

## NOTICE OF THE 6<sup>TH</sup> (SIXTH) ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 6<sup>th</sup> (Sixth) Annual General Meeting of the Members of IL&FS Infra Asset Management Limited will be held at a shorter notice on Friday, September 20, 2019, at 11.45 a.m., at The IL&FS Financial Centre, 9<sup>th</sup> Floor, Mini Board Room, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, India, to transact the following business:

### **ORDINARY BUSINESS:**

- (1) Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2019 and Statement of Profit and Loss Account for the year ended on that date and Report of the Directors and Auditors

### **SPECIAL BUSINESS:**

- (2) To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:


**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 (the act) and Rules made thereunder (including any statutory modifications and re-enactment(s) thereof, for the time being in-force) and the Articles of Association of the Company, Mr Nand Kishore (DIN 08267502), who was appointed as Additional Director by the Board of Directors (“the Board”) at their meeting held on October 25, 2018 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the act, and in respect of whom the Company has received a Notice from a member under Section 160 of the act, signifying their intention to propose Mr Nand Kishore as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file eform with Registrar of Companies, Maharashtra and also do all such acts / deeds as they may deem fit in order to give effect to the foregoing resolution”

- (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 applicable provisions of the Companies Act, 2013 (the act) and Rules made thereunder (including any statutory modifications and re-enactment(s) thereof, for the time being in-force) and the Articles of Association of the Company, Mr Manish Panchal (DIN 08431492)

**IL&FS Infra Asset Management Limited**

 The IL&FS Financial Centre, 1<sup>st</sup> Floor, Plot C-22, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, INDIA

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(CIN U65191MH2013PLC239438)

who was appointed as Additional Director by the Board of Directors (“the Board”) with effect from April 24, 2019 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the act, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a Notice from a member under Section 160 of the act, signifying their intention to propose Mr Manish Panchal as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years

**RESOLVED FURTHER THAT** as per the provision of SEBI (Mutual Funds) Regulations, 1996 and SEBI Circular No. SEBI/HO/IMD/DF2/CIR/P/2017/125 dated November 30, 2017, Mr Manish Panchal be and is hereby appointed as Independent Director of the Company, for the 1<sup>st</sup> (First) term of 5 (Five) years commencing from April 24, 2019 till April 23, 2024

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file eform with Registrar of Companies, Maharashtra and also do all such acts / deeds as they may deem fit in order to give effect to the foregoing resolution”

- (4) To consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 161, 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & Regulation 22 (c) of the SEBI (Mutual Funds) Regulations, 1996 & applicable provisions of the Articles of Association of the Company, and on the basis of approval of the Board of the Company, Mr Jignesh Shah (DIN: 01587849) who was appointed as an Additional Director designated as Managing Director by the Board of Directors on September 24, 2018 and who holds office up to the date of the next Annual General Meeting and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Managing Director of the Company for a term of 5 years with effect from September 24, 2018

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file eform with Registrar of Companies, Maharashtra and also do all such acts / deeds as they may deem fit in order to give effect to the foregoing resolution”

**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
- (d) An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') in respect of Item no. 2, 3 and 4 is annexed and forms part of this Notice

**Registered Office:**

The IL&FS Financial Centre,  
1<sup>st</sup> Floor, Plot No.C-22,.G Block,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051  
CIN: U65191MH2013PLC239438

Place: Mumbai  
Date: September 4, 2019

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



**Nand Kishore  
Director  
DIN: 08267502**

**ANNEXURE TO THE NOTICE**

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)**

**Item No. 2**

The Board of Directors of the Company, (a) after getting prior approval of the Board of Directors of IL&FS AMC Trustee Limited [Trustee Board] on October 23, 2018 and (b) filing of Bio-Data of Director of Asset Management Company with Securities and Exchange Board of India (SEBI), appointed Mr Nand Kishore (DIN 08267502) as an Additional Director at their Meeting held on October 25, 2018 of the Company

