



NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON WEDNESDAY, THE 10TH DAY OF NOVEMBER, 2021* AT 2.30 P.M. THROUGH VIDEO CONFERENCE/OTHER AUDIO-VISUAL MEANS 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 standalone financial statements and consolidated financial statements of the company for the financial year ended 31st March 2021, the Reports of the Board of Directors and Auditors 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 pursuant to Section 139 read with Section 129(4) and other applicable provisions, if any, of the Companies Act, 2013, the appointment of SPMR & Associates (DE2239), Chartered Accountant as the Statutory Auditor of the Company for the Financial year 2021-22 as directed by the office of the Comptroller & Auditor General of India (C&AG) vide C&AG letter no. No./CA. V/COY/CENTRAL GOVERNMENT,IIFCL(1)/437 dated 19th August 2021, 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 2021- 22.”

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 THEREUNDER**

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

* Department of Financial Services (DFS) vide letter no. F.No. 18/6/2013-IF-I dated 9th November 2021 accorded consent to convene the 16th AGM of the shareholders of IIFCL at shorter notice on Wednesday, 10th November 2021 at 2.30 p.m at DFS.

“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) 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. 22,400 crore (Rupees Twenty Two Thousand Four Hundred Crore 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.”

4) ENHANCEMENT OF BORROWING LIMIT APPROVED UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

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 provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the Board to borrow any sum or sums of money from time to time, for the purpose of the Company on such terms and conditions and with or without security as the

Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Banker in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves and security premium, provided however that the total borrowings outstanding any time including the monies already borrowed shall not exceed a sum of Rs. 70,000 crores (Rupees Seventy Thousand Crores Only).

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

Sd/-

Place: New Delhi
Date: 9th November 2021

MANJARI MISHRA
Company Secretary
Membership No. F6204

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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HER 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.**
2. 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.
3. 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.

4. 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.

5. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding on annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars the 16th AGM of the Company is being conducted through VC/OAVM Facility.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) 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 and to enable itself to raise extra budgetary resources as may be allocated by the Government of India, 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 16th March 2021 considered and approved, subject to the approval of shareholders, the resource raising plan of the company to the tune of Rs. 22,400 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. 22,400 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.

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 recommends the resolution at Item No. 3 in the notice for your approval.

ITEM NO. 4: ENHANCEMENT OF BORROWING LIMIT APPROVED UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

The present limits of borrowings (apart from temporary loans from Company's Bankers in the ordinary course of business) is Rs. 60,000 crore vide resolution passed in the Annual General Meeting held on 17th September, 2014 . In order to meet the future increased requirements of funds, which may arise on account of expansion plans/programmes of the Company, the Company may require raising further loans/borrowings from financial institutions, banks and others. Accordingly, it is proposed to increase the borrowing powers of the Board of Directors from the present limits of Rs. 60,000 crore to Rs. 70,000 crore. To secure the borrowing, which the Company may borrow from time to time, the Company may require to create mortgage/charges/hypothecation on all or any of the immovable and movable properties of the Company. Accordingly, it is proposed to obtain consent of the Company in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013.

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

Your Director recommends the resolution at item no. 4 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

Date: 9th November 2021

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