

NOTICE OF THE 4th (FOURTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 4th (Fourth) Annual General Meeting of the Members of IL&FS Infra Asset Management Limited will be held on Thursday, July 27, 2017 at 2.00 p.m., The IL&FS Financial Centre, 9th Floor, Board Room, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2017 together with the Report of the Directors and the Auditors thereto
- (2) To ratify appointment of N M Raiji & Co., Chartered Accountants, (Firm Registration No 108296W) as Statutory Auditors from the conclusion of this 4th (Fourth) Annual General Meeting (“AGM”) until conclusion of the 5th (Fifth) Annual General Meeting of the Company and 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 Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Audit Committee, the appointment of N M Raiji & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration No 108296W, be and is hereby ratified as Statutory Auditors of the Company, to hold office from the conclusion of the 4th (Fourth) Annual General Meeting until the conclusion of the 5th (Fifth) Annual General Meeting of the Company on such remuneration as may be finalized by the Board of Directors in consultation with the Statutory Auditors

RESOLVED FURTHER THAT any one of the Directors or Secretary of the Company be and is hereby authorised to file necessary forms and documents with the Ministry of Corporate Affairs / Registrar of Companies and to all acts, deeds and things as may be necessary to give effect to the aforesaid resolution”



IL&FS Infra Asset Management Limited

 The IL&FS Financial Centre, 7th Floor, Plot C-22, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, INDIA

 +91 (22) 2653 3333 |  +91 (22) 2653 3589 |  www.ifsinfrafund.com

(ICIN U65191MH2013PLC239438)

- (3) To re-appoint Mr Milind Patel (DIN 00058358) , who is liable to retire by rotation, and being eligible, offers himself for re-appointment and 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 Section 152 of the Companies Act, 2013, the re-appointment of Mr Milind Patel (DIN 00058358) as a Director, who retires by rotation and being eligible for re-appointment at this Annual General Meeting, be and is hereby approved”

NOTES:

- (a) A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy need not be a Member of the Company
- (b) Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the Meeting
- (c) Corporate Members intending to send their authorized representative to attend and vote at the meeting are requested to ensure that the authorized representative carries a duly certified true copy of the Board resolution, power of attorney or such other valid authorizations under section 113 of the Companies Act, 2013, authorizing them to attend and vote at the meeting. In terms of the provisions of the Companies Act, 2013, the representatives of Corporate Members without proper authorization, such as Board resolution or power of attorney or such other valid authorization, may not be able to attend the meeting

Registered Office:

The IL&FS Financial Centre
7th Floor, Plot C-22, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
CIN: U65191MH2013PLC239438

Date: June 30, 2017
Place: Mumbai

**By Order of the Board of Directors
For IL&FS Infra Asset Management
Limited**



**Dinesh Ladwa
Company Secretary
ACS 17210**

ANNEXURE TO THE NOTICE**Explanatory Statement under Section 102(1) of the Companies Act, 2013
("the Act")****Item No. 2**

This explanatory statement is provided though strictly not required as per Section 102 of the Act

At the 2nd Annual General Meeting (AGM), the Members appointed N M Raiji & Co., Chartered Accountants, (Firm Registration No 108296W), as Statutory Auditors of the Company, for a period of three years from the conclusion of the 2nd AGM till the conclusion of the 5th AGM, subject to ratification by the Members at the every Annual General Meeting. At the meetings held on April 24, 2017, the Audit Committee has recommended and the Board had proposed ratifying the appointment of N M Raiji & Co., as Statutory Auditors of the Company, from the conclusion of the 4th AGM till the conclusion of the 5th AGM or any adjournment thereof

The Company has received a Certificate from N M Raiji & Co. pursuant to the provisions of Section 139(1) of the Act, certifying that if they are appointed as Auditors; their appointment would be as per the conditions prescribed by the said Section

The Board recommends passing of the said Resolution by the members at the AGM

None of the Directors / Key Managerial Personnel of the Company is concerned or interested in this resolution

Registered Office:

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Bandra (East), Mumbai 400 051
CIN: U65191MH2013PLC239438

