



NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of Tourism Finance Corporation of India Ltd. will be held on Wednesday, the 28th day of September, 2016 at 2.00 p.m., at Mavlankar Hall, Rafi Marg, New Delhi 110001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2016 and the statement of Profit and Loss Account for the year ended March 31, 2016 and the report of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To fix remuneration of the Statutory Auditors of the Company in terms of the provisions of section 139(5) and 142 and other applicable provisions of the Companies Act, 2013 and to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "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), the Audit Committee of Directors of the Company be and is hereby authorised to decide and fix the remuneration of the Statutory Auditor(s) of the Company to be appointed by Comptroller and Auditor General of India (CAG) for the financial year 2016-17, as may be deemed fit.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:
 "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Listing Regulation, Dr. K.B. Nagendra Murthy (DIN:00359864), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on January 22, 2016 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting

and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from January 22, 2016.

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

"RESOLVED THAT Shri Satpal Kumar Arora (DIN:00061420), who was appointed as an Additional Director by the Board of Directors of the Company with effect from March 31, 2016 and who as per the provisions of the Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, whose period of office is liable to determination upon his ceasing to be Managing Director.

RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 161 of the Articles of Association of the Company and such other approvals as may be required and such modification and conditions, if any, which the Board of Directors is hereby authorised to accept, consent of the members, be and is hereby accorded for the appointment of Shri Satpal Kumar Arora (DIN:00061420), as Managing Director of the Company for a period of 3 years from the date of joining office i.e. w.e.f. March 31, 2016 or till he attain the age of 60 years, whichever is earlier, and to the payment of remuneration and other terms and conditions as set out hereunder :

- (i) Pay: Rs.78,000/- p.m.
- (ii) Dearness Allowance: Applicable Central Government Dearness Allowance from time to time.
- (iii) City Compensatory Allowance: Entitlement to City Compensatory Allowance in accordance with the following admissible rate:
 Delhi, Mumbai, Chennai and Kolkata :
 Rs. 300/- per month



- (iv) Housing:
- (a) Rent free furnished accommodation to be provided by the Company. The cost of furniture/ furnishings shall not exceed Rs.3.00 lakh.
Or
In case the stay is in own accommodation or private arrangements are made for stay, then entitled to a compensation comprising 10% of the pay and admissible House Rent Allowance @30% of actual pay drawn p.m. (If the stay is in Delhi).
- (b) Charges incurred for water, electricity and fuel consumed is to be borne by self. The expenditure incurred on providing Security Guards, Servants, Gardner shall be borne by the Company.
- (v) Conveyance: Entitled to free use of the Company's car for official purpose. Journeys from residence to office and back shall be treated as on duty.
- (vi) Travelling, Boarding and Lodging: Actual expenditure to be reimbursed for outstation journeys undertaken for official work, as per rules of TFCI.
- (vii) Medical Benefits: Actual expenses incurred for self and dependent family members, in India. For expenditure to be/incurred relating to treatment abroad, specific approval of the Board will be required.
- (viii) Personal Accident Insurance: Forms part of Group Insurance of the Company, covering accidents also.
- (ix) Leave Travel Concession: Entitled to travel for self and family, by any mode, once in a block of two years for visiting any place in India as per entitled class as applicable for official tour.
- (x) Entertainment: Actual entertainment expenses subject to ceiling of Rs.6,000/- p.a. (membership fee(s) of Club(s) adjustable within the above ceiling).
- (xi) Gratuity: At the rate of half-months' pay for every completed year of service or more than six months of service as MD.
- (xii) Leave: As per Staff Regulations of the Company.
- (xiii) Encashment of Leave on completion of tenure: Entitled to encash Earned Leave at the time of completion of tenure/exit, which may be lying to his credit. The amount of leave salary shall be calculated on the basis of last pay drawn.
- (xiv) Telephone: The Company shall provide telephone at residence for office use. Mobile shall also be provided as per Company's rules.
- (xv) Performance Linked Incentive: As decided by the Board of Directors/ Remuneration & Compensation Committee of Directors, from time to time.
- (xvi) Retirement Fare Concession/Shifting of Household Goods: Single fare journey by entitled Class for self and family and cost of shifting of household goods to hometown at the time of completion of tenure /exit from TFCI.
- (xvii) Reimbursement of Travelling/Transportation Expenses: Entitled to reimbursement of traveling expenses for himself and family members from the place of residence to the place of posting at the time of taking up the board level assignment and similarly from the place of posting to the place where he and his family is to settle down permanently (even if it is other than the declared home town).
- (xviii) Other Perquisites: Other benefits and like amounts to be paid as per rules of TFCI.
- (xix) Provident Fund: Provident Fund will be as per Company rules.
- (xx) Foreign Visits: To be undertaken with the prior approval of the Board.
- (xxi) The Contract of employment can be terminated by either side by giving one month's notice or one month's basic pay in lieu thereof.
- (xxii) Subject to the above, in all other matters, he will be governed by the Staff Regulations of TFCI and other rules and regulations, Administration/HR Circulars and Office Orders, as may be in force from time to time in TFCI.
- RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to compliance of provisions of schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof as in force from time to time.
- RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to fix, increase, alter and to vary the remuneration consisting salary, perquisites, allowance etc. within the ceiling limits in that behalf as laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
- RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Listing Regulation, Justice (Retd.) Ms. Rekha Sharma (DIN: 07541804), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on June 14, 2016 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from June 14, 2016.

