms & conditions of her deputation.

In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to her with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The terms and conditions of the re-appointment, including remuneration, etc., may be amended from time to time based on the communication received by the Company from IFCI Limited, subject to all applicable provisions of the Companies Act, 2013.

The details of Smt. S. Usha as set out below are subject to the approval of the shareholders of the Company under the provisions of 'Secretarial Standard on General Meetings (SS-2)'

A. Age, Qualification & Experience

Smt. S. Usha is 58 years old. She is a Chemistry Graduate from Madras Christian College. She did her CAIIB from Indian Institute of Banking & Finance and MBA (Finance) from Indira Gandhi National Open University.

She started her career with Central Government, Staff Selection Commission of India, Ministry of Home Affairs where she handled various departments like accounts, establishment, Human Resources etc. Later she joined in another Central Government organization in Accountant General's Office, Chennai.

In the year 1982 she joined IFCI Limited and rose to the level of Senior Associate Vice President at IFCI Limited. She successfully handled big portfolio of cases consisting of projects like, Thermal power, Hydro Power, Fertilizers, Hotels, Engineering, Chemical, Textiles etc.

B. Terms and conditions of re-appointment

She is re-appointed as Managing Director of the Company on the existing terms & conditions of her deputation.

C. Details of Remuneration

a) Past Remuneration : Rs. 29,40,972/- per annum.

b) Remuneration proposed: On the existing terms and conditions of her deputation.

D. Date of first appointment on the Board of the Company: 30.08.2013

E. Shareholding in the Company: Nil

F. Relationship with other Directors, Manager and other Key Managerial Personnel of the company: N.A.

G. Number of Meetings of the Board attended during the financial year 2015-16: 4

H. Directorships/Membership/Chairmanship of Committees of other Boards as on March 31, 2016:

S. No.	Names of the Companies/bodies corporate/firms/ association of individuals	Nature of Interest or concern /Change in interest or concern	Share holding	Date on which interest or concern arose/changed
1.	IFIN Securities Finance Limited	Director	01 share	29-08-2013
2.	IFIN Commodities Limited	Director	Nil	03-09-2013
3.	IFIN Credit Limited	Director	01 share	21-04-2014

The Board recommends resolution under Item No.4 to be passed as a Special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company, except Smt. S. Usha.

By Order of the Board
For **IFCI Financial Services Limited**



S. Usha

Managing Director

DIN: 03567757

(DIN: 03567757)

New No. 6, Old No. 14,
Parthasarathy Nagar 10th Street,

Place: Chennai
Date : 16.08.2016

IFCI FINANCIAL SERVICES LIMITED

CIN: U74899DL1995GOI064034

Registered Office: IFCI Tower, 61, Nehru Place, New Delhi - 110 019

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Name of the attending Member (in Block Letters) : _____
Member's Folio/Account Number : _____
Number of Shares held : _____

I hereby record my presence at the 21st Annual General Meeting of the Company held on Wednesday, September 7, 2016 at 02:00 p.m. at 17th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110 019.

Member's/Proxy's Signature

IFCI FINANCIAL SERVICES LIMITED

CIN: U74899DL1995GOI064034

Registered Office: IFCI Tower, 61, Nehru Place, New Delhi - 110 019

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 : U74899DL1995GOI064034
Name of the Company : IFCI FINANCIAL SERVICES LIMITED
Registered Office : Registered Office: IFCI Tower, 61, Nehru Place,
New Delhi - 110 019

Email: cs@ifinltd.in Telephone: 044 2830 6634

Name of the Member(s) :	
Registered Address :	
E mail 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/her

(2) Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him/her

(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 21st Annual General Meeting of the Company, to be held on Wednesday, September 7, 2016 at 02:00 p.m. at 17th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

ORDINARY BUSINESS

1. Receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2016, together with Board of Directors' Report and the Auditors Report thereon.
2. Appoint a director in place of Shri Rajesh Kumar Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
3. Appoint Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS

4. Re-appointment of Smt S. Usha as Managing Director of the Company.

Signed this _____ day of _____ 2016

Signature of the Shareholder

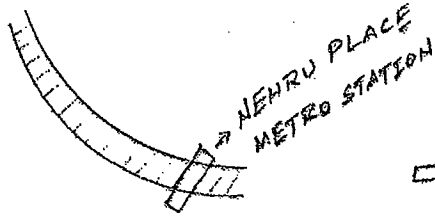
Signature of Proxy holder(s)

Affix
Revenue
Stamp

ROUTE MAP FOR THE VENUE OF 21ST ANNUAL GENERAL MEETING OF IFCI FINANCIAL SERVICES LIMITED

ROUTE MAP

GREATER
KAILASH 2 BLOCK
DISTRICT PARK



□ → LOTUS
TEMPLE

