

Sub: Notice of 14th Annual General Meeting

Dear Sir(s)/Madam,

This is to inform that the 14th Annual General Meeting of the members of India Infrastructure Finance Company Limited will be held on Friday, the 27th day of September, 2019 at 3.30 p.m.at Conference Hall, Department of Financial Services, Ministry of Finance, Government of India, Jeevan Deep Building, Sansad Marg, New Delhi-110001

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, 2019 are attached herewith.

Kindly make it convenient to attend the meeting

Thanking you.

Yours sincerely,

For India Infrastructure Finance Company Limited

Sd/-

**Manjari Mishra
Company Secretary
(Membership No. F6204)**

Date : 26th September, 2019

Place : New Delhi

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON FRIDAY, THE 27TH DAY OF SEPTEMBER 2019 AT 3.30 P.M. AT 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 standalone financial statements and consolidated financial statements of the company for the financial year ended 31st March 2019, 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 O. P. Tulsyan & Co. Chartered Accountants as the Statutory Auditor of the Company for the Financial year 2019-20 as directed by the office of the Comptroller & Auditor General of India (C&AG) vide C&AG letter no. CA. V/COY/CENTRAL GOVERNMENT, IIFCL (1)/564 dated 2nd August 2019, 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 2019- 20.”

SPECIAL BUSINESS:

- 3) **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:-**

“RESOLVED THAT pursuant to the provision of section 42, 71 and other applicable provisions of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities)

Regulations, 2018, 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”) to borrow funds through offer , issue and allotment of Subordinated Debt qualifying as Tier – II Capital on a private placement basis in the form of unsecured, listed and/or unlisted, Redeemable Non-Convertible Debentures for an amount up to ₹1200 crores (Rupees Twelve Hundred Crores), in one or more tranches.

RESOLVED FURTHER THAT for the purpose of giving effect to any private placement of unsecured, non-convertible bonds/ debentures, the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board be and is hereby authorized to determine the terms of the issue, including the 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, issue size, timing, tenor, coupon/ interest rate(s), premium/ discount, amount of issue, listing, issuing any declaration undertaking required to be included in the Private Placement Offer Letter and to do execute all such acts, deeds and things under any other regulatory requirement for the time being in force.”

By Order of the Board of Directors

For India Infrastructure Finance Company Limited

Sd/-

Manjari Mishra
Company Secretary
Membership No. F6204

Place: New Delhi

Date: 26th September, 2019

REGISTERED OFFICE

Fifth Floor, Block -2 Plate A & B, NBCC Tower,

East Kidwai Nagar, New Delhi-110023

CIN: U67190DL2006GOI144520

Website: www.iifcl.org

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 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto and forms part of the notice.
4. Members may also note that the Notice of an AGM will be available on the Company's website www.iifcl.org. 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 UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to notification dated 18th January 2016 by Ministry of Corporate Affairs, Government of India, Indian Accounting standards (Ind-AS) are applicable to IIFCL for accounting periods beginning from 1st April 2018 onwards with comparatives for the periods ended 31st March 2018.

As per RBI Regulations NBFC-IFC's are required to maintain Capital adequacy of 15%. Further, RBI Regulation requires that Capital Adequacy is maintained as per last audited Balance Sheet.

In order to strengthen capital adequacy, IIFCL proposed to issue Subordinated debt for Tier- II capital during FY 2018 - 19 to ensure maintaining of CRAR of 15% on 31st March 2019. It was estimated that IIFCL would need additional capital of `1200 crore to ensure maintaining of CRAR of around 15%. However, same could not materialize due to unexpected rise in yields and lack of response from LIC (approached for subscription to bonds as sole investor at Gsec + 50 bps).

As per RBI Directions NBFC-IFC's shall maintain a capital adequacy ratio consisting of Tier I and Tier II Capital which shall not be less than 15 percent of its aggregate risk weighted assets. It is expected that Capital Adequacy Ratio (CRAR) as on 31st March 2019 was less than 15%. Further, Government of India has allocated equity infusion of `500 crore in IIFCL during current Financial Year. As per IIFCL's approved Resource Raising plan for FY 2019-20 it is not proposed to raise funds for liquidity purposes. However, to augment capital, it is proposed to raise Subordinated Tier II Bond in FY 2019-20 to the extent of `1200 crore in FY 2019-20 to eligible investors in one or more tranches including Green Shoe option if any.

The Board recommends this resolution for the approval of the members as Special Resolution as contained in the notice.

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. 3 in the notice for your approval.

By Order of the Board of Directors
For India Infrastructure Finance Company Limited

Sd/-

Manjari Mishra
Company Secretary
Membership No. F6204

Place: New Delhi

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