

IDFC INFRASTRUCTURE FINANCE LIMITED

(Formerly "IDFC Infrastructure Debt Fund Limited")

Reg Office: IDFC Limited, Naman Chambers, C-32, G-Block, Bandra Kurla Complex, Bandra (East),
Mumbai 400 051; Telephone: -022 4222 2000, Fax: 022 2654 0354, Email: info@idfcidf.com

CIN U67190MH2014PLC253944

NOTICE TO MEMBERS

Notice is hereby given that the Fourth Annual General Meeting of the Members of IDFC Infrastructure Finance Limited will be held at the 6th Floor, Room No. 1, IDFC Limited, Naman Chambers, C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 on **Friday, June 9, 2017 at 11.00 a.m.** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pavan Kaushal (DIN: 07117387) 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(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, Price Waterhouse & Co LLP, Chartered Accountants (FRN 304026E/E300009) ("PWC") be and are hereby appointed as the Statutory Auditors of the Company, in place of Deloitte Haskins & Sells LLP, Chartered Accountants having ICAI Firm Registration Number-117366W/W-100018, for a period of five (5) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 9th Annual General Meeting of the Company to be held for FY 2022, subject to ratification by the Members at every Annual General Meeting till the 8th Annual General Meeting, on a remuneration to be fixed by the Board of Directors of the Company, 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 the Company."

Special Business

4. To consider, and if thought fit, to pass, with or without modification(s), the following as a **Ordinary Resolution**:

"RESOLVED THAT Mr. Suresh Menon (DIN – 00737329) who had been appointed as an Additional Director of the Company and who in terms of Section 161 of the Companies Act, 2013 holds office as an Additional Director as a Nominee of Housing Development Finance



Corporation Limited (HDFC Ltd.), and for the appointment of whom the Company had received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company as a Nominee of HDFC Ltd. till 7th(Seventh) Annual General Meeting of the Company, who shall be liable to retire by rotation ."

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Suresh Menon be paid such sitting fees as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Sadashiv S. Rao, CEO of the Company, Mr. Mahendra N. Shah and Mr. Amol Ranade, Company Secretary of the Company be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

5. To consider, and if thought fit, to pass, with or without modification(s), the following as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013, Ms. Ritu Anand (**DIN - 05154174**), in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose Ms. Ritu Anand as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of two consecutive years commencing from April 24, 2017 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Ritu Anand be paid such sitting fees as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Sadashiv S. Rao, CEO of the Company, Mr. Mahendra N. Shah and Mr. Amol Ranade, Company Secretary of the Company be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

6. To consider, and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42 & 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to all the applicable laws and regulations, SEBI (Issue and Listing of Debt Securities) Regulations, 2008; Foreign Exchange Management Act, 1999; the Reserve Bank of India Act, 1934 (including any amendment, modification, variation or re-enactment thereof), Articles of Association, the consent of the Company be and is hereby accorded to borrow from time to time, by issuance of Non-Convertible Securities, including but not limited to Non-Convertible Debentures ("**NCDs**") and



Commercial Papers ("CPs"), on Private Placement basis, with a view to augment the business of the Company, upto an amount not exceeding Rs.20,000 crore (Rupees Twenty Thousand Crore only), outstanding at any point of time, under one or more shelf disclosure documents, on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board and/or Finance Committee of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form/placement documents/offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration and expenses relating thereto and for all other related matters and with power on behalf of the Company to settle all questions, difficulties and doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

RESOLVED FURTHER THAT any of the Directors of the Company, Mr. Sadashiv S. Rao, CEO of the Company and Mr. Mahendra N. Shah or Mr. Amol Ranade, Company Secretary of the Company be and are hereby severally authorized to inform about the above to the statutory/ regulatory authority/ies and to file requisite forms and returns with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

By order of the Board of Directors

Amol A. Ranade
Company Secretary

Mumbai
May 29, 2017



NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY COMPLETED, SIGNED AND STAMPED PROXY/PROXIES WILL BE CONSIDERED VALID.**
- b. 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.

- c. 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.
- d. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.



Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out all material facts:

Item No 4

Appointment of Non-Executive Director as Nominee of HDFC Limited (Investor)

Mr. Suresh Menon was appointed as an Additional, Non-Executive Director under the category of Nominee of the Investor (HDFC Ltd.) w.e.f. November 18, 2016.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member along with a deposit of Rs. 1,00,000/- proposing the candidature of the Mr. Suresh Menon as Non- Executive Director under the category of Nominee of the Investor(HDFC Ltd.)

The Board considers that his continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail the services of the aforesaid Director.

Mr. Suresh Menon is proposed to be appointed as NED till 7th (Seventh) Annual General Meeting of the Company.

Except Mr. Suresh Menon, none of Directors or their relatives is in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of the Ordinary Resolutions as contained in the Notice.

Item No 5

Appointment of Ms. Ritu Anand as an Independent Director of the Company

Ms. Ritu Anand was appointed as an additional director under the category of Non-Executive Director (NED) on October 28, 2015 and thereafter her appointment was also confirmed as a NED at the 3rd AGM held of the Company on September 26, 2016 . Ms. Ritu Anand was in services of IDFC Limited (ultimate holding company) till May, 2013. As per provisions of the section 149(6)(e) of the Companies Act, 2013 a person cannot be appointed as an Independent Director of the Company who holds the position of employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year ("Cooling Period") in which he/she is proposed to be appointed. Since Cooling Period is over, she was appointed as an Independent Director ("ID") of the Company w.e.f. April 24, 2017 by the Board of Directors of the Company at its meeting held on April 24, 2017.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member along with a deposit of Rs. 1,00,000/- each, proposing the candidature of Ms. Ritu Anand for the office of ID.

Ms. Ritu Anand have given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Qualification of



Directors) Rules, 2014 along with their affirmance to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013.

In the opinion of the Board, Ms. Ritu Anand fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and she is Independent of the Management.

The Board considers that her continued association as an Independent Director would be of immense benefit to the Company and it is therefore desirable to continue to avail the services of the aforesaid Director.

Ms. Ritu Anand is proposed to be appointed as ID to hold office with effect from April 24, 2017 and she shall not be liable to retire by rotation.

Except Ms. Ritu Anand, none of Directors or their relatives is in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of the Ordinary Resolution as contained in the Notice

Item No 6

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue securities on Private Placement (PP) basis. Every proposed offer of securities or invitation to subscribe to securities on PP basis requires prior approval of Members of the Company by way of Special Resolution. However, in case of offer/ issuance of Non-Convertible Debentures (NCDs), passing of a Special Resolution by the Members for all such offers/ invitation for such debentures, once in a year is sufficient. Last approval on such offers/invitation for such debentures from Shareholders was taken at its Extra Ordinary General Meeting held on June 10, 2016. In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to seek approval of the Members for borrowing, from time to time, by issuance of NCDs, on PP basis, up to an amount not exceeding Rs. 20,000 crore (Rupees Twenty Thousand Crore only), outstanding at any point of time. The said limit of Rs. 20,000 crore (Rupees Twenty Thousand Crore only) shall be within the overall borrowing limit as approved by the Members at the EGM held on August 5, 2015 under Section 180(1)(c) of the Companies Act, 2013.

As per definition of "Debenture" provided in the Companies Act, 2016, Debentures includes Debenture Stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not. In view of the same, Commercial Papers were also included in the definition of Debentures.

Reserve Bank of India issued Notification Ref.No. RBI/2015-16/381 DNBR (PD). CC. No. 079/03.10.001/2015-16 dated April 21, 2016 to all Infrastructure Debt Fund- Non- Banking Financial Companies (IDF-NBFCs) that in order to facilitate better Asset Liability Management , it was allowed to IDF –NBFCs to raise funds through shorter tenor bonds and Commercial Papers from the domestic market to the extent of upto 10% of their total outstanding borrowings.

The pricing of the NCDs will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard.



The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors or Key Managerial Personnel and/or their relatives is deemed to be interested or concerned in this resolution.

By order of the Board of Directors



Amol A. Ranade
Company Secretary

Mumbai
May 29, 2017

