



## INDIA INFRADEBT LIMITED

### NOTICE

Notice is hereby given that the Seventh Annual General Meeting (AGM) of the Members/Shareholders of India Infradebt Limited (Infradebt/Company) will be held on Friday, September 20, 2019 at 4.00 p.m., at the Registered Office at India Infradebt Limited, The Capital, 'B' Wing, 1101A, 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, 2019 together with the Reports of the Directors and Auditors.
2. To declare final dividend of ₹ 0.29/share on Equity Shares.
3. To appoint a Director in place of Mr. G. Srinivas (DIN: 01407491) who retires by rotation and, being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS

##### 4. 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 additional aggregate amount not exceeding ₹ 50.00 billion 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 : August 23, 2019

By Order of the Board

Registered Office:  
India Infradebt Limited  
The Capital,  
'B' Wing, 1101A,  
Bandra – Kurla Complex  
Mumbai – 400 051

Suvek Nambiar  
Managing Director & CEO  
DIN: 06384380

**CIN:** U65923MH2012PLC237365

**Tel:** +91 22 68196900

**Fax:** +91 22 68196910

**Website:** [www.infradebt.in](http://www.infradebt.in)

**Email:** [info@infradebt.in](mailto:info@infradebt.in)

**NOTES:**

- (a) The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item No. 4 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.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal or must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

- (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 Seventh AGM.
- (d) Details of Director retiring by rotation and/or seeking re-appointment at the ensuing Meeting is provided in the "Annexure I" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
- (e) The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the AGM Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the AGM and during the continuance of the AGM.
- (f) The final dividend if approved will be paid to those Shareholder whose names appear on the register of Members on September 20, 2019.
- (g) The Annual Report for the Financial Year 2018-19 and AGM Notice will also be available on the website of the Company [www.infradebt.in](http://www.infradebt.in).

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

### **Item No. 4:**

The Company proposes to issue Non-Convertible Debentures (NCDs) for an additional aggregate amount not exceeding ₹ 50.00 billion, 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, and contribution may be made by the promoters either as part of the offer or separately in furtherance of objects. The NCDs may be issued from time to time at a rate upto 300 basis points (bps) above the rates prevailing for risk free instruments as represented by the respective tenor rupee sovereign bonds for issuances in rupee market and at a price as may be decided by the Board in its absolute discretion. The justification of pricing is based on past experience and on basis on pricing of similar rated entities in the market. Subject to consent of the members, the Board has approved the issuance of such NCDs at its meeting held on April 24, 2019.

In terms of the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180 i.e. the aggregate of the paid up share capital, free reserves and securities premium of the company, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year. The existing borrowings of the Company have exceeded the limit under Section 180(1)(c) of the Act, hence it is necessary to pass a special resolution under Section 42 of the Act to facilitate Company to issue NCDs in one or more tranche. The approval of Members for issuance of NCDs up to ₹ 50.00 billion 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 Annual General Meeting held on September 17, 2018 for issue of NCDs up to ₹ 80.00 billion.

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

Place : Mumbai  
Date : August 23, 2019

By Order of the Board

Registered Office:  
India Infradebt Limited  
The Capital,  
'B' Wing, 1101A,  
Bandra – Kurla Complex  
Mumbai – 400 051

Suvek Nambiar  
Managing Director & CEO  
DIN: 06384380

**CIN:** U65923MH2012PLC237365

**Tel:** +91 22 68196900

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**Website:** [www.infradebt.in](http://www.infradebt.in)

**Email:** [info@infradebt.in](mailto:info@infradebt.in)

**ANNEXURE I TO THE NOTICE DATED AUGUST 23, 2019**

**DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING  
(pursuant to clause 1.2.5 of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India)**

|  |   |
|--|---|
| <b>Name of Director</b>  | Mr. G. Srinivas   |
| <b>Age</b>   | 52 years  |
| <b>Qualifications</b>  | Mr. G Srinivas holds a degree in Electrical Engineering from Indian Institute of Technology, Chennai and Post Graduate Diploma in Management from Indian Institute of Management, Lucknow.  |
| <b>Experience (including expertise in specific functional area) / Brief Resume</b>                 | Mr. G Srinivas is the Chief Risk Officer at ICICI Bank, Mumbai, responsible for risk management pertaining to credit, market, operational risk & risk reporting across domestic and international operations, risk analytics and Basel implementation. Mr. Srinivas has about 25 years' experience in financial services sector and with ICICI Group, primarily in the area of risk management. |
| <b>Terms and Conditions of Appointment / Re-appointment</b>  | Appointed as a Nominee Director liable to retire by rotation.   |
| <b>Remuneration last drawn (including sitting fees, if any) / Remuneration proposed to be paid</b> | Nil   |
| <b>Date of first appointment on the Board</b>  | January 22, 2018  |
| <b>Shareholding in the Company as on March 31, 2019</b>  | Nil   |
| <b>Relationship with other Directors / Key Managerial Personnel</b>                                | Not related to any Director / Key Managerial Personnel  |
| <b>Number of meetings of the Board attended during the year (FY2019)</b>                           | Five out of Five Meetings   |
| <b>Directorships of other Boards as on March 31, 2019</b>  | Scindia Steam Navigation Company Limited  |
| <b>Membership / Chairmanship of Committees of other Boards as on March 31, 2019</b>                |   |



**PROXY FORM**

**INDIA INFRADEBT LIMITED**

CIN: U65923MH2012PLC237365

Registered Office: India Infradebt Limited, The Capital, 'B' Wing, 1101A, Bandra-Kurla Complex, Mumbai – 400 051

Tel: +91 22 68196900 Fax: +91 22 68196910 Email: [info@infradebt.in](mailto: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 Seventh Annual General Meeting of the Company, to be held on Friday, September 20, 2019 at 4.00 p.m. at the Registered Office at India Infradebt Limited, The Capital, 'B' Wing, 1101A, 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, 2019 together with the report of Directors and Auditors.
2. To declare final dividend of ₹ 0.29/Share on Equity Shares.
3. To appoint Mr. G. Srinivas (DIN: 01407491) who retires by rotation and offers himself for reappointment.

