

Sub: Notice of 11th Annual General Meeting

Dear Sir(s)

This is to inform that the 11th Annual General Meeting of the members of India Infrastructure Finance Company Limited will be held on Friday, the 30th day of September 2016 at IIFCL Board Room, 8th Floor, Hindustan Times House, 18&20, K G Marg, New Delhi at 11.00 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 2016 are attached herewith.

Kindly make it convenient to attend the same.

Thanking you.

Yours sincerely,

For India Infrastructure Finance Company Limited

(S.B.Nayar)
Chairman and Managing Director
(DIN No. 02175871)

TO:

1. Authorised representative on behalf of the Hon'ble President of India
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 Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
5. Shri Sanjay Kumar, Deputy Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
6. Shri Manoj Kumar Mishra, Under Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
7. Shri V.V.S. Kharayat, Under Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001
8. Shri Soumyajit Ghosh, Under Secretary, Department of Financial Services, Ministry of Finance, Govt. of India, Sansad Marg, New Delhi-110001

* *The venue of the meeting was subsequently shifted to Conference Hall, Department of Financial Services, Ministry of Finance, Government of India, Jeevan deep Building, Sansad Marg, New Delhi-110001.*

INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED

(A Govt. of India Enterprise)

CIN:U67190DL2006GOI144520

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

Website: www.iifcl.org

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER 2016 AT IIFCL BOARD ROOM, 8TH FLOOR, HINDUSTAN TIMES HOUSE, 18&20, K G MARG, NEW DELHI AT 11.00 A.M.* TO TRANSACT THE FOLLOWING BUSINESS:-

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 March 31, 2016, the reports of the Board of Directors and Auditors thereon.
- 2) Pursuant to Section 139(5) of Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in General Meeting or in such manner as the company in a General Meeting may determine.

The Members of the Company in the 10th Annual General Meeting held on 30th September 2015 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2015-16. Accordingly, the Board of Directors had fixed audit fee of ₹ 7.2 lacs (Rupees Seven lacs Twenty Thousand only) plus service tax for audit of the standalone annual accounts of the company for the Financial Year 2015-16 and ₹ 1.80 lacs (Rupees One Lac Eighty Thousand only) (plus service tax) @ 25% of the proposed audit fees of ₹ 7.2 lacs (Rupees Seven Lacs Twenty Thousand only) towards audit of consolidated annual accounts of company for the year 2015-16 for the Statutory Auditors aggregated as the Statutory Audit fee of ₹ 9 lakh plus service tax. The Office of the Comptroller and Auditor General of India vide letter no. CA.V/COY/Central Government/IIFCL(1)/372 dated 13th July, 2016, has appointed M/s K.M. Aggarwal & CO. (FRN 000853N), Chartered Accountants as Statutory Auditors of IIFCL for the financial year 2016-17, pursuant to the provision of section 139 of the Companies Act 2013. The members may authorize the Board of Directors to fix an appropriate remuneration of Auditors as may be deemed fit by the Board, for the financial year 2016-17.

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 re-enactment 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 ₹ 10,000 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.

* The venue of the meeting was subsequently shifted to Conference Hall, Department of Financial Services, Ministry of Finance, Government of India, Jeevan deep Building, Sansad Marg, New Delhi-110001.

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 : 8th September 2016

Manjari Mishra
Company Secretary
(Memebership No. F6204)

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

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 in its meeting held on 22nd July 2016 considered and approved, subject to the approval of shareholders, the resource raising plan of the company to the tune of ` 5,500 Crore for FY 2016-17. The Board is authorized to approve the resource raising plan of ` 10,000 Crore [` 5,500 Crore for FY 2016-17 and ` 4500 Crore (50% of Resource expected to be raised for FY 2017-18)] 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 ` 10,000 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 AGM will be available on the Company's website www.iifcl.org. The Notice and all other documents referred to in the Notice will also be available at the Company's Registered Office for inspection during the normal business hours on working days.