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution(s), as Special Resolution(s):

“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 any other applicable laws, consent 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 having made and/or 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 Rs.600 crore (Rupees Six Hundred Crore only) 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.”

By order of the Board of Directors

Date : August 10, 2016
Place : New Delhi

(Sanjay Ahuja)
Company Secretary

Notes:

1. ***A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be valid and effective must be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A BLANK PROXY FORM IS ENCLOSED.***
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. 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 to be transacted at the meeting under item no(s). 5 to 8 are annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In terms of Article 135 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Shri Niraj Agarwal, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends his re-appointment.
5. Brief profile of the Directors proposed to be appointed/re-appointed, is set out in “Information about Directors seeking appointment/re-appointment as mandated in the Listing Regulation” annexed to the notice.
6. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date preferably at least 7 days prior to the date of meeting, to enable the Company to keep the information ready.
7. Members are requested to
 - (a) bring their attendance slip duly filled in along with their copy of annual report to the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
 - (b) note that all correspondence relating to share transfer should be addressed to Registrar & Share Transfer Agents of the Company, MCS Share Transfer Agents Ltd. at F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
 - (c) quote their DP ID No./Client ID No, or folio number in all correspondence.



8. Relevant documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting.
9. (a) The Register of Members and Share Transfer Books for equity shares of the Company will remain closed from September 19, 2016 to September 28, 2016 (both days inclusive).
- (b) The dividend on Equity Shares, if declared at the Meeting, will be paid to those members holding shares
- (i) in physical form, if their names appear in the Register of Members as on September 28, 2016 and
- (ii) in dematerialized/electronic form, the dividend will be paid on the basis of beneficial ownership as per details to be furnished by the Depositories i.e National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business on September 16, 2016
10. Members may please note that for shares in electronic form, bank particulars, registered against their depository accounts, will be used by the Company for payment of dividend. Therefore, they are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in address immediately to the Registrar & Share Transfer Agent(R&TA), M/s MCS Share Transfer Agents Ltd. at F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020
11. Members holding shares in more than one folio in identical order of the names are requested to write to R&TA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
12. Pursuant to the provisions of Section 125 of the Companies Act, 2013(relevant section 205C of the Companies Act, 1956), the amount of dividend remaining unclaimed and unpaid for a period of 7 years from the date of payment is required to be transferred to the Investor Education and Protection Fund (the IEPF) established by the Central Government. 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 the Company. It may be noted that once the unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof.

