

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON WEDNESDAY 17<sup>TH</sup> SEPTEMBER, 2014 AT 11.00 AM AT IIFCL BOARD ROOM, 8<sup>TH</sup> FLOOR, HT HOUSE, 18 & 20, K. G. MARG, NEW DELHI.

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the ninth Audited Balance Sheet as on 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 and the director's report thereon.
- 2) Pursuant to Section 619(2) of Companies Act, 1956, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 224(8) (aa) of the Companies Act, 1956, their remuneration has to be fixed by the Company in Annual General Meeting. The Members of the Company in the 8<sup>th</sup> Annual General Meeting held on Thursday, 20<sup>th</sup> June, 2013 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2013-14. Accordingly, the Board of Directors had fixed audit fee of ₹ 6 lacs (Rupees Six lacs only) plus service tax for audit of the Financial Year 2013-14 and ₹ 1.50 lacs (Rupees One lac fifty thousand only) (plus service tax) @ 25% of the proposed audit fees of ₹ 6 lacs (Rupees Six lacs only) towards audit of consolidated annual accounts of company for the year 2013-14 for the Statutory Auditors aggregated as the Statutory audit fee of ₹ 7.5 lakh plus service tax

The Statutory Auditors of the Company for the year 2014-15 have been appointed by C&AG of India. The members may authorize the Board of Directors to fix an appropriate remuneration of Auditors as may be deemed fit by the Board.

### SPECIAL BUSINESS:

- 3) To consider and, if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT in supersession of resolution passed by the shareholders in its 4<sup>th</sup> Annual General Meeting held on 5<sup>th</sup> August, 2009, the consent of the Company, be and is, hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 or other applicable provisions, if any, of the Companies Act, 2013 for borrowing any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advances or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's investment, assets and/or other properties whether movable or immovable and all or any of the undertakings, of the Company notwithstanding that the money to be borrowed by the Company, apart from working capital borrowings obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital of the Company and its free reserve provided that the total amount up to which the moneys may be borrowed by the Board of Directors outstanding at any time shall not exceed the sum of ₹ 6,00,000,000,000/- (Rupees Sixty Thousand Crore).

RESOLVED FURTHER THAT the Board of Directors, be and are hereby, authorized to do such other acts and deeds as may be necessary for giving effect to this resolution."

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

RAJEEV MUKHIJA  
CHIEF GENERAL MANAGER-CFO & CS

Place: New Delhi

Date: 23<sup>rd</sup> August, 2014

REGISTERED OFFICE

8<sup>th</sup> Floor, HT House, 18 & 20 Kasturba Gandhi Marg, New Delhi-110001

**ANNEXURE TO NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

The present limits of borrowings (apart from temporary loans from Company's Bankers in the ordinary course of business) is ₹ 50,000 crore. 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 ₹ 50,000 crore to ₹ 60,000 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(c) of the Companies Act, 2013.

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

Your Director recommend the resolution at item no. 3 for your approval.

**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 HIMSELF/HERSELF 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 THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**
- 2) The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business mentioned above is annexed hereto and forms part of the notice.