

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, THE 29TH NOVEMBER 2013 AT 11.30 A.M. AT IIFCL BOARD ROOM, 8TH FLOOR, HT HOUSE, 18&20, K G MARG, NEW DELHI.

SPECIAL BUSINESS:

1. To consider Special Resolution for increase in the paid-up equity share capital of India Infrastructure Finance Company Limited (IIFCL) u/s 81(1A) of the Companies Act, 1956 by issue of equity to IIFCL on preferential basis :

“RESOLVED THAT in terms of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the provisions of Articles of Association of the Company and subject to the consent concerned authorities and Departments, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “The Board” which term shall be deemed to include any committee of the Board), at its sole discretion, the consent of the Company, be and is hereby, accorded to the Board to create, offer and issue on preferential basis 40,00,00,000 (Forty crore only) equity shares of the company of the face value of ₹10 each.

RESOLVED FURTHER THAT the aforesaid equity shares shall rank pari passu with the existing shares of IIFCL.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company, be and is hereby, authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the issue and allotment of the said equity shares including the power to allot the unsubscribed equity shares, if any, in such manner as may appear to the Board of Directors to be most beneficial to the company.”

By Order of the Board of Directors

FOR INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED

Place: New Delhi
Date: 5th November 2013


RAJEEV MUKHIYA
GENERAL MANAGER-CFO & CS

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

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) **PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- 3) **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE AFORESAID SPECIAL BUSINESS IS ANNEXED HERETO.**

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

The Board vide resolution dated Tuesday 29th October 2013 has approved the proposal of allotment of equity shares and issue of share certificate as contained in the Board Memorandum no. 5/66/2641/2013-14 dated 18th October 2013 (**copy of Board resolution attached herewith**), and recommended passing of the special resolution by the shareholders in the Extraordinary General Meeting as contained in the notice.

IIFCL proposes to allot 40,00,00,000 (Forty crore only) equity shares of the company of the face value of ₹10 each in the name of President of India on behalf of Government of India for ₹400.00 crore received as equity contribution from Government of India vide Department of Financial Services (DFS) letter no. F.No. 6/13/2011-IF-1 dated 7th October 2013 (**copy of letter enclosed herewith**) conveying the sanction of President of India for release of a sum of ₹400,00,00,000/- (Rupees Four Hundred Crore only) as contribution to India Infrastructure Finance Company Limited (IIFCL) during the year 2013-14. On allotment of equity issued on preferential basis the holding of the Government of India would continue to remain 100%.

The allotment of equity shares against amount released for this purpose by the Government of India would strengthen the equity share capital of IIFCL.

The preferential allotment of shares is required to be completed in a period of 60 days from the receipt of share application money on 11th October 2011. Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 further issue of shares can be made after passing special resolution. As such the resolution is proposed to be moved.

None of the Directors is in any way concerned or interested in this resolution.

This resolution is therefore placed, for your approval.