



INDIA INFRADEBT LIMITED

NOTICE

Notice is hereby given that the Extra-ordinary General Meeting of the Members of India Infradebt Limited (Infradebt/Company) will be held on Friday, February 17, 2017 at 11.00 A.M. , at the Registered Office at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051, to transact the following special business:

1. Issue of Non-Convertible Debentures on private placement basis

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED that pursuant to provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the underlying rules i.e. Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time and such other regulations as may be applicable, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”) to issue Non-Convertible Debentures (hereinafter referred to as “NCDs”) for an aggregate amount not exceeding ₹ 4,000 crores (Rupees Four Thousand crores) in one or more tranches on a private placement basis to one or more banks/financial institutions, mutual funds, other investing agencies, other eligible investors, etc. upon the terms and condition as may be decided by the Board in its absolute discretion during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company as approved by the Members from time to time.

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorised to determine as to when NCDs are to be issued, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, listing on one or more recognised stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things and execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED further that the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies.

RESOLVED further that the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolution.

Place : Mumbai
Date : January 23, 2017

By Order of the Board

Registered Office:
ICICI Bank Towers
Bandra – Kurla Complex
Mumbai – 400 051

Suvek Nambiar
Managing Director & CEO

CIN: U65923MH2012PLC237365

Website: www.infradebt.in

Email: info@infradebt.in

Phone: 022-26536963

Fax: 022-26531259

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 1 set out in the Notice is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF INFRADEBT. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF INFRADEBT, NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (c) Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Extra-ordinary General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to issue Non-Convertible Debentures (NCDs) for an aggregate amount not exceeding ₹ 4,000 crores in one or more tranches on private placement basis for its operations. The NCDs may be secured by a mortgage/charge on the movable and/or immovable properties, present and future of the Company as may be decided by the Board of Directors. These NCDs may be offered for subscription to one or more banks/financial institutions, mutual funds, other investing agencies etc. upon the terms and condition as may be decided by the Board in its absolute discretion.

In terms of the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make offer or invitation for non-convertible debentures on private placement basis subject to the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year. Therefore, it is necessary to pass a special resolution to facilitate Company to issue NCDs in one or more tranche. The approval of Members for issuance of NCDs up to ₹ 4,000 crores will be valid for a period of one year from the date of passing of this special resolution and will be considered as a fresh approval and will supersede the earlier approval obtained at the EGM held on February 25, 2016 for issue of NCDs up to ₹ 3,500 crores.

The Board recommends passing of the Resolution at Item No. 1 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution at Item No. 1.

Place : Mumbai
Date : January 23, 2017

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Route Map

