

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED (IIFCL) WILL BE HELD ON FRIDAY THE 3rd, AUGUST, 2007 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 12th FLOOR, NAURANG HOUSE, 21, KASTURBA GANDHI MARG, NEW DELHI-110001.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Second Audited Balance Sheet as at 31.03.2007 and the Profit and Loss Account for the year ended 31.03.2007 together with the Reports of the Directors and the Auditors and comments of the Comptroller and Auditor General of India thereon.
- 2) Gupta Nanda & Co., Chartered Accountants, who were appointed by the Office of Comptroller & Auditor General of India as Statutory Auditors of IIFCL for the financial year 2006-07 vacate office at the ensuing AGM. The Office of Comptroller & Auditor General of India has not yet proposed another auditor for the ensuing Financial Year 2007-08. On receipt of the said letter of the CAG, the auditor shall be deemed appointed, vide consent granted by the shareholders at this AGM; at a remuneration to be decided by the Chairman and Managing Director, in consultation with the Board of Directors of the Company.

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

Place: New Delhi
Date: 10.07.2007

S. S KOHLI
CHAIRMAN AND MANAGING DIRECTOR

REGISTERED OFFICE

1201-1207, 12th Floor, Naurang House,
21, 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 notice as set out above, is annexed hereto.