The due date for transfer of unpaid dividend amount to IEPF for these years are:

Year	Due Date
2008-09	18.10.2016
2009-10	17.10.2017
2010-11	13.10.2018
2011-12	17.08.2019
2012-13	12.10.2020
2013-14	22.10.2021
2014-15(interim)	27.04.2022
2014-15(Final)	21.10.2022
2015-16(Interim)	29.01.2023

13. As per the provisions of the Companies Act, 2013, facility for making nominations is available for shareholders, in respect of shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company.
14. The Securities and Exchange Board of India(SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents M/s MCS Share Transfer Agents Ltd.
15. 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 shall send the copy of the Annual Report along with the notice convening the AGM through e-mail to those members whose e-mail IDs have been provided by them through their DPs/RTAs. The Annual Report is also uploaded on the website of the Company at www.tfciltd.com.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and the Listing Regulation, the Items of Business given in 27th AGM Notice may be transacted through electronic voting system and the Company is providing e-voting facility to the members who are the members as on September 21, 2016 (End of Day) being the "Record Date" fixed for the purpose, to exercise their right to vote at the 27th AGM by electronic means. For the purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating remote e-voting as the authorised agency to provide remote e-voting facilities.



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

- (i) The voting period begins on September 25, 2016 at 9.00 a.m. and ends on September 27, 2016 at 5.00 p.m. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) <ul style="list-style-type: none"> •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. Sequence number is printed on Annual Report’s Envelop. •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. <ul style="list-style-type: none"> • 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 (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.



(xviii) 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.

(xix) 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.

(xx) 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.

The Scrutinizer will scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.tfciltd.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

Important Note:

Tourism Finance Corporation of India Ltd.(TFCI) is a listed company and having more than 1000 shareholders compulsorily required to provide e-voting facility to

members in terms of Section 108 of the Act read with Rule 20 of the Rules and the Listing Regulation, voting by show of hands will not be available to the members at the 27th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

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

ITEM NO. 5

Dr. K.B. Nagendra Murthy (DIN:00359864) was appointed as an Additional Director w.e.f. January 22, 2016. By virtue of Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company and is eligible for reappointment. The Company has received notice in writing along with deposit from a member of the company in terms of Section 160 of the Companies Act, 2013, proposing the candidature of Dr. K.B. Nagendra Murthy for the office of Director at the ensuing Annual General Meeting.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

In order to comply with the provisions of Sections 149(4), (10) & (11) and 152(6) (e) of the Companies Act, 2013 read with the Listing Regulation, it is proposed to formally appoint Dr. K. B. Nagendra Murthy as Independent Director for an initial term of 3 consecutive year w.e.f. January 22, 2016, the date of his appointment in the company.

The Company has received a declaration from Dr. K.B. Nagendra Murthy that he meets with the criteria of independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the Board, Dr. K.B. Nagendra Murthy fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulation. Dr. K.B. Nagendra Murthy is independent of the management.

Brief profile of Dr. K.B. Nagendra Murthy is set out in the “Information about Directors seeking appointment/reappointment as mandated under the Listing Regulation” which is annexed with the notice.

The Board recommends the resolution set out in item no. 5 of the Notice for approval of the members of the Company.

Dr. K.B. Nagendra Murthy is interested in the resolution as it relates to his appointment. None of other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

The Board had appointed Shri Satpal Kumar Arora (DIN:00061420), as an Additional Director and Managing



Director of the Company for a period of 3 years from the date of joining office i.e. w.e.f. March 31, 2016 or till he attain the age of 60 years, whichever is earlier on the terms and conditions as set out in resolution No.6.

By virtue of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Company has received notice in writing along with deposit from a member of the Company in terms of Section 160 of the Companies Act, 2013 proposing the candidature of Shri Satpal Kumar Arora for the office of Director at the ensuing Annual General Meeting. The approval of the members is being sought for the appointment of Shri Satpal Kumar Arora as Managing Director, not liable to retire by rotation and payment of remuneration as set out in Resolution No.6.

Brief profile of Shri Satpal Kumar Arora is set out in the "Information about Directors seeking appointment/reappointment as mandated of the Listing Regulation" which is annexed with the notice. He has more than 35 years of professional experience and has a vast exposure in Finance. He was Executive Director, IFCI Ltd. and was on the board of many companies as Nominee Director. His background would help the company in expanding its business.