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

Signed this \_\_\_\_ day of \_\_\_\_\_ 2019      Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

|                                     |
|-------------------------------------|
| Signature<br>on<br>Revenue<br>Stamp |
|-------------------------------------|





**ATTENDANCE SLIP**

**INDIA INFRADEBT LIMITED**

CIN: U65923MH2012PLC237365

Registered Office: India Infradebt Limited, The Capital, 'B' Wing, 1101A, Bandra-Kurla Complex, Mumbai – 400 051

Tel: +91 22 68196900 Fax: +91 22 68196910 E-mail: [info@infradebt.in](mailto:info@infradebt.in)

I/We hereby record my/our presence at the Seventh Annual General Meeting of India Infradebt Limited at : India Infradebt Limited, The Capital, 'B' Wing, 1101A, Bandra Kurla Complex, Mumbai – 400 051, on Friday, September 20, 2019 at 4.00 p.m..

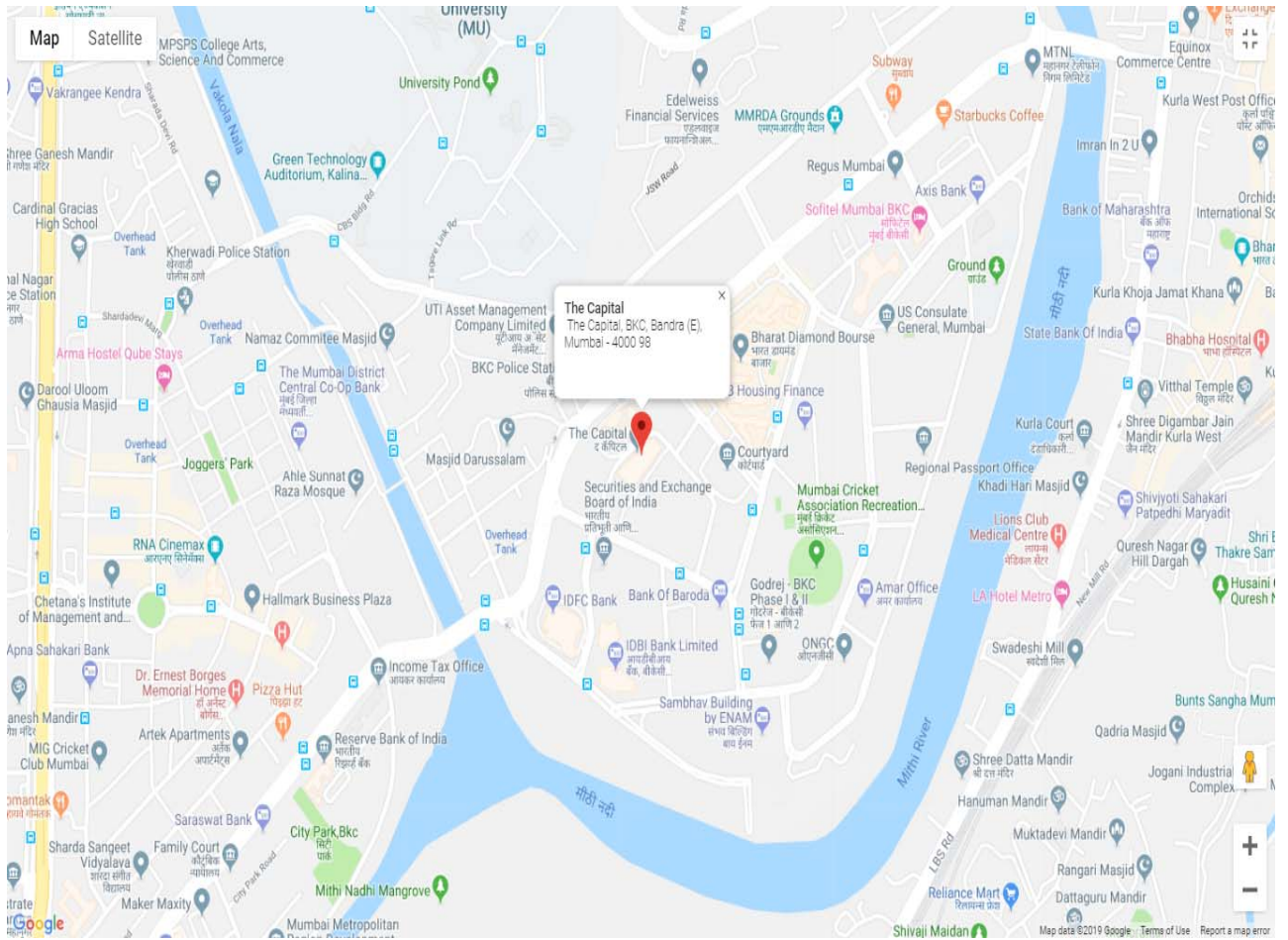
Name of the Shareholder/Proxy: .....

(in Block Letters)

Signature of the Shareholder/Proxy: .....

Folio No. /DP ID – Client ID .....

## Route map to the venue of Annual General Meeting



Prominent Landmark — The Capital