

REQUEST FOR PROPOSALS

ENGAGEMENT OF TRUSTEE, FISCAL PAYING AGENT, REGISTRAR AND PRINTERS FOR INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED (“IIFCL”)

The IIFCL proposes to set up an MTN programme for USD 1 billion. In this regard, Company wishes to appoint the following agencies having experience and expertise in MTN programmes to act and assist IIFCL and its arrangers/dealers appointed for the process of such Offering. The details of work expected is listed below for each category:

I. Trustee:

- Represent the interest of the bondholders
- Review all agreements and documentation
- Amendments to the deal or documentation
- Convene meetings of bondholders
- Maintain security interest in property for bondholders

II. Fiscal Paying Agent:

- Review and comment on all documentation
- Coordination and making due payments of principal and interest to the investors
- Perform all general administrative duties in accordance with the agreement
- Liaison with Clearing Systems
- Handle inquiries from issuer during the life of the bond
- Cancel the bonds upon repurchase or redemption

III. Registrar

- Review and comment on all documentation
- Efficient recordkeeping and payment services
- Monitor transfers of securities from one holder/clearing system to another
- Mark up and down the positions in the Global Notes of the different clearing systems
- Maintain the overall Global Note balances

IV. Printers:

- Distribution of Offer document along with other printed material at unlimited addresses.
- Unlimited alterations per stage as per requirements.
- Initial Draft conversion free of charge.
- Unlimited hardcopy proofs

2. Interested firms are requested to submit their proposal to us by June 15, 2010. Such proposals should contain the following information:

For Technical Bid:

- Capability and previous satisfactory experience in handling at least 2 such assignments of Indian entities (Name & other relevant particulars be indicated along with copy of appointment).

For Financial Bids:

The firms are required to quote:

- Fees for aforesaid relevant services to be rendered for the MTN programme.
- Fees, if any, for first & subsequent draw down of the MTN programme.

For any further clarifications, please contact Mr. K.S. Srivastava, Sr. AGM 011-23730927.
