



INDIA INFRADEBT LIMITED

NOTICE

Notice is hereby given that the Fifth Annual General Meeting of the Members/Shareholders of India Infradebt Limited (Infradebt/Company) will be held on Friday, September 15, 2017 at 11.00 a.m., 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 financial statements for the financial year ended March 31, 2017 together with the Reports of the Directors and Auditors.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Ms. Sadhana Dhamane (DIN: 01062315) who retires by rotation and, being eligible offers herself for re-appointment.
4. To re-appoint S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (registration No. 301003E) as statutory auditors of Infradebt to hold office from the conclusion of this Fifth Annual General Meeting till conclusion of Tenth Annual General Meeting, subject to ratification by the Members every year and fix their remuneration.

SPECIAL BUSINESS

5. 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 February 25, 2016 and pursuant to the provisions of 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 ₹ 20,000 crores (Rupees Twenty Thousand 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.

6. 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 February 25, 2016 and pursuant to the provisions of 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 of the Company, 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 ₹ 20,000 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.

7. 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 ₹ 6,000 crores (Rupees Six 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.

8. Re-appointment of Ms. 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 a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Lalita D. Gupte, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of five years i.e. from April 22, 2018 to April 21, 2023, whose period of appointment shall not be liable to retire by rotation.

9. Re-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 a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Uday Chitale, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby

re-appointed as an Independent Director of the Company to hold office for a period of five years i.e. from February 23, 2018 to February 22, 2023, whose period of appointment shall not be liable to retire by rotation.

10. Re-appointment of Mr. Suvek Nambiar (DIN: 06384380) as Managing Director & CEO

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

RESOLVED that pursuant to the provisions of section 196, 197 and other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, approval of the Company be accorded to the appointment of Mr. Suvek Nambiar (holding DIN 06384380), as the Managing Director & CEO of the Company for a period of five years with effect from November 22, 2017.

RESOLVED further that Mr. Suvek Nambiar, Managing Director & CEO be paid following remuneration effective November 22, 2017 for a period of five years:

Salary

The basic salary being ₹ 833,078 /- per month and to be revised as may be necessary in pursuant to the grant of annual increment as may be approved by the Board of Directors, subject to necessary approvals.

Perquisites and Allowances

In addition to the basic salary, Mr. Nambiar will also be entitled to the perquisites and allowances like house rent allowance or rent free furnished accommodation in lieu thereof, annual performance bonus, long term incentive, fuel and car maintenance reimbursement, medical reimbursement, insurance, leave travel allowance, supplementary allowance, use of one company provided car for official purposes, telephone at residence, club membership, leave encashment, contribution to provident fund, superannuation fund and payment of gratuity and such other perquisites and allowances in accordance with the rules of Infradebt or as may be agreed by the Board of Directors of Infradebt with Mr. Nambiar from time to time.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at the actual cost.

RESOLVED further that the Board or any Committee thereof, may vary or increase the remuneration specified above from time to time to the extent it may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013.

RESOLVED further that for purpose of giving effect to the foregoing resolution, the Board of Directors or any Committee thereof and/or Mr. Ankur Sood, Assistant Vice President – Human Resources or Mr. Gaurav Tolwani, Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable.

11. Amendment to the Articles of Association

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 14 and other applicable provisions of the Companies Act, 2013 and such other requisite approvals as may be required, the Articles of Association of India Infradebt Limited be and is hereby amended as follows:

Modification in following articles (The text in bold has been added):

Article 19.7 (iii)

the power to issue Debentures; the power to borrow moneys otherwise than on Debentures; **the power to consolidate and/or re-issue Debentures.**

Article 22.6

Any bonds, Debentures, Debenture stock or other Securities issued or to be issued by the Company **(including when undertaken as part of re-issuance and/or consolidation of Debentures)** shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Insertion of following new article:

Article 22.4A

The Company may carry out re-issuance and/or consolidation of Debentures on such terms and conditions as may be approved by the Board. The Company may, subject to approval of the Board, undertake all actions as may be necessary to undertake such re-issuance and/or consolidation of Debentures, and for compliance with the terms of relevant statutory norms, including circulars and/or regulations issued by the Securities and Exchange Board of India, Reserve Bank of India and/or other statutory bodies.

RESOLVED further that Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things in connection with the above and other incidental matters relating thereto.

