

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF IFCI LIMITED (IFCI) HELD ON WEDNESDAY, JULY 18, 2012 AT 10.30 AM AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI – 110010

DIRECTORS PRESENT

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|------------------------------|---------------------------|
| 1. Shri Atul Kumar Rai | CEO & Managing Director |
| 2. Shri Shilabhadra Banerjee | |
| 3. Prof. Shobhit Mahajan | |
| 4. Prof. Omprakash Mishra | |
| 5. Shri Prakash P Mallya | |
| 6. Shri S Shabbeer Pasha | Chairman, Audit Committee |
| 7. Shri Sujit K Mandal | Whole Time Director |

Smt. Rupa Sarkar, Company Secretary was also present.

4708 members in person and 110 members through proxies were present at the commencement of the meeting.

Shri Atul Kumar Rai, CEO & MD informed the members that as the Chairman of the Board had conveyed his inability to attend the Annual General Meeting (AGM), hence as per Article 94 of the Articles of Association of the Company, Shri Rai shall act as the Chairman of the Meeting.

Thereafter, he welcomed the members present and after ascertaining the presence of the requisite quorum, called the meeting to order and commenced the proceedings.

He informed the members that the Register of Directors' and Directors' Shareholding and other necessary statutory records were available and open for inspection at the Meeting.

With the consent of the members present, the Notice convening the 19th Annual General Meeting, dated May 14, 2012 was taken as read. The Chairman's speech, copies of which had been circulated amongst the members present at the meeting, was also taken as read.

Thereafter, the agenda item no.1 relating to the Audited Balance Sheet as at March 31, 2012 and the Statement of Profit & Loss Account for the year ended as on that date and the Directors' Report and the Auditors' Report thereon was taken up.



CHAIRMAN'S INITIAL

Company Secretary read out the Auditors' Report on the annual accounts of the Company for the year 2011-12.

The Chairman invited questions from the members. He then provided the information and clarification to the queries raised by them.

Thereafter, the Chairman put to vote the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Balance Sheet of the Company as at March 31, 2012 and the Statement of Profit & Loss Account for the year ended March 31, 2012, together with the Directors' Report and the Auditors' Report thereon, be and are hereby approved and adopted."

Shri Narender Kumar Gupta, member, proposed and Shri Yash Pal Chopra, member seconded the resolution and on show of hands, the resolution was declared by the Chairman as passed unanimously.

2. Next agenda item related to the confirmation of the interim dividend already paid on Preference shares as Final dividend.

The Chairman put to vote the following resolution as an Ordinary Resolution:

"RESOLVED that interim dividend of ₹26,38,431/- (Rupees Twenty six lac thirty eight thousand four hundred and thirty one only) @ 0.1% p.a. on 26,38,43,100 (Twenty six crore thirty eight lac forty three thousand one hundred) number of Outstanding Cumulative Redeemable Preference shares of ₹10 each, as declared by the Board of Directors at their Meeting held on January 19, 2012, be and is hereby declared as final dividend."

Proposed by Shri Harjinder Singh, member and seconded by Shri Madan Lal Wadhwa, member, the resolution was put to vote and on show of hands, was declared by the Chairman, as passed unanimously.

3. The Chairman took up item no. 3 of the agenda relating to the declaration of the dividend on the Equity Shares and put to vote the following as an Ordinary Resolution:

"RESOLVED that final dividend @ 10% i.e. ₹1.00 per share as recommended by the Board of Directors of the Company at their Meeting held on April 18,



CHAIRMAN'S INITIAL

2012 on the paid up equity shares of ₹10/- each, be and is hereby declared as final dividend."

Shri Ravi Shanker Kapoor, member proposed and Shri Navin Chopra, member, seconded the resolution and on show of hands, was declared by the Chairman, as passed unanimously.

4. Agenda item no. 4 pertaining to appointment of a Director in place of Shri P.G. Muralidharan, who was retiring by rotation and being eligible, had offered himself for re-appointment, was taken up for consideration. The following resolution was put to vote by the Chairman as an Ordinary Resolution:

"RESOLVED that Shri P.G. Muralidharan, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Shri Swaran Chopra, member proposed and Shri Ajay Khurana, member, seconded the resolution and on show of hands, was declared by the Chairman, as passed unanimously.

