



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 Thursday, February 25, 2016 at 11.00 a.m., at the Registered Office at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051, to transact the following special businesses:

1. 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 Annual General Meeting of the Company held on July 23, 2015 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 ₹ 8,000 crores (Rupees Eight 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.

2. 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 Annual General Meeting of the Company held on July 23, 2015 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 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 ₹ 8,000 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.

3. 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 ₹ 3,500 crores (Rupees Three Thousand Five Hundred 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.

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.

4. Payment of profit related commission to Independent Directors

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(9), 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), a profit related commission of ₹ 750,000 be paid to the Independent Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from April 1, 2015, provided however that the aggregate commission paid to all Independent Directors of the Company shall not exceed one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 for or in respect of a financial year.

RESOLVED FURTHER that the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.

5. Re-appointment of Mr. M. D. Mallya (DIN:01804955) 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. M. D. Mallya, 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 26, 2016 to February 25, 2021, whose period of appointment shall not be liable to retire by rotation.

6. Increase in Authorised Share Capital and alteration to Capital Clause of Memorandum of Association

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 Section 13, 61 of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the authorised share capital of the Company be and is hereby increased from ₹ 600,00,00,000/- (Rupees Six Hundred Crore) divided into 30,00,00,000 (Thirty Crore) equity shares of ₹ 10/- (Rupees Ten) each and 30,00,00,000 (Thirty Crore) preference shares of ₹ 10/- (Rupees Ten) each to ₹ 1300,00,00,000/- (Rupees One Thousand and Three Hundred Crore) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 10/- (Rupees Ten) each and 30,00,00,000 (Thirty Crore) preference shares of ₹ 10/- (Rupees Ten) each.

RESOLVED further that the existing Clause V of the Memorandum of Association be and is hereby altered to read as follows:

- V. The authorised share capital of the Company is ₹ 1300,00,00,000/- (Rupees One Thousand and Three Hundred Crore) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 10/- (Rupees Ten) each and 30,00,00,000 (Thirty Crore) preference shares of ₹ 10/- (Rupees Ten) each.

RESOLVED further that Managing Director & CEO of Infradebt, 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 : February 3, 2016

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 Nos. 1 to 6 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 and 2

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 ₹ 8,000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The special resolution under Item No. 1 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. 2. 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 ₹ 8,000 crores.

The Board recommends passing of the Resolution at Item No. 1 and 2 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 and 2.

Item No. 3

The Company proposes to issue Non-Convertible Debentures (NCDs) for an aggregate amount not exceeding ₹ 3,500 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 ₹ 3,500 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 AGM held on July 23, 2015 for issue of NCDs up to ₹ 2,000 crores.

The Board recommends passing of the Resolution at Item No. 3 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. 3.

Item No. 4

The Companies Act, 2013 and dynamic business environment have placed more onerous responsibilities on the Independent Directors. Considering the roles and responsibilities of Independent Directors and with a view to align the remuneration payable to independent directors with the industry standards, it is proposed to pay to all independent directors, an annual profit related commission of ₹ 750,000 for a period of five financial years commencing from April 1, 2015, provided that such remuneration shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 for or in respect of a financial year. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

Accordingly, approval of the Members is sought under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Independent Directors of the Company, for a period of five years commencing from April 1, 2015 as set out in the Resolution at Item No. 4 of the Notice.

The Board recommends passing of the Resolution at Item No. 4 as an Ordinary Resolution.

Save and except the Independent Directors, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

Item No. 5

The Board of Infradebt at its Meeting held on February 26, 2013 had appointed Mr. M. D. Mallya (DIN:01804955) as an additional Director. The Members at the first Annual General Meeting held on June 14, 2013 approved the appointment of Mr. Mallya as Director of the Company. Mr. Mallya is acting as an independent Director on the Board of Infradebt. The current term of Mr. Mallya as an independent Director will expire on February 25, 2016.

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, rich experience, continued valuable guidance to the management and strong Board performance of Mr.

Mallya, 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 26, 2016.

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

The Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

Save and except Mr. Mallya, 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

The present authorised, issued, subscribed and paid-up share capital of the Company is ₹ 600,00,00,000/- divided into 30,00,00,000 equity shares of ₹ 10/- each and 30,00,00,000 preference shares of ₹ 10/- each.

In view of the funding requirement as per the business plan of Infradebt, it is proposed to increase the authorised share capital of Infradebt to ₹ 13,00,00,00,000/- divided into 1,000,000,000 equity shares of ₹ 10/- each and 300,000,000 preference shares of ₹ 10/- each. The increase in authorised share capital will also require consequential amendment to the existing capital clause of Memorandum of Association of Infradebt to reflect the change.

The Board recommends passing of the Resolution at Item No. 6 of the Notice as an Ordinary 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.

