



INDIA INFRADEBT LIMITED

NOTICE

Notice is hereby given that the Third Annual General Meeting of the Members/Shareholders of India Infradebt Limited (Infradebt/Company) will be held on Thursday, July 23, 2015 at 11.00 am, at the Registered Office at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet at that date together with the Reports of the Directors and Auditors.
2. To appoint a Director in place of Mr. Manish Kumar (DIN: 03502160) who retires by rotation and, being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 301003E), who have been appointed to hold office till conclusion of Fifth Annual General Meeting, be and is hereby ratified at a remuneration to be fixed by the Board of Directors of Infradebt, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of Infradebt for the year ending March 31, 2016.

SPECIAL BUSINESS

4. **Appointment of Mr. Uday Chitale (DIN: 00043268) as an Independent Director**

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

RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Uday Chitale (DIN: 00043268), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to February 22, 2018.

5. Appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as an Independent Director

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

RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mrs. Lalita D. Gupte (DIN: 00043559), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to April 21, 2018.

6. Increase in borrowing powers

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

RESOLVED that in supersession of the resolution passed at the Extra-ordinary General Meeting of the Company held on September 5, 2014 and pursuant to the provisions of the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies on such terms and conditions and with or without security as the Board may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 3,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED further that the Board be and is hereby authorised to do and perform all such acts, deeds and things, as may be necessary and to execute all such documents, instruments and writings as may be required.

7. Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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

RESOLVED that in supersession of the resolution passed at the Extra-ordinary General Meeting of the Company held on September 5, 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any

statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/other instruments of an equivalent aggregate value not exceeding ₹ 3,000 crores together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company under the respective agreements/facility agreements/debenture trust deeds to be entered into by the Company in respect of the said borrowings.

RESOLVED further that the Board be and is hereby authorised to do and perform all such acts, deeds and things, as may be necessary and to execute all such documents, instruments and writings as may be required.

8. 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 (NCDs) for an aggregate amount not exceeding ₹ 2,000 crores in one or more tranches on a private placement basis 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.

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 : July 1, 2015

By Order of the Board

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

Sawankumar Jain
Company Secretary

CIN: U65923MH2012PLC237365

Tel: +91 22 26536963

Fax: +91 22 26531259

Website: www.infradebt.in

Email: info@infradebt.in

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 4 to 8 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 THE 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, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Third Annual General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4:

Mr. Uday Chitale (DIN: 00043268) was appointed as an Additional Director of the Company at the Meeting of the Board of Directors held on February 23, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 (the Act). He holds office as a Director up to the date of the forthcoming Annual General Meeting. In terms of Section 149(6) of the Companies Act, 2013, Mr. Chitale fulfils the criteria of independence, a confirmation of which has been received from him. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years whereas the Articles of Association of Infradebt provides that each Independent Director shall be appointed for a term of three years and upon expiry be eligible for re-appointment as an Independent Director. In compliance with Section 149 of the Act, it is proposed to appoint Mr. Chitale as an Independent Director of the Company to hold office for a term up to February 22, 2018.

The Company has received a notice in writing from a Member of the Company along with the deposit of ₹ 1,00,000/- in accordance with Section 160 of the Act proposing the candidature of Mr. Chitale for the office of Director.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mr. Chitale and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

In the opinion of the Board, Mr. Chitale fulfils the conditions specified in the Act and he is independent of the management.

Save and except Mr. Chitale, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 5:

Mrs. Lalita D. Gupte (DIN: 00043559) was appointed as an Additional Director of the Company at the Meeting of the Board of Directors held on April 22, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 (the Act). She holds office as a Director up to the date of the forthcoming Annual General Meeting. In terms of Section 149(6) of the Companies Act, 2013, Mrs. Gupte fulfils the criteria of independence, a confirmation of which has been received from her. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years whereas the Articles of Association of Infradebt provides that each Independent Director shall be appointed for a term of three years and upon expiry be eligible for re-appointment as an Independent Director. In compliance with Section 149 of the Act, it is proposed to appoint Mrs. Gupte as an Independent Director of the Company to hold office for a term up to April 21, 2018.

