

India Infrastructure Finance Company Limited

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER 2015 AT 11 A.M. AT CONFERENCE HALL, DEPARTMENT OF FINANCIAL SERVICES, MINISTRY OF FINANCE, GOVERNMENT OF INDIA, JEEVAN DEEP BUILDING, SANSAD MARG, NEW DELHI-110001

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the tenth Audited Balance Sheet as on 31st March 2015 and the Profit and Loss Account for the year ended 31st March 2015 and the Director's Report thereon.
- 2) To declare Interim Dividend @ 8% (eight percent) (i.e. ₹0.80 per equity share of face value of ₹10/- each) on the paid-up equity share capital of ₹ 3900 crore amounting to ₹ 282,54,24,658 (Rupees Two Hundred Eighty Two Crores Fifty Four Lacs Twenty Four Thousand Six Hundred and Fifty Eight Only) as Final Dividend during Financial Year 2014-15.
- 3) Pursuant to Section 139(5) of Companies Act, 2013, 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 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in Annual General Meeting.

The Members of the Company in the 9th Annual General Meeting held on 17th September 2014 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2014-15. 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 2014-15 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 2014-15 for the Statutory Auditors aggregated as the Statutory audit fee of ₹ 7.5 lakh plus service tax. The Office of the Comptroller and Auditor General of India General of India, 10, Bahadur Shah Zafar Marg, New Delhi, vide letter no. CA. V/COY/CENTRAL GOVERNMENT, IIFCL (1)/98 Dated 9th July 2015, has appointed M/s K.M. Aggrawal & Co. (DE0320), Chartered Accountants, 36, Netaji Subhash Marg, Darya Ganj, New Delhi-110002, as statutory auditors of IIFCL for the Financial Year 2015-16, pursuant to the provisions of Section 139 of the Companies Act 2013, regarding the appointment of Statutory Auditors in a Government Company. 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:

- 4) **To Convene the Annual General meeting at shorter notice.**

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

“RESOLVED THAT the requisite consent of the shareholders of the Company as per proviso to Section 101(1) of the Companies Act 2013 is accorded to the Notice dated 29th September, 2015 calling for this Annual General Meeting under Section 101(1) of the Companies Act, 2013, at Conference Hall, Department of Financial Services, Ministry of Finance, Government of India, Jeevan Deep Building, Sansad Marg, New Delhi-110001 on 30th September, 2015 at 11 a.m.

- 5) **Merger of Irrigation And Water Resources Finance Corporation Limited(IWRFC) with India Infrastructure Finance Company Limited (IIFCL)**

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

RESOLUTION by the requisite majority as provided under Section 396 of the Companies Act, 1956 read with Circular no. 16 dated 20th April 2011 issued by the Ministry of Corporate Affairs:

“RESOLVED THAT the proposal for merger of Irrigation And Water Resources Finance Corporation Limited (IWRFC) with India Infrastructure Finance Company Limited (IIFCL) as approved by the Board of Directors of IIFCL in its 76th meeting held on 12th May 2015 and subsequently approved by the Board of Directors of IWRFC in its meeting held on 29th June 2015 and approval by the Department of Financial Services (DFS), Ministry of Finance, Government of India vide letter dated 1st June 2014 noting change in appointed date of merger of IWRFC with IIFCL as 1st April 2015 in place of 1st April 2014 & increase in the paid-up equity share capital of transferee company before merger and amalgamated company after merger by ₹ 600 crore (applicable in the scheme of merger due to changes taken place since submission of the draft scheme of amalgamation of IWRFC with IIFCL to DFS on 22nd October 2014) and approving IIFCL's request to cancel 10,23,16,230 equity shares of IWRFC of ₹ 10/- each aggregating to ₹ 102,31,62,300 provided by DFS to IIFCL vide letter dated 21st July 2015, be and is hereby approved.

RESOLVED THAT pursuant to the provisions of Section 396 and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification thereto read with Circular no. 16 dated 20th April 2011 issued by the Ministry of Corporate Affairs, the Memorandum and Articles of Association of the Company (hereinafter referred to as the "Transferee Company" or "Company"), any other applicable provisions of any other law for the time being in force, and any directions, guidelines or regulations, if any, of the Ministry of Corporate Affairs (hereinafter referred to as "MCA"), Central Government and of all other relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of all appropriate authorities, institutions or bodies, if required and to the extent applicable, and subject to such terms and conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Transferee Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee(s) constituted/to be constituted or any other person authorised/ to be authorised by the Board/Committee to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the consent and approval of the Members of the Transferee Company be and is hereby accorded to the amalgamation of Transferee Company with "Irrigation and Water Resources Finance Corporation Limited" (hereinafter referred to as the "Transferor Company") in accordance with a Scheme of Amalgamation (hereinafter referred to as "the Scheme").

RESOLVED FURTHER THAT pursuant to the provisions of Section 396 and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification thereto read with Circular no. 16 dated 20th April 2011 issued by the Ministry of Corporate Affairs and in accordance with the matters stated in the aforesaid Resolution:

The Board be and is hereby empowered and authorised to act jointly with the Board of Directors of the Transferor Company (including any Committee or any person authorized by it), make modifications and alterations to the Scheme including those as may be required or suggested by the relevant authority/authorities and to do all acts, matters, deeds and things and to take all steps and give such directions as may be necessary, expedient, incidental, ancillary or desirable as the Board in its absolute discretion may deem fit for giving effect to the Scheme or for its implementation including any required regulatory applications and negotiation, finalization and execution of any agreements or documents incidental or ancillary to the Scheme and modifications/alterations thereto and also to settle any questions or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and to take all steps which are incidental and ancillary thereto in this connection".

6) To Increase the Authorised Share capital

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

“RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorized share capital of the Company, be and is hereby increased from ₹ 5000,00,00,000/- (Rupees Five Thousand Crores only) divided into 500,00,00,000 Equity Shares of ₹ 10/- each, to ₹ 8000,00,00,000/- (Rupees