The Board recommends the resolution set out in item no. 6 of the Notice for approval of the members of the Company.

Shri Satpal Kumar Arora, is interested in the resolution as it relates its his appointment. None of Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7

Justice (Retd.) Ms. Rekha Sharma (DIN: 07541804) was appointed as an Additional Director w.e.f. June 14, 2016. By virtue of Section 161 of the Companies Act, 2013 she holds office upto the date of ensuing Annual General Meeting of the Company and is eligible for reappointment. The Company has received notice in writing along with deposit from a member of the company in terms of Section 160 of the Companies Act, 2013, proposing the candidature of Justice (Retd.) Ms. Rekha Sharma for the office of Director at the ensuing Annual General Meeting.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

In order to comply with the provisions Sections 149(4), (10) & (11) and 152(6) (e) of the Companies Act, 2013 read with the listing Regulation, it is proposed to formally appoint Justice (Retd.) Ms. Rekha Sharma as Independent Director for an initial term of 3 consecutive year w.e.f. June 14, 2016, the date of her appointment in the company.

The Company has received a declaration from Justice (Retd.) Ms. Rekha Sharma that she meets with the criteria

of independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the Board, Justice (Retd.) Ms. Rekha Sharma fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulation. Justice (Retd.) Ms. Rekha Sharma is independent of the management.

Brief profile of Justice (Retd.) Ms. Rekha Sharma is set out in the "Information about Directors seeking appointment/reappointment as mandated under clause 49 of the Listing Agreement" which is annexed with the notice.

The Board recommends the resolution set out in item no. 7 of the Notice for approval of the members of the Company.

Justice (Retd.) Ms. Rekha Sharma is interested in the resolution as it relates to her appointment. None of other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO.8

As per Section 42 of the Companies Act, 2013 read with the Rules framed there under, 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 in a year for all the offers and invitations made for such NCDs during the year.

Your Company has been raising funds through various sources including raising funds through issuance of bonds/debentures. Your Company has issued non-convertible bonds in the last few years by way of private placement basis as the same is cost-effective and also offers flexibility as compared to public issues.

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 thereunder, to enable the Company to offer or invite subscriptions for securities, including but not limited to bonds and non-convertible debentures upto Rs.600 crore on a private placement basis, in one or more tranches, during the period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time and which shall include any amount borrowed through securities offered on private placement basis and subscribed during the current financial year upto the approval of the shareholders proposed at the Resolution at Item No. 8.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in item No.8 of the Notice, by members of the Company.

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

By order of the Board of Directors

Date : August 10, 2016
Place : New Delhi

(Sanjay Ahuja)
Company Secretary



INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS MANDATED IN SEBI (LODR) REGULATIONS, 2015

Shri Niraj Agarwal

Shri Niraj Agarwal, age 58 years, joined LIC in the year 1984 after completing his Master Degree from the University of Allahabad. He has held many important positions in his career and has worked at the Corporate Office and in three major Zones.

Previously he had worked as CEO of Saudi Indian Company for Co-operative Insurance (SICCI) at Saudi Arabia, General Manager, LIC International at Bahrain, Secretary (Personnel/ Admn.), CO and Sr. Divisional Manager, DO (SSS).

Shri Agarwal has attended several training sessions on management and insurance at prestigious institutes like Asian Institute of Management, Manila, Phillipines, ISB, Hyderabad and NIA, Pune. He is not a director in any other company. He is the chairman of Stakeholder Relationship Committee of the Company. He does not hold shares of the Company.

Shri Satpal Kumar Arora

Shri Satpal Kumar Arora, age 58 years, is a post graduate in Commerce, an Associate member of ICSI and ICMA. He is also law graduate and a Diploma holder in Labour Laws and a certified Associate of Indian Institute of Bankers. He has more than 35 years of professional experience. He was Executive Director, IFCI Ltd. and was on the board of many companies as Nominee Director. He is not a director in any other company as on date. He is member of Stakeholder

Relationship Committee of the Company and does not holds any equity shares of the Company.