5. Agenda item no. 5 pertaining to appointment of a Director in place of Prof. Shobhit Mahajan, who was retiring by rotation and being eligible, had offered himself for re-appointment, was taken up for consideration. The following resolution was put to vote by the Chairman as an Ordinary Resolution:

"RESOLVED that Prof. Shobhit Mahajan, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Shri Ramesh Chandra Agarwal, member, proposed and Shri Praveen Kumar, member, seconded the resolution and on show of hands, was declared by the Chairman, as passed unanimously.

6. The Chairman took the next Agenda item no. 6 relating to appointment of a Director in place of Shri Prakash P Mallya, who was retiring by rotation. The Chairman informed the members that Shri Mallya had conveyed to the Company his unwillingness to be re-appointed as Director of the Company, hence proposal of his



CHAIRMAN'S INITIAL

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re-appointment stands withdrawn. The members resolved accordingly not to fill up the vacancy caused by the retirement of Shri Mallya.

7. Thereafter, the Chairman took up agenda item no. 7 relating to appointment of Statutory Auditors and put to vote the following resolution as a Special Resolution:

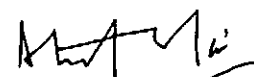
"RESOLVED that pursuant to the provisions of Section 224A, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s Ray & Ray, Chartered Accountants (Registration no. 301072E), be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Auditors M/s Chokshi & Chokshi, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board / Audit Committee of Directors of the Company, in addition to reimbursement of all out of pocket expenses in connection with the audit of the Company."

Shri Shiv Prashad Garg, member proposed the resolution which was seconded by Smt. Priyanka Gupta, member, and on show of hands, was declared by the Chairman as passed unanimously.

8. Since Shri Atul Kumar Rai was interested in the next resolution, with the consensus of the members, Shri Rai requested Prof. Omprakash Mishra, to occupy the Chair. Prof. Mishra then took up the next agenda. The agenda related to appointment of Shri Atul Kumar Rai, as CEO & MD of the Company and the following resolution was put to vote as an Ordinary Resolution.

"RESOLVED that Shri Atul Kumar Rai, who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. June 1, 2012 and who, as per the provisions of Section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act 1956, received a notice from a member, in writing, proposing the candidature of Shri Atul Kumar Rai for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

"RESOLVED FURTHER that in accordance with the provisions of Sections 198, 269, 309, 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, if any, and Article 162 of Articles of Association of the Company, Shri Atul Kumar Rai, be and is hereby re-appointed as CEO and Managing Director of the Company for a period of 5 years effective from June 1, 2012 upto May 31, 2017 on a total remuneration not exceeding ₹2 Crore



CHAIRMAN'S INITIAL

(Rupees Two Crore) per annum and other benefits such as residence, gratuity and provision of Company's car and use of telephone at his residence as per the rules of the Company and as may be decided by the Board (herein after referred to as "the Board" which term shall be deemed to include any Committee, including the HR & Compensation Committee of Directors)".

"RESOLVED FURTHER that notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or its profit are inadequate, the Company shall pay to Shri Atul Kumar Rai, CEO & Managing Director, as per the provisions of Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

"RESOLVED FURTHER that the consent of the Company be and is hereby accorded to the Board to alter and vary the aforesaid terms as to remuneration (including perquisites) within the ceiling limits in that behalf laid down in schedule XIII to the Companies Act, 1956 as in force from time to time."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

Shri Puran Chandra Mudgal, member proposed and Shri Gurcharan Singh, member, seconded the resolution and on show of hands, was declared, as passed unanimously.

Thereafter, Prof Omprakash Mishra handed over the Chair back to Shri Atul Kumar Rai, for taking up the remaining agenda items.