Place : Mumbai
Date : August 23, 2017

By Order of the Board

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

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

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. 5 to 11 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 Fifth Annual General Meeting.
- (d) THE FINAL DIVIDEND IF APPROVED WILL BE PAID TO THOSE SHAREHOLDER WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS ON SEPTEMBER 15, 2017.

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

Item No. 5 and 6:

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 ₹ 20,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The special resolution under Item No. 5 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. 6. 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 ₹ 20,000 crores.

The Board recommends passing of the Resolution at Item No. 5 and 6 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. 5 and 6.

Item No. 7:

The Company proposes to issue Non-Convertible Debentures (NCDs) for an aggregate amount not exceeding ₹ 6,000 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 ₹ 6,000 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 17, 2017 for issue of NCDs up to ₹ 4,000 crores.

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

Item No. 8

The Board of Infradebt at its Meeting held on April 22, 2015 had appointed Ms. Lalita D. Gupte (DIN: 00043559) as an additional Director. The Members at the third Annual General Meeting held on July 23, 2015 approved the appointment of Ms. Gupte as Director of the Company. Ms. Gupte is acting as an independent Director & Chairperson on the Board of Infradebt. The current term of Ms. Gupte as an independent Director will expire on April 21, 2018.

As per Section 149(10) of the Companies Act, 2013 (CA2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. As per Section 149(11) of CA2013, no independent Director shall hold office for more than two consecutive terms, but shall be eligible for appointment after the expiration of three years of ceasing to become an independent Director.

In line with the aforesaid provisions of the CA2013 and in view of long experience in Corporate and Retail Banking, Strategy, Resources, and International Banking, continued valuable guidance to the management adding to Infradebt's performance and Board performance evaluation of Ms. Gupte, it is proposed to re-appoint her as an independent Director on the Board of Infradebt for a period of five years commencing from April 22, 2018. The re-appointment has been proposed in advance as it requires prior approval of the shareholders. The term of Ms. Gupte will expire prior to the AGM to be held in 2018 and accordingly the proposal has been put for approval of shareholders at the AGM to be held in 2017.

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

The Board recommends passing of the Resolution at Item No. 8 of the Notice as a Special Resolution.

Save and except Ms. Lalita D. Gupte, 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.

Item No. 9

The Board of Infradebt at its Meeting held on February 23, 2015 had appointed Mr. Uday Chitale (DIN: 00043268) as an additional Director. The Members at the third Annual General Meeting held on July 23, 2015 approved the appointment of Mr. Chitale as Director of the Company. Mr. Chitale is acting as an independent Director on the Board of Infradebt. The current term of Mr. Chitale as an independent Director will expire on February 22, 2018.

As per Section 149(10) of the Companies Act, 2013 (CA2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. As per Section 149(11) of CA2013, no independent Director shall hold office for more than two consecutive terms, but shall be eligible for appointment after the expiration of three years of ceasing to become an independent Director.

In line with the aforesaid provisions of the CA2013 and in view of rich experience in Accounting and Auditing, Finance and Banking, Business Management, Business Negotiation and Commercial Dispute Resolution, valuable guidance to the management enhancing the Infradebt's performance and Board performance evaluation of Mr. Chitale, it is proposed to re-appoint him as an independent Director on the Board of Infradebt for a period of five years commencing from February 23, 2018. The re-appointment has been proposed in advance as it requires prior approval of the shareholders. The term of Mr. Chitale will expire prior to the AGM to be held in 2018 and accordingly the proposal has been put for approval of shareholders at the AGM to be held in 2017.

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

The Board recommends passing of the Resolution at Item No. 8 of the Notice as a Special Resolution.

Save and except Mr. Uday Chitale, 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. 9.

Item No. 10

The Board of Infradebt at its Meeting held on November 22, 2012, appointed Mr. Suvak Nambiar as Managing Director & CEO effective November 22, 2012 for period of five years. The Members at the first Annual General Meeting held on June 14, 2013 also approved the appointment of Mr. Nambiar for a period of five years effective November 22, 2012. Accordingly, the current term of Mr. Nambiar as Managing Director & CEO will expire on November 21, 2017.

As per Section 196(2) of the Companies Act, 2013 (the Act), no Company shall appoint or re-appoint any person as its Managing Director, whole-time Director or Manager for a term exceeding five years at a time. It also states that no re-appointment shall be made earlier than one year before the expiry of term.