Dr. K.B. Nagendra Murthy

Dr. K.B. Nagendra Murthy, age 66 years, is M.Com (Gold Medalist), CAIIB and Ph.d and has over four decades of experience in banking industry. He has rich experience coupled with an in depth knowledge of the Banking Industry from across various markets in India.

He is independent director of Rajapalayam Mills Ltd. He is member of Audit Committee of Rajapalayam Mills Ltd. and member of Nomination and Remuneration Committee, Executive Committee and Wilful Defaulter Review Committee of Tourism Finance Corporation of India Ltd. He does not holds shares of the Company.

Justice (Retd.) Ms. Rekha Sharma

Justice (Retd.) Ms. Rekha Sharma, age 67 years, is a retired judge from Delhi High Court. She studied law at Delhi University and was enrolled as an Advocate with Bar Council of Delhi in 1972. She practiced in Delhi High Court on Constitutional, Civil and Criminal matters and was appointed as Central Government Counsel for Delhi High Court from 1977 to 1988. She was appointed as District & Sessions Judge on 1.10.2004 and elevated as Additional Judge of Delhi High Court on 23.2.2005. She retired on 30.7.2011. She has rich experience coupled with an in depth knowledge of the Law and Judiciary. She is not a director in any other company and does not holds any equity shares of the Company.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and issued circulars stating that the service of notice/documents including Annual Reports can be sent through e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants and in respect of holding in physical mode with the Company/Registrar and Share Transfer Agent of the Company.



Tourism Finance Corporation of India Ltd.

(CIN L65910DL1989PLC034812)

Registered Office: IFCI Tower, 61 Nehru Place, New Delhi-110019

Email: complianceofficer@tfcilt.com website: www.tfcilt.com

Phone: 011-26291151 Fax: 011-26291152

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the registration counter)

DP ID *	
CLIENT ID	
FOLIO NO. *	

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company being held on Wednesday, September 28, 2016 at 2.00 P.M. at Mavlankar Hall, Rafi Marg, New Delhi-110001.

NAME OF THE SHAREHOLDER

NAME OF PROXY #

#To be filled in case proxy attends instead of Shareholder

SIGNATURE OF THE SHAREHOLDER/PROXY*

*Strike out whichever is not applicable

NOTE: NO GIFTS OR COUPONS WOULD BE GIVEN TO THE SHAREHOLDERS FOR ATTENDING THE ANNUAL GENERAL MEETING



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PROXY FORM

NAME OF THE MEMBER(S):

REGISTERED ADDRESS:

E-MAIL ID:

FOLIO NO./CLIENT ID:

DP ID:

I/We, being the member(s) holding shares of the above named company, hereby appoint:

(1) Name: Address:

E-mail Id: Signature:, or failing him/her

(2) Name: Address:

E-mail Id: Signature:, or failing him/her

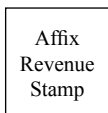
(3) Name: Address:

E-mail Id: Signature:, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on Wednesday, September 28, 2016 at 2.00 P.M. at Mavlankar Hall, Rafi Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions Matter	For	Against
1	To consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2016 and the statement of Profit and Loss Account for the year ended March 31, 2016 and the report of the Board of Directors' and Auditors' thereon.		
2	To declare Dividend on Equity Shares.		
3	To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4	To authorize Audit Committee to fix remuneration of the Statutory Auditors of the Company.		
5	To Appoint Shri K.B. Nagendra Murthy (DIN: 00359864), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from January 22, 2016.		
6.	Appointment of Shri Satpal Kumar Arora (DIN : 00061420 as Managing Director for a Period of 3 years w.e.f. March 31, 2016 or till he attains the age of 60 years whichever is earlier.		
7	To Appoint Justice (Retd.) Ms. Rekha Sharma (DIN: 07541804), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from June 14, 2016.		
8	To approve private placement of bond/debentures etc.		

Signed thisday of 2016



Signature of Shareholder(s)

Signature of proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.**
- For the resolutions, Explanatory Statements and Notes, please refer to the notice of the 27th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in the box before submission.