The Company has received a notice in writing from a Member of the Company along with the deposit of ₹ 1,00,000/- in accordance with Section 160 of the Act proposing the candidature of Mrs. Gupte for the office of Director.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mrs. Gupte and accordingly recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

In the opinion of the Board, Mrs. Gupte fulfils the conditions specified in the Act and she is independent of the management.

Save and except Mrs. Gupte, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 6 & 7

As per Section 180(1)(c) of the Companies Act, 2013 (the Act), the Board of Directors of a company cannot, except with the consent of the company in general meeting by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company.

Keeping in view the Company's need to borrow funds in future for its operations, the consent of the Members is sought in accordance with the provisions of Section 180(1)(c) of the Act to enable the Board to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 3,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The special resolution under Item No. 6 is to obtain the consent of the Members for this purpose.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution at Item No. 7. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 3,000 crores.

The Board recommends passing of the Resolution at Item No. 6 and 7 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. 6 and 7.

Item No. 8:

The Company proposes to issue Non-Convertible Debentures (NCDs) for an aggregate amount not exceeding ₹ 2,000 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 Board recommends passing of the Resolution at Item No. 8 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. 8.

Place : Mumbai
Date : July 1, 2015

By Order of the Board

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

Sawankumar Jain
Company Secretary

CIN: U65923MH2012PLC237365

Tel: +91 22 26536963

Fax: +91 22 26531259

Website: www.infradebt.in

Email: info@infradebt.in



ATTENDANCE SLIP

INDIA INFRADEBT LIMITED

CIN: U65923MH2012PLC237365

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

Tel: +91 22 26536963 Fax: +91 22 26531259 E-mail: info@infradebt.in

I/We hereby record my/our presence at the Third Annual General Meeting of India Infradebt Limited at ICICI Bank Towers, Bandra – Kurla Complex, Mumbai 400 051, on Thursday, July 23, 2015 at 11.00 am.

Name of the Shareholder/Proxy:

(in Block Letters)

Signature of the Shareholder/Proxy:

Folio No. /DP ID – Client ID



PROXY FORM

INDIA INFRADEBT LIMITED

CIN: U65923MH2012PLC237365

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

Tel: +91 22 26536963 Fax: +91 22 26531259 Email: info@infradebt.in

Name of the member(s):

Registered Address:

E-mail ID:

Folio No./Client ID:

DP ID:

I/We, being the member(s) holding _____ shares of India Infradebt Limited, hereby appoint

1. Name _____ Address _____

E-mail ID _____ Signature _____ or failing him

2. Name _____ Address _____

E-mail ID _____ Signature _____ or failing him

3. Name _____ Address _____

E-mail ID _____ Signature _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third Annual General Meeting of the Company, to be held on Thursday, July 23, 2015 at 11.00 am at the Registered Office at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051 and at any adjournment thereof in respect of such Resolutions as are indicated below:

1. To approve and adopt audited financial statement for the year ended March 31, 2015
2. To appoint Mr. Manish Kumar (DIN: 03502160) who retires by rotation and offers himself for being reappointed
3. Ratification of appointment of statutory auditors for FY2016
4. Ordinary Resolution for appointment of Mr. Uday Chitale (DIN: 00043268) as an Independent Director
5. Ordinary Resolution for appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as an Independent Director
6. Special Resolution for borrowing limits under Section 180(1)(c) of the Companies Act, 2013.

7. Special Resolution for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013.
8. Special Resolution for issue of Non-Convertible Debentures on private placement basis under Section 42 of the Companies Act, 2013.

Signed this ____ day of _____ 2015 Signature of Shareholder _____

Signature of Proxy holder(s) _____

Signature on Revenue Stamp

Route Map