The Company has received Notice in writing under the provisions of the Companies Act, 2013 (the act) from a member, proposing candidature of Mr Nand Kishore for the office of Director of the Company. The Company has received from Mr Nand Kishore (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the act

None of the Directors, except Mr Nand Kishore to whom the resolution relates; Key Managerial Personnel of the Company and their relatives, are interested in or concerned with the said resolution

Pursuant to Secretarial Standard-2, issued by the Institute of Company Secretaries of India, the details of Mr Nand Kishore is appended below as Annexure to the Notice

The Board recommends the resolution set forth in the item no. 2 for the approval of members

**Annexure**

Name	Mr Nand Kishore
Date of Birth	July 8, 1958
Qualification	B.E., C.I.A.
Experience	Mr Kishore is a senior bureaucrat and former Deputy Comptroller and Auditor General (CAG). He is a 1981 batch officer of Indian Audit and Account Service
Date of first appointment on the Board	October 25, 2018
Details of remuneration sought to be paid	Director is eligible for Sitting Fees payable on attending Board / Committee meetings
Remuneration last drawn	Not applicable
Shareholding in the Company	Nil



Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board meetings attended during the year	3
Other Directorships	<ul style="list-style-type: none"> <li>• Infrastructure Leasing &amp; Financial Services Ltd</li> <li>• IL&amp;FS Financial Services Limited</li> <li>• IL&amp;FS Investment Managers Limited</li> <li>• IL&amp;FS Transportation Networks Limited</li> <li>• IL&amp;FS Environmental Infrastructure Services Limited</li> <li>• IL&amp;FS Technologies Ltd</li> <li>• IL&amp;FS Securities Services Limited</li> <li>• ISSL Settlement Transactions Services Limited</li> </ul>
Membership / Chairmanship Committees of other Companies which position of Director is held	<p>of in</p> <ul style="list-style-type: none"> <li>• Infrastructure Leasing &amp; Financial Services Ltd - Chairman of Audit Committee and Member of Corporate Social Responsibility Committee</li> <li>• IL&amp;FS Financial Services Limited - Member of Audit Committee and Nomination and Remuneration Committee</li> <li>• IL&amp;FS Investment Managers Limited - Member of Audit Committee</li> <li>• IL&amp;FS Transportation Networks Limited - Member of Audit Committee and Stakeholder's Relationship Committee</li> <li>• IL&amp;FS Environmental Infrastructure Services Limited - Member of Audit Committee and Nomination and Remuneration Committee</li> <li>• IL&amp;FS Technologies Ltd - Chairman of Audit Committee, Member of Corporate Social Responsibility Committee, Share Allotment and Transfer Committee, Business Advisory Committee and Permanent invitee of Nomination and Remuneration Committee</li> <li>• IL&amp;FS Securities Services Limited - Member of Executive Committee and Risk Management Committee</li> <li>ISSL Settlement Transactions Services Limited - Member of Executive Committee</li> </ul>



**Item No. 3**

The Board of Directors of the Company, (a) after getting prior approval of the Board of Directors of IL&FS AMC Trustee Limited [Trustee Board] on April 17, 2019 and (b) filing of Bio-Data of Director of Asset Management Company with Securities and Exchange Board of India (SEBI), appointed Mr Manish Panchal (DIN 08431492) as an Additional Director with effect from April 24, 2019

The Company has received Notice in writing under the provisions of the Companies Act, 2013 (the act) from a member, proposing candidature of Mr Manish Panchal for the office of Director of the Company. The Company has received from Mr Manish Panchal (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the act. Mr Manish Panchal will be designated as Independent Director in accordance with provisions contained in the Act and under Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

None of the Directors, except Mr Manish Panchal to whom the resolution relates; Key Managerial Personnel of the Company and their relatives, are interested in or concerned with the said resolution

Pursuant to Secretarial Standard-2, issued by the Institute of Company Secretaries of India, the details of Mr Manish Panchal is appended below as Annexure to the Notice

The Board recommends the resolution set forth in the item no. 3 for the approval of members