9. Next agenda item related to the proposal for the appointment of Shri Atul Ashok Galande, member, as Director of the Company, as per his notice under section 257 of the Companies Act, 1956. The Chairman informed the members that none of the Directors were in any way concerned or interested in the Resolution. He further informed the members that Shri Galande is a practicing Chartered Accountant since last 21 years and has been working closely with the banking industry in India and overseas. He possesses significant experience of international banking. He had been on the Board of Dena Bank as Shareholders' nominated Director and also has been on Boards of various Companies. He is holding 200 equity shares of IFCI Limited.



CHAIRMAN'S INITIAL

Thereafter the Chairman put to vote the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to notice received under section 257 of the Companies Act, 1956, proposing the candidature of Shri Atul Ashok Galande as Director of the Company, Shri Atul Ashok Galande be and is hereby appointed as a Director of the Company liable to retire by rotation."

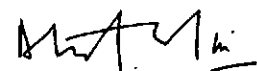
Shri Atul Ashok Galande, member proposed the resolution which was seconded by Smt. Suman Kapoor, member, and on show of hands, was declared by the Chairman as passed with overwhelming majority.

10. Thereafter, the Chairman took the next agenda relating to the proposal for the appointment of Shri Chandan Bhattacharya, as Director of the Company, as per notice received under section 257 of the Companies Act, 1956 given by M/s Dome-Bell Electronics India Pvt. Ltd. The Chairman informed the members that none of the Directors were in any way concerned or interested in the Resolution. He further informed the members that Shri Chandan Bhattacharya carries 40 years of rich experience in the fields of banking, trade and commerce and other matters relating to Financial Sector. He has been closely associated with Commercial and Retail Banking, Capital Market, Merchant Banking, Mutual Fund, Factoring, Insurance, Gilts and Securities Market at the apex level. He was Managing Director of State Bank of India. He has also been Member of Securities Appellate Tribunal. He is at present on the Board of JSW Energy Ltd, HNG Float Glass Ltd., Phoenix ARC Pvt Ltd, JSW Power Trading Co. Ltd., JSW Energy (Ratnagiri) Ltd., Great Offshore Ltd., Liberty Videocon General Insurance Co. Ltd., and BNP Paribas Asset Management India Pvt. Ltd. Shri Bhattacharya does not hold any shares of the Company.

Thereafter the Chairman put to vote the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to notice received under section 257 of the Companies Act, 1956, proposing the candidature of Shri Chandan Bhattacharya as Director of the Company, Shri Chandan Bhattacharya be and is hereby appointed as a Director of the Company liable to retire by rotation."

Shri Yatinder Singh, representing Dome-Bell Electronics India Pvt. Ltd., member proposed the resolution which was seconded by Shri Anil Kumar Chhabra, member, and on show of hands, was declared by the Chairman as passed with overwhelming majority.



CHAIRMAN'S INITIAL

11. The Chairman took the next agenda of the Meeting relating to the notice received from Shri Amit Chahal, member, under section 257 of the Companies Act proposing Shri Vijendra Singh Jafa as candidate for appointment as Director, liable to retire by rotation.

The Chairman informed the members that none of the Directors were in any way concerned or interested in the Resolution. He further informed the members that Shri Jafa, is IAS Retired and has been Chief Secretary, Government of Assam and Chairman, State Electricity Board, among the many senior positions he has held in Government of India and Government of Assam. He has extensive experience in the field of administration, financial management and human resources. At present Shri Jafa does not hold any directorship in any company.

Thereafter, the Chairman put to vote the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to notice received under section 257 of the Companies Act, 1956, proposing the candidature of Shri Vijendra Sing Jafa as Director of the Company, Shri Vijendra Sing Jafa be and is hereby appointed as a Director of the Company liable to retire by rotation."

Shri Amit Chahal, member proposed the resolution which was seconded by Shri Manjeet Singh, member, and on show of hands, was declared by the Chairman as passed with overwhelming majority.

The business of the Meeting having been transacted, the Chairman declared the Meeting as concluded with a vote of thanks to all the members present at the meeting.

Place: New Delhi
Date : July 18, 2012


CHAIRMAN