



INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED

Regd. Office: KRM Tower, 8th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600 031

Corp. Office: Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED will be held on Wednesday, July 27, 2011 at 2.00 p.m. at Tapovan Hall, Chinmaya Heritage Centre, No. 2, 13th Avenue, Harrington Road, Chetpet, Chennai - 600 031, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account and the Cash Flow Statement for the year ended March 31, 2011 and the Reports of the Directors and the Auditors thereon.
2.
 - a) To declare a dividend on equity shares.
 - b) To declare dividend on unlisted Compulsorily Convertible Cumulative Preference Shares @6% for the year ended March 31, 2011.
3. To appoint a Director in place of Dr. Omkar Goswami, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shardul Shroff, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. S. H. Khan, who retires by rotation and being eligible, offers himself for re-appointment.
6. To consider, and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 224, 224A and other applicable provisions, if any, of the Companies Act, 1956, M/s. Deloitte Haskins & Sells, Chartered Accountants having registration No. 117366W issued by the Institute of Chartered Accountants of India, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company, on a remuneration to be fixed by the Board of Directors of the Company, based on the

recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending March 31, 2012.”

SPECIAL BUSINESS

7. Appointment of Mr. Bimal Julka as a Director.

To consider, and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:-

“RESOLVED THAT Mr. Bimal Julka, in respect of whom the Company has received a Notice in writing, from a Member proposing him as a candidate for the office of Director under the provisions of Section 257 of the Companies Act, 1956, and who is eligible for appointment to the office of the Director, be and is hereby appointed as a Director of the Company and who shall be subject to retire by rotation.”

NOTES:

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/proxies are requested to bring their copy of the Annual Report and the Attendance Slips sent herewith, to attend the Annual General Meeting.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

NOTICE (CONTINUED)

5. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the Members at the Annual General Meeting.
6. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the Members at the Registered Office of the Company.
7. The Register of Members and Share Transfer Books will remain closed from July 16, 2011 to July 27, 2011 (both days inclusive).
8. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Scheme (ESOS) is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Share Purchase Scheme) Guidelines, 1999 and in accordance with the resolution of the Members passed at the general meeting, will be available for inspection by the Members at the Annual General Meeting.
9. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be payable on or after July 27, 2011, to those Members whose names appear on the Register of Members as on the close of business hours on July 15, 2011.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updations of savings bank account details to their respective Depository Participants.
11. Pursuant to the requirements on Corporate Governance under Clause 49 of Listing Agreement entered into with stock exchanges, the information about Directors proposed to be appointed/re-appointed is given in the Annexure to the Notice.
12. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep information ready at the Meeting.
13. **Members are requested to communicate their email ids to the Company for registering the same in the Company's records and for submission of any further communication from the Company.**
14. All documents referred to in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days from the date hereof up to the date of the Meeting.
15. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, India.

By order of the Board of Directors

For Infrastructure Development Finance Company Limited

Mahendra N. Shah
Company Secretary

Mumbai, June 13, 2011

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 7

Mr. Bimal Julka, Director General (Currency), Department of Economic Affairs, Ministry of Finance and Additional Secretary to the Government of India, Ministry of Finance, was appointed in place of Mr. G. C. Chaturvedi as an Additional Director of the Company w.e.f. November 8, 2010 in pursuance of the letter No. F No. 10/2/2010- IF-I dated November 2, 2010 of the Department of Financial Services, IF-I Section Ministry of Finance, Government of India. He holds the office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and Article 130 of the Articles of Association of the Company.

The Company has received from a Member, Notice under Section 257 of the said Act alongwith the deposit of ₹ 500/- signifying his intention to propose the name of Mr. Bimal Julka for appointment as a Director of the Company.

Mr. Bimal Julka is an IAS officer and currently holds the position of Director General (Currency), Department of Economic Affairs, Ministry of Finance and Additional Secretary to the Government of India, Ministry of Finance.

The Directors recommend the appointment of Mr. Bimal Julka.

Except Mr. Bimal Julka, none of the Directors of the Company is concerned or interested in the Resolution at Item No. 7.

By order of the Board of Directors

For Infrastructure Development Finance Company Limited

Mahendra N. Shah
Company Secretary

Mumbai, June 13, 2011

Pursuant to Clause 49 of the Listing Agreement with the stock exchanges, following information is furnished in respect of Directors proposed to be appointed/re-appointed.

