



India Infrastructure Finance Company Limited
(A Government of India Enterprise)
CIN: U67190DL2006G01144520

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, THE 26TH DAY OF SEPTEMBER 2025 AT 11.30 A.M. AT THE 3RD FLOOR, CONFERENCE HALL, DEPARTMENT OF FINANCIAL SERVICES, MINISTRY OF FINANCE, GOVERNMENT OF INDIA, JEEVAN DEEP BUILDING, SANSAD MARG, NEW DELHI-110001 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2025, alongwith Director's Report and Auditor's Report thereon for the period ended on that date.
- 2) To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ***Ordinary Resolution***:-

“RESOLVED THAT the Board of Directors be & are hereby authorised to fix remuneration of Statutory Auditor appointed by the Comptroller and Auditor General of India for the Financial Year 2025 - 26.”

SPECIAL BUSINESS:

- 3) 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 Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and recommendations of Board of Directors of the Company, M/s Akhil Rohatgi & Co., Practicing Company Secretaries (ICSI Registration Code P1995DE072900), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 years (FY 2025-26 to FY 2029-30), on the terms & conditions and remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorized by the Board, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or deemed fit to give effect to this resolution.”

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

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

“RESOLVED THAT pursuant to the provision of Section 42, 71 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Prospectus and Allotment of Securities), Rules 2014 and applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, The Reserve Bank of India Act, 1934 (As amended from time to time), applicable regulations and guidelines, Memorandum & Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, and subject to necessary approvals, permissions, consents and sanctions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) 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, upto Rs. 29,500 crore (Rupees Twenty Nine Thousand Five Hundred Crores only) during the period of one year commencing from date of passing of Special Resolution thereof, 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.

FURTHER RESOLVED THAT for the purpose of giving effect to Private Placement of unsecured/secured nonconvertible 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.

FURTHER RESOLVED THAT the Board of Directors or any duly constituted Committee of the Board or such other authority as approved by the Board 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
FOR INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED

Place: New Delhi
Date: 19th September 2025

Sd/-
RUCHI SINGHAL
General Manager- Company Secretary
Membership No. A17837

REGISTERED OFFICE

India Infrastructure Finance Company Limited
Fifth Floor, Block -2 Plate A & B, NBCC Tower,
East Kidwai Nagar, New Delhi-110023
CIN: U67190DL2006GOI144520
Website: www.iifcl.in

NOTES: -

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect to the business under item no. 3 and 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards- 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment /re-appointment at the Annual General Meeting is also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED AT LEAST 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**
3. Proxy Form(s) and certified copy of the Board Resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company.
4. The explanatory statement pursuant to section 102(1) of the Companies act, 2013 in respect of the aforesaid Special Business to be transacted at the meeting setting out all the material facts relating to the aforesaid business is annexed hereto and forms part of the notice.
5. Members may also note that the Notice of an AGM will be available on the Company's website www.iifcl.in. The Notice and other documents will also be available at the Registered Office of the company for inspection during the normal business hours on working days.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3: APPOINTMENT OF SECRETARIAL AUDITOR :

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor, on the basis of the recommendation of the Board of Directors, for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting.

Accordingly, the Board of Directors of the Company in its meeting held on 19th September, 2025 have recommended the appointment of M/s Akhil Rohatgi & Co., Company Secretaries [Firm Registration Number (P1995DE072900)], as Secretarial Auditor of the Company for a term of five years [FY 2025-26 to 2029-30] at the remuneration of Rs.30,000/- per annum excluding taxes.

M/s Akhil Rohatgi & Co. (a) have confirmed that they are not disqualified to be appointed as Secretarial Auditor and have the requisite experience for the purpose, (b) submitted their consent for conducting the Secretarial Audit for the said period and (c) are peer reviewed in terms of the guidelines issued by the ICSI.

Further, the Company may obtain Secretarial Compliance Report as approved by Board of Directors from M/s Akhil Rohatgi & Co., Company Secretaries as required under SEBI Listing Regulations. None of the Director (s)/ Key Managerial Personnel of the Company are concerned or interested in the resolution.

The Board of Directors recommends the resolution for approval of the Members.

ITEM NO. 4: 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 had in meeting held on 28th March 2025 considered and approved, subject to the approval of shareholders, the resource raising plan of the company to the tune of Rs. 29,500 Crore by IIFCL. 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 Rs. 29,500 Crore during the period of one year commencing from date of passing the special resolution thereof, in one or more tranches, at such 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.

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 and 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. 4 in the notice for your approval.

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

Place: New Delhi
Date: 19th September 2025

Sd/-
RUCHI SINGHAL
General Manager- Company Secretary
Membership No. A17837

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