

Subject : Notice of 17th Annual General Meeting

Dear Sir(s)/Madam,

This is to inform that the 17th Annual General Meeting (AGM) of the members of India Infrastructure Finance Company Limited (IIFCL) is scheduled to be held on Wednesday, the 28th day of September 2022* at 1:00 p.m. at 3rd Floor, Conference Room, Department of Financial Services, Ministry of Finance, Government of India, Jeevan Deep Building, Sansad Marg, New Delhi-110001.

The detailed notice of the meeting, Board's Report, Secretarial Audit Report, Auditors' Report, C&AG Comments and Audited Accounts of the Company for the period ended on 31st March, 2022 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

Date: 25th September 2022

Place: New Delhi

* Department of Financial Services (DFS), Ministry of Finance (MoF), Government of India vide letter No. F.No.18/6/2013-IF-I dated 20th September 2022 accorded consent to convene the 17th AGM of the shareholders of IIFCL at shorter notice on Wednesday, 28th September 2022 at 1: 00 p.m at DFS.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED IS SCHEDULED TO BE HELD ON WEDNESDAY, THE 28TH DAY OF SEPTEMBER, 2022* AT 1.00 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 2022, 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 AGARWAL & SAXENA (CR0604), Chartered Accountant as the Statutory Auditor of the Company for the Financial year 2022-23 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)/111 dated 26th August 2022, 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 2022-23.”

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**:

“**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

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to bonds and non-convertible debentures, by way of private placement in one or more tranches, upto ₹ 12700 crore (Rupees Twelve Thousand Seven 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.”

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

Place: New Delhi
Date: 25th September 2022

Sd/-
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 in continuation of its General Circular No.20/2020 dated 05.05.2020, General Circular No.02/2021 dated 13.01.2021, General Circular No.19/2021 dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021 in relation to "Clarification of holding Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means" has allowed companies whose AGMs are due in Year 2022 to conduct their AGM on or before 31st December,2022 in accordance with the requirements laid down in para 3 and para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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 26th May 2022 considered and approved, subject to the approval of shareholders, the resource raising plan of the company to the tune of ₹ 12,700 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 ₹ 12,700 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.

By Order of the Board of Directors

FOR INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED

Place: New Delhi
Date: 25th September 2022

Sd/-
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

BOARD'S REPORT

To

THE MEMBERS OF IIFCL

Your Directors have great pleasure to present the 17th Annual Report on performance of your company for the financial year ended 31st March 2022 along with Audited Standalone Financial statements, Consolidated Financial Statements and report of the auditors, Secretarial Auditor and the Comptroller and Auditor General of India thereon.

FINANCIAL HIGHLIGHTS

Summary of audited financial results of the company for the financial year ended 31st March 2022 is as under:

(₹ Crore)

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Total Revenue	4212	4013
Total Expenditure	3622	3698
Profit before Tax	590	315
Provision For Taxation	76	(30)
Exceptional Items	-	
Net Profit available for Appropriation (Profit after Tax)	514	285
Other Comprehensive Income	0.24	0.49
Net Profit available after appropriation	515	285
Earning per equity share of face value of Rs. 10 each (Weighted Average)	0.51	0.29

Lending Operations

Direct Lending

During 2021-22, with further gross sanction of ₹ 6,201 Crore, the cumulative gross sanctions of the company, under direct lending scheme, increased to ₹1,02,022 Crore to 530 infrastructure projects. The sector-wise distribution of cumulative gross sanctions of your company is as under:

Cumulative Gross Sanctions under Direct Lending (As on 31st March, 2022)

(₹ Crore)

Sector	No. of Projects	Project Cost	Gross Sanctions
Road	292	3,79,771	47,485
Power	155	4,21,197	39,941
Airport	4	33,431	3,719
Port	19	30,727	4,214
Urban Infrastructure	17	55,601	5,264
Railway	3	3,194	639
PMDO*	38	8,602	260
Telecomm	1	3,750	250