**Annexure**

Name	Mr Manish Panchal
Date of Birth	March 11, 1971
Qualification	MBA, Diploma in Marketing Management, B'Sc (Hon) (Chemistry – Drugs & Dyes)
Experience	Mr Panchal has 25 years of experience with 15 years in leadership roles managing independent P&L. He has Deep industry expertise in Chemicals & Petrochemicals, Specialty Chemicals & Pharma. His last assignment was with TSMG as Sr. Practice Head - Chemicals Energy & SCM. Presently, he is providing professional consulting service
Date of first appointment on the Board	April 24, 2019

Details of remuneration sought to be paid	Director is eligible for Sitting Fees payable on attending Board / Committee meetings
Remuneration last drawn from the Company	Not applicable
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board meetings attended during the year	Nil
Other Directorships	Nil
Membership / Chairmanship of Committees of other Companies in which position of Director is held	Nil

#### Item No. 4

The Board of Directors of the Company, (a) after getting prior approval of the Board of Directors of IL&FS AMC Trustee Limited [Trustee Board] on September 24, 2018 and (b) filing of Bio-Data of Director of Asset Management Company with Securities and Exchange Board of India (SEBI), appointed Mr Jignesh Shah (DIN 01587849) as an Additional Director and designated as Managing Director & Chief Executive Officer with effect from September 24, 2018 for a term of 5 years

The Company has received Notice in writing under the provisions of the Companies Act, 2013 (the act) from a member, proposing candidature of Mr Jignesh Shah for the office of Director of the Company. The Company has received from Mr Jignesh Shah (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the act

None of the Directors, except Mr Jignesh Shah to whom the resolution relates; Key Managerial Personnel of the Company and their relatives, are interested in or concerned with the said resolution

Pursuant to Secretarial Standard-2, issued by the Institute of Company Secretaries of India, the details of Mr Jignesh Shah is appended below as Annexure to the Notice

The Board recommends the resolution set forth in the item no. 4 for the approval of members



**Annexure**

Name	Mr Jignesh Shah
Date of Birth	October 27, 1971
Qualification	Masters in Business Administration, Chartered Accountant
Experience	Mr Shah has more than 22 years of experience in financial services encompassing both fund based and non-fund based activities including M&A, project finance, capital raising, corporate advisory and valuation mandates
Date of first appointment on the Board as Managing Director	September 24, 2018
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board meetings attended during the year as Managing Director	4
Other Directorships	Nil
Membership / Chairmanship of Committees of other Companies in which position of Director is held	Nil

**Registered Office:**

The IL&FS Financial Centre,  
1<sup>st</sup> Floor, Plot No.C-22,.G Block,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051  
CIN: U65191MH2013PLC239438

Place: Mumbai  
Date: September 4, 2019

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



**Nand Kishore  
Director  
DIN: 08267502**



**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, 1<sup>st</sup> Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), 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 6<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, the 20<sup>th</sup> day of September, 2019 at 11.45 a.m., at The IL&FS Financial Centre, 9<sup>th</sup> Floor, Mini 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, 2019 together with the Report of the Directors and the Auditors thereto
2. Appointment of Mr Nand Kishore (DIN 08267502) as Director of the Company
3. Appointment of Mr Manish Panchal (DIN 08431492) as Director of the Company
4. Appointment of Mr Jignesh Shah (DIN 01587849) as Managing Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

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

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**IL&FS INFRA ASSET MANAGEMENT LIMITED**

Registered Office: The IL&FS Financial Centre, 1<sup>st</sup> Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051  
CIN: U65191MH2013PLC239438

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**ATTENDANCE SLIP**

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

6<sup>th</sup> Annual General Meeting held on Friday, September 20, 2019

Folio No: \_\_\_\_\_ DP ID / Client ID: \_\_\_\_\_

I hereby record my presence at the 6<sup>th</sup> Annual General Meeting of the Company held on Friday, September 20, 2019 at 11.45 a.m. at The IL&FS Financial Centre, 9<sup>th</sup> Floor, Mini Board Room, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051 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 \_\_\_\_\_