Particulars	Dr. Omkar Goswami	Mr. Shardul Shroff	Mr. S. H. Khan	Mr. Bimal Julka
Date of Birth	August 29, 1956	October 1, 1955	July 1, 1938	August 27, 1955
Date of Appointment	January 24, 2003	December 1, 1997	February 11, 1998	November 8, 2010
Qualifications	<ol style="list-style-type: none"> 1. M. A. (Economics from the Delhi School of Economics) 2. Ph.D from the Oxford University in 1982 	Bachelor's degree in Law from the Government Law College, Mumbai	<ol style="list-style-type: none"> 1. M. Com from University of Bihar 2. An alumnus of the International Management Development Institute, Lausanne 	Indian Administrative Service Officer
Nature of Expertise	<p>Dr. Goswami taught and researched economics for 18 years at various universities including Oxford University, the Delhi School of Economics and Harvard University. He has been the editor of Business India. He has also served as the Chief Economist of the Confederation of Indian Industry and has been a consultant to the World Bank, the International Monetary Fund, ADB and the OECD. He has authored three books and several research papers on various areas such as economics, policy, bankruptcy laws and corporate finance.</p>	<p>Mr. Shardul Shroff is the Managing Partner of M/s. Amarchand & Mangaldas & Suresh A. Shroff & Co., an Indian law firm. As a corporate attorney for about three decades, he has extensive experience in areas of infrastructure, projects and project finance, privatisation and disinvestment, mergers and acquisitions, joint ventures, banking and finance, capital markets and commercial contracts. He is also an authority on legal matters related to media law, technology law, policy and regulatory practices and corporate governance. He is a member of several committees of the Government of India and has been felicitated with the National Law Day Award in November 2009.</p>	<p>For over 20 years, Mr. S. H. Khan held senior positions at IDBI, having the responsibility for promotion, development and financing of the Indian industry. He was also associated with the promotion of several capital market institutions and has served as Chairman of NSE, NSDL and Credit Analysis and Research Limited in the past. He has served as a director on the Boards of several national financial institutions including LIC, GIC, UTI, IFCL, EXIM Bank and SIDBI.</p>	<p>Mr. Bimal Julka is currently serving as Director General, Currency, Department of Economic Affairs, Ministry of Finance and Additional Secretary to Government of India, Ministry of Finance. He has held several important positions like Resident Commissioner, Government of Madhya Pradesh from April 2009 to July 2010, as a Joint Secretary, Ministry of Defence from December 2004 to March 2009, Commissioner, Gwalior Division, Gwalior (Madhya Pradesh) for the period 2000-2003, Director, Ministry of Civil Aviation for the period 1996-1998, Private Secretary to Union Minister for Human Resource Development for the period 1995-1996, Director, Ministry of Industrial Development. He was awarded Fellowship at the Queen Elizabeth House, Oxford University, UK.</p>

Particulars	Dr. Omkar Goswami	Mr. Shardul Shroff	Mr. S. H. Khan	Mr. Bimal Julka
Directorships held in other public companies	<ol style="list-style-type: none"> 1. Dr Reddy's Laboratories Limited 2. Infosys Technologies Limited 3. Crompton Greaves Limited 4. Ambuja Cements Limited 5. Cairn India Limited 6. Godrej Consumer Products Limited 7. Max New York Life Insurance Company Limited 8. Avantha Power & Infrastructure Limited 9. Max India Limited 	<ol style="list-style-type: none"> 1. Ashok Leyland Limited 2. Jindal Power Limited 3. Hindustan Media Ventures Limited 4. Jubilant Life Sciences Limited 5. Visa Power Limited 	<ol style="list-style-type: none"> 1. Bajaj Auto Limited 2. Bajaj Holdings & Investment Limited 3. Bajaj Finserve Limited 4. Bajaj Allianz Life Insurance Company Limited 5. Bajaj Allianz General Insurance Company Limited 6. ITC Limited 7. Apollo Health Street Limited 	<ol style="list-style-type: none"> 1. Security Printing and Minting Corporation of India Limited
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	<ol style="list-style-type: none"> 1. Dr Reddy's Laboratories Limited 2. Infosys Technologies Limited 3. Crompton Greaves Limited 4. Cairn India Limited 5. Godrej Consumer Products Limited 	<ol style="list-style-type: none"> 1. Hindustan Media Ventures Limited 	<ol style="list-style-type: none"> 1. Bajaj Auto Limited 2. Bajaj Holdings & Investment Limited 3. Bajaj Finserve Limited 4. Bajaj Allianz Life Insurance Company Limited 5. Bajaj Allianz General Insurance Company Limited 6. Apollo Health Street Limited 	NIL
Number of shares held in the Company	NIL	NIL	NIL	NIL



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PROXY FORM

Reg. Folio No. _____ DP ID No. _____ Client ID No. _____ No. of Shares held _____

I/We _____

of (Add.) _____

being a Member/Members of INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED hereby appoint _____

_____ of _____ or failing him _____

as my/our proxy to vote for me/us and on my/our behalf at the **FOURTEENTH ANNUAL GENERAL MEETING** of the Company to be held on the 27th day of July, 2011 and/or at any adjournment thereof.

Signed this _____ day of _____ 2011

Signature _____

For Office Use only
Proxy No. _____ No. of Shares _____
Folio/DP & Client ID No. _____

AFFIX Revenue Stamp of ₹ 1

Note: This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

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ATTENDANCE SLIP

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

14th Annual General Meeting – July 27, 2011

I hereby record my presence at the **FOURTEENTH ANNUAL GENERAL MEETING** of the Company held at Tapovan Hall, Chinmaya Heritage Centre, No. 2, 13th Avenue, Harrington Road, Chetpet, Chennai - 600 031 at 2:00 p.m.

Full name of the Member (IN BLOCK LETTERS) _____

Reg. Folio No. _____ DP ID No. _____ Client ID No. _____ No. of Shares held _____

Full name of Proxy (IN BLOCK LETTERS) _____

Member's / Proxy's Signature _____