Place : Mumbai
Date : February 3, 2016

By Order of the Board

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

Suvek Nambiar
Managing Director & CEO

CIN: U65923MH2012PLC237365

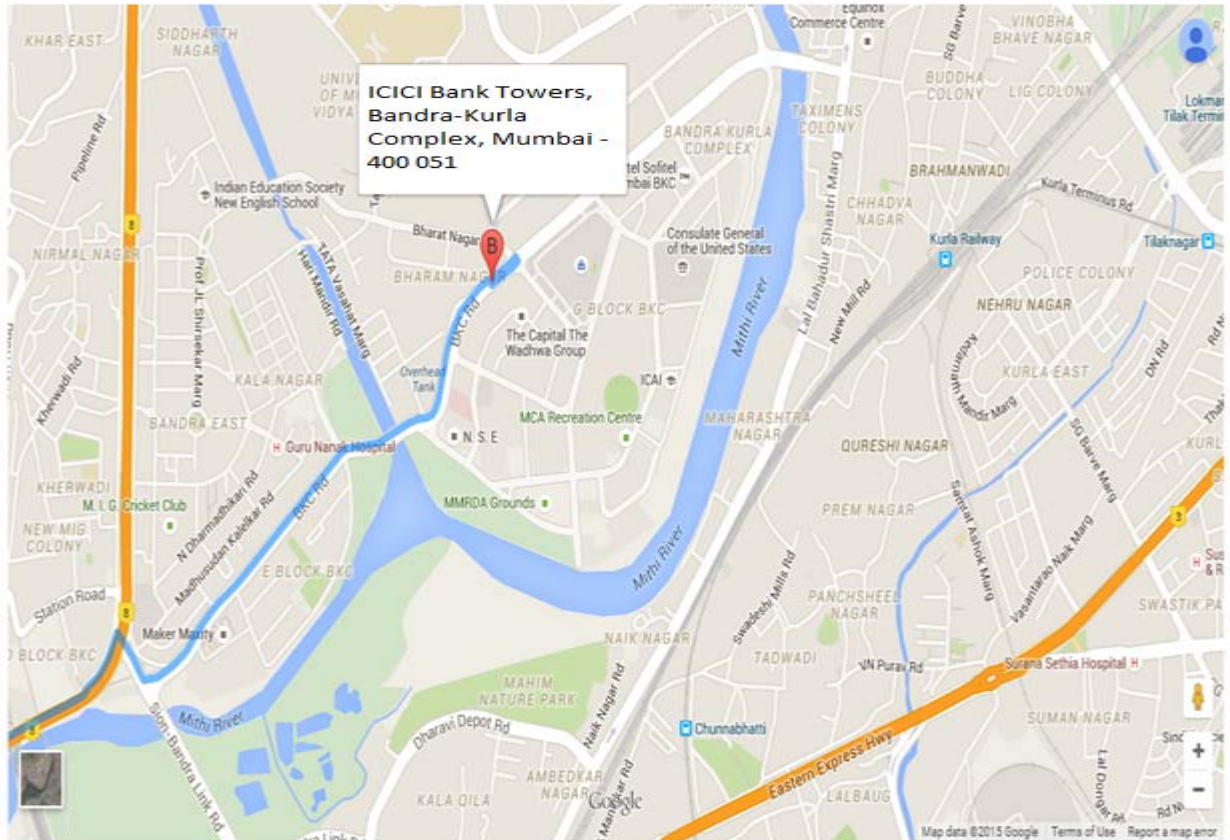
Website: www.infradebt.in

Email: info@infradebt.in

Phone: 022-26536963

Fax: 022-26531259

Route Map





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

PROXY FORM

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 Extra-ordinary General Meeting of the Company, to be held on Thursday, February 25, 2016 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. Special Resolution for borrowing limits under Section 180(1)(c) of the Companies Act, 2013.
2. 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.
3. Special Resolution for issue of Non-Convertible Debentures on private placement basis under Section 42 of the Companies Act, 2013.

4. Ordinary Resolution for payment of profit related commission to Independent Directors
5. Special Resolution for Re-appointment of Mr. M. D. Mallya (DIN:01804955) as an Independent Director
6. Ordinary Resolution for Increase in Authorised Share Capital and alteration to Capital Clause of Memorandum of Association

Signed this ____ day of _____ 2016 Signature of Shareholder _____

Signature of Proxy holder(s) _____

Signature on Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

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 Extra-ordinary General Meeting of India InfraDebt Limited at ICICI Bank Towers, Bandra – Kurla Complex, Mumbai 400 051, on Thursday, February 25, 2016 at 11.00 am.

Name of the Shareholder/Proxy:

(in Block Letters)

Signature of the Shareholder/Proxy:

Folio No. /DP ID – Client ID