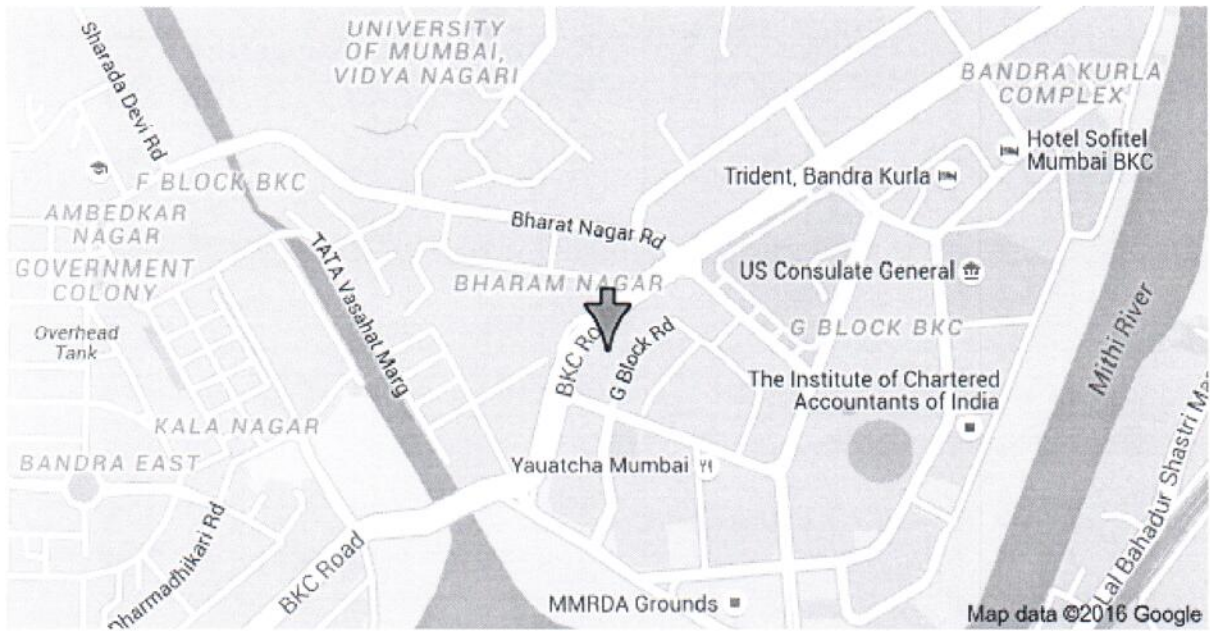
**By Order of the Board of Directors
For IL&FS Infra Asset Management
Limited**



Date: June 30, 2017
Place: Mumbai

**Dinesh Ladwa
Company Secretary
ACS 17210**

Road Map to reach the venue of the meeting



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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U65191MH2013PLC239438

Name of the Company: **IL&FS INFRA ASSET MANAGEMENT LIMITED**

Registered Office: The IL&FS Financial Centre, 7th Floor, Plot C-22, G Block, Bandra Kurla
Complex, Bandra (E), Mumbai – 400 051

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, 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 4th (Fourth) Annual General Meeting of the company, to be held on the Thursday, the 27th day of July, 2017 at 2.00 p.m. at The IL&FS Financial Centre, 9th Floor, Board Room, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos:

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Report of the Directors and the Auditors thereto
2. Ratification of appointment of N M Raiji & Co, Chartered Accountants, (Firm Registration No 108296W) as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration
3. Re-appointment of Mr Milind Patel (DIN 00058358), as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Signed this ____ day of _____, 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Re 1
Revenue
Stamp

Note: 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



IL&FS INFRA ASSET MANAGEMENT LIMITED

Registered Office: The IL&FS Financial Centre, 7th Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

CIN: U65191MH2013PLC239438

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

4th (Fourth) Annual General Meeting held on Thursday, 27th July, 2017

Folio No: _____

DP ID / Client Id: _____

I hereby record my presence at the 4th (Fourth) Annual General Meeting of the Company held on Thursday, 27th July, 2017 at 2.00 p.m. at The IL&FS Financial Centre, 9th Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 and at any adjournment thereof

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____

