

A Govt. of India Enterprise

CIN:U67190DL2006GOI144520

Tel.: +91-11-23730270, 23708263-64; Fax: +91-11-23766256, 23730251

Website: www.iifcl.org

Sub: Notice of 12th Annual General Meeting**Dear Sir(s)**

This is to inform that the 12th Annual General Meeting of the members of India Infrastructure Finance Company Limited will be held on Friday 29th day of September, 2017 at Conference Hall*, Department of Financial Services, Ministry of Finance, Government of India, Jeevan Deep Building, Sansad Marg, New Delhi-110001 at 11.30 a.m.

The detailed notice of the meeting, Directors' Report, Secretarial Audit Report, Auditors' Report and Audited Accounts of the Company for the period ended on 31st March, 2017 are attached herewith.

Kindly make it convenient to attend the same.

Thanking you.

Yours sincerely,

For India Infrastructure Finance Company Limited

(Sanjeev Kaushik)

Chairman and Managing Director

DIN No 02842527

Date : 11-09-2017**

TO:

1. Shri Manish Kumar, Under Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi 110001 (Nominated as the representative of the Hon'ble President of India vide Letter No. F. No. 18/6/2013-IF-I) dated 04-09-2017
2. Shri Ashok Kumar Dogra, Deputy Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi 110001
3. Shri Anshuman Sharma, Deputy Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
4. Shri S.R.Mehar, Deputy Secretary, Department of Finance Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
5. Shri Sanjay Kumar, Deputy Secretary, Department of Finance Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
6. Shri Manoj Kumar Mishra, Under Secretary, Department of Finance Services, Ministry of Finance, Govt. of India, Sansad marg, New Delhi-110001
7. Shri V.V.S Kharayat, Under Secretary, Department of Finance Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
8. Shri Soumyajit Ghosh, Under Secretary, Department of Finance Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001

* As per approval granted by Department of Financial Services (DFS), Ministry of Finance (MoF), Government of India Vide Letter No. 18/6/2013-IF-I dated 4 Sept. 2017.

** Department of Financial Services (DFS) Ministry of Finance (MoF) Government of India vide India letter No. F.NO 18/6/2013-IF-I

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWELTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, THE 29TH SEPTEMBER 2017 AT CONFERENCE HALL*, DEPARTMENT OF FINANCIAL SERVICES, MINISTRY OF FINANCE, GOVERNMENT OF INDIA, JEEVAN DEEP BUILDING, SANSAD MARG, NEW DELHI-110001 AT 11.00 A.M.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited standalone financial statements and consolidated financial statements of the company for the financial year ended 31st March 2017, the Reports of the Board of Directors and Auditors thereon.
- 2) To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 139 read with Section 129(4) and other applicable provisions, if any, of the Companies Act, 2013, the appointment of M/s GSA & Associates (DE1177), Chartered Accountant as directed by the office of the Comptroller & Auditor General of India (C&AG) as the Statutory Auditor of the Company for the Financial year 2017-18 vide C&AG letter no. /CAV/COY/CENTRAL GOVERNMENT, IIFCL(1)/15 dated 11th July, 2017, a copy of which has been placed before the Meeting, be & is hereby approved /taken note of.

RESOLVED FURTHER THAT the Board of Directors be & are hereby authorised to fix the terms & conditions and appropriate remuneration of Auditors as may be deemed fit for the Financial Year 2017-18”

SPECIAL BUSINESS:

- 3) **ISSUE OF UNSECURED/SECURED NON- CONVERTIBLE BONDS/DEBENTURES THROUGH PRIVATE PLACEMENT AS PER THE PROVISIONS OF THE COMPANIES ACT,2013 AND RULES MADE THERE UNDER:-**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force) and any other applicable laws including the SEBI (Issue & Listing of Debt Securities) (Amendment) Notification, 2012 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company, SIFTI and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, the Board of Directors of IIFCL be and is hereby authorized to raise funds through Private Placement of Unsecured/Secured Non-Convertible Bonds/Debentures, taxable/tax free/infrastructure bonds/ Offshore INR bonds/any other bonds upto ₹ 4,750 crore during the period of one year commencing from date of passing the special resolution thereof; in one or more tranches, at such terms as may be determined under the guidelines as may be applicable, and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of unsecured/secured non-convertible bonds/debentures, as mentioned above, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the size, class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force."

By Order of the Board of Directors
FOR INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED

Place: **New Delhi**
Date: **11-09-2017****

SANJEEV KAUSHIK
Chairman and Managing Director
DIN: **02842527**

REGISTERED OFFICE

8th Floor, HT House,
18 & 20 Kasturba Gandhi Marg,
New Delhi-110001

* As per approval granted by Department of Financial Services (DFS), Ministry of Finance (MoF), Government of India Vide Letter No. 18/6/2013-IF-I dated 4 Sept. 2017.

** Department of Financial Services (DFS) Ministry of Finance (MoF) Government of India vide India letter No. 18/6/2013-IF-I

ANNEXURE TO NOTICE:

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

ITEM NO. 3: ISSUE OF UNSECURED/SECURED NON- CONVERTIBLE BONDS/DEBENTURES THROUGH PRIVATE PLACEMENT AS PER THE PROVISIONS OF THE COMPANIES ACT,2013 AND RULES MADE THERE UNDER:-

Given the Company's future growth plans, the Board considers it necessary to augment the long term resources of the Company through issuance of Unsecured/Secured Non-Convertible Bonds/Debentures which has better acceptability in the market and is very competitive. In view of the same, the Board of Directors has in its meeting held on 15th May 2017 considered and approved, subject to the approval of shareholders, the resource raising plan of the company to the tune of ₹4,750 Crore (₹2,300 Crore for FY 2017-18 and ₹2,450 Crore (50% of Resource expected to be raised for FY 2018-19) by IIFCL for approval by the shareholders. Thus, the Board of IIFCL is authorized to raise funds through Private Placement of Unsecured/Secured, Non-Convertible Bonds /Debentures taxable/tax free/infrastructure bonds/Offshore INR bonds/ any other bonds upto ₹4,750 Crore during the period of one year commencing from date of passing the special resolution thereof, in one or more tranches, at such terms as terms and conditions as may be finalized by the board or any duly constituted Committee of the board or such other authority as approved by the Board. The NCDs to be issued, from time to time, in terms of the said Resolution will be within the overall borrowing limits as may be approved by shareholders, from time to time, under Section 180(1)(c) of the Companies Act 2013. In terms of Section 42 and 71 of the Companies Act 2013 and Companies (Share Capital and Debentures), Rules 2014 any offer or invitation for subscription of NCDs to be issued by the Company on private placement basis requires prior approval of the shareholders by way of special resolution. Approval of the shareholders will be valid for one year for all the offers or invitations for NCDs to be made during the said year.

The Board of Directors believes that the proposed offer will be in the best interest of the company.

None of the Directors, Key Managerial Personnel (KMP) of the company and their relatives are concerned or interested in the proposed resolution.

Your Directors recommend the resolution at Item No. 3 in the notice for your approval.

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/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business mentioned above is annexed hereto and forms part of the notice.
- 3) Members may also note that the Notice of an AGM will be available on the Company's website www.iifcl.org. The Notice will also be available at the Transferee Company's Registered Office for inspection during the normal business hours on working days.