The performance of Infradebt over the last three years of full operations have been in line with expectations. As envisaged, Infradebt has been able to establish a niche in infrastructure takeout financing, primarily in the roads and renewable energy sectors. The overall asset book of Infradebt increased to over ₹ 6,000 crores as of June 30, 2017, with the Return on Equity increasing over 12% during the recently concluded quarter. Infradebt has raised a total of ₹ 5,235 crores of AAA rated long term liabilities through bonds issued to primarily insurance companies, pension funds and provident funds. The Net Worth of Infradebt has increased to about ₹ 790 crores and this increase would facilitate the growth in business as per the Business Plan of Infradebt.

In view of the above performance, it is proposed that Mr. Suvek Nambiar be re-appointed as Managing Director & CEO with effect from November 22, 2017 for a period of five years (as specified in the Articles of Association of Infradebt), subject to such regulatory approvals as may be required. Mr. Nambiar shall not be subject to retirement by rotation during his tenure as Managing Director & CEO of the Company.

The proposal for remuneration of Mr. Suvek Nambiar effective November 22, 2017 has also been put up before the Members for their approval

The Board recommends passing of the Resolution at Item No. 10 of the Notice as a Special Resolution.

Save and except Mr. Suvek Nambiar, 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. 10.

Item No. 11

Securities and Exchange Board of India (SEBI) has issued a circular dated June 30, 2017 on "Specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008".

SEBI vide is aforesaid circular provided that:

1. In respect of private placement of debt securities, a maximum number of 17 International Securities Identification Numbers (ISINs) maturing in any financial year shall be allowed.
2. Out of 17 ISINs maturing in a financial year, a maximum of 12 ISINs maturing per financial year shall be allowed only for plain vanilla debt securities which will include both secured and unsecured debt securities. A maximum of 5 ISINs maturing per financial year shall be allowed only for structured products/market linked debt securities.
3. The provisions of this circular shall be applicable for debt securities issued in the financial year (FY) 2017-18 i.e. after the date of this circular and shall not be applicable to the ISINs maturing in respect of the debt securities issued prior to the FY 2017-18. However, post FY 2017-18, whatever issuances are made by the issuer, the issues shall be grouped and consolidated under the ISIN maturing in the same FY.

The Circular also provided that the issuer shall have a time period of six months from the date of this circular to make an enabling provision in its Articles of Association to carry out consolidation and re-issuance of debt securities. An issuer shall within thirty working days from end of six months from the date of this circular submit a confirmation certificate to Stock Exchanges.

In view of the above requirement of SEBI, it is proposed to amend the Articles of Association to make an enabling provision to carry out consolidation and re-issuance of debt securities.

The Board recommends passing of the Resolution at Item No. 11 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. 11.

Place : Mumbai
Date : August 23, 2017

By Order of the Board

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

Suvek Nambiar
Managing Director & CEO
DIN: 06384380

CIN: U65923MH2012PLC237365

Tel: +91 22 26536963

Fax: +91 22 26531259

Website: www.infradebt.in

Email: info@infradebt.in



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 Fifth Annual General Meeting of the Company, to be held on Friday, September 15, 2017 at 11.00 am at the Registered Office at ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051 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, 2017 together with the report of Directors and Auditors
2. To declare dividend on Equity Shares
3. To appoint Ms. Sadhana Dhamane (DIN: 01062315) who retires by rotation and offers herself for reappointment
4. Re- appointment of statutory auditors from FY2018 to FY2022 to hold office from conclusion of this Fifth AGM till conclusion of the Tenth AGM
5. Increase in borrowing powers

6. Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings
7. Issue of Non-Convertible Debentures on private placement basis
8. Re-appointment of Ms. Lalita D. Gupte (DIN: 00043559) as an Independent Director
9. Re-appointment of Mr. Uday Chitale (DIN: 00043268) as an Independent Director
10. Re-appointment of Mr. Suvek Nambiar (DIN: 06384380) as Managing Director & CEO
11. Amendment to Articles of Association of Infradebt

Signed this ____ day of _____ 2017 Signature of Shareholder _____

Signature of Proxy holder(s) _____

Signature on Revenue Stamp



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 Fifth Annual General Meeting of India Infradebt Limited at the Registered Office at ICICI Bank Towers, Bandra Kurla Complex, Mumbai – 400 051, on Friday, September 15 at 11.00 am.

Name of the Shareholder/Proxy:

(in Block Letters)

Signature of the Shareholder/Proxy:

Folio No. /DP ID – Client ID

Route Map

