

**NOTICE OF THE THIRD ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Third Annual General Meeting of the Members of IL&FS Infra Asset Management Limited will be held on Thursday, August 4, 2016 at 3.15 p.m., The IL&FS Financial Centre, 3<sup>rd</sup> Floor, 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, 2016 together with the Report of the Directors and the Auditors thereto
- (2) To ratify appointment of M/s N M Raiji & Co., Chartered Accountants, (Firm Registration No 108296W) as Statutory Auditors from the conclusion of this Third Annual General Meeting (“AGM”) until conclusion of the Fourth 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 M/s 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 3<sup>rd</sup> (Third) Annual General Meeting until the conclusion of the 4<sup>th</sup> (Fourth) Annual General Meeting of the Company on such remuneration as might 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”



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

**T** +91 22 2653 3333  
**F** +91 22 2653 3589  
**W** [www.ilfsinfrafund.com](http://www.ilfsinfrafund.com)

(CIN U65191MH2013PLC239438)

- (3) To re-appoint Mr Rajesh Kotian (DIN 02283475) , 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 Rajesh Kotian as a Director (DIN 02283475), 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  
7<sup>th</sup> Floor, Plot C-22, G Block  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
CIN: U65191MH2013PLC239438

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

Date: July 8, 2016  
Place: Mumbai

**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 2<sup>nd</sup> Annual General Meeting (AGM), the Members appointed M/s 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 2<sup>nd</sup> AGM till the conclusion of the 5<sup>th</sup> AGM, subject to ratification by the Members at the every Annual General Meeting. At the meetings held on April 29, 2016, the Audit Committee has recommended and the Board had proposed ratifying the appointment of M/s N M Raiji & Co., as Statutory Auditors of the Company, from the conclusion of the 3<sup>rd</sup> AGM till the conclusion of the 4<sup>th</sup> AGM or any adjournment thereof

The Company has received a Certificate from M/s 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:**

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

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



**Dinesh Ladwa  
Company Secretary  
ACS 17210**

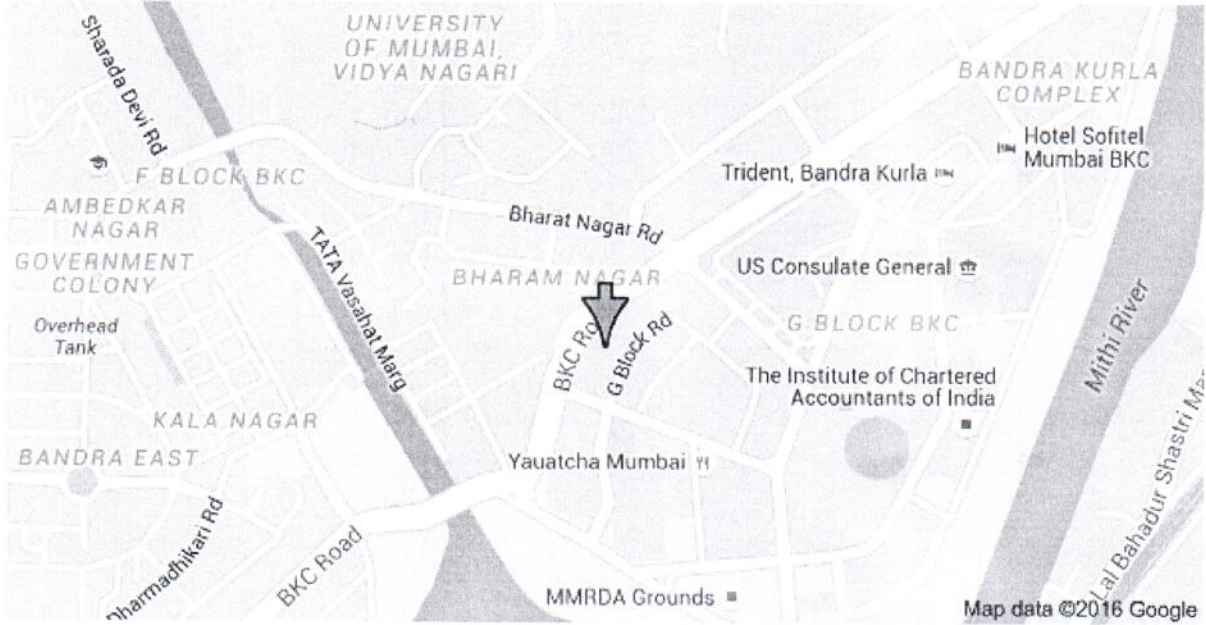
Date: July 8, 2016  
Place: Mumbai

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

**T** +91 22 2653 3333  
**F** +91 22 2653 3589  
**W** [www.ilsinfracfund.com](http://www.ilsinfracfund.com)

(CIN U65191MH2013PLC239438)

**Road Map to reach the venue of the meeting**



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

**T** +91 22 2653 3333  
**F** +91 22 2653 3589  
**W** [www.ilfsinfrafund.com](http://www.ilfsinfrafund.com)

(CIN U65191MH2013PLC239438)

**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, 7<sup>th</sup> 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

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

**T** +91 22 2653 3333  
**F** +91 22 2653 3589  
**W** [www.ilfsinfrafund.com](http://www.ilfsinfrafund.com)

(CIN U65191MH2013PLC239438)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third Annual General Meeting of the company, to be held on the Thursday, the 4<sup>th</sup> day of August, 2016 at 3.15 p.m. at The IL&FS Financial Centre, 3<sup>rd</sup> Floor, 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, 2016 together with the Report of the Directors and the Auditors thereto
2. Ratification of appointment of M/s 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 Rajesh Kotian (DIN 02283475), as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

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

---

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

**T** +91 22 2653 3333  
**F** +91 22 2653 3589  
**W** [www.ilfsinfrafund.com](http://www.ilfsinfrafund.com)

(CIN U65191MH2013PLC239438)

---

**IL&FS INFRA ASSET MANAGEMENT LIMITED**

**Registered Office:** The IL&FS Financial Centre, 7<sup>th</sup> 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)

Third Annual General Meeting held on Thursday, 4<sup>th</sup> August, 2016

Folio No: \_\_\_\_\_

DP ID / Client Id: \_\_\_\_\_

I hereby record my presence at the Third Annual General Meeting of the Company held on Thursday, 4<sup>th</sup> August, 2016 at 3.15 p.m. at The IL&FS Financial Centre, 3<sup>rd</sup> 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 \_\_\_\_\_