

NOTICE OF THE 5TH (FIFTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th (Fifth) Annual General Meeting of the Members of IL&FS Infra Asset Management Limited will be held on Friday, July 20, 2018, at 11.00 a.m., at The IL&FS Financial Centre, 3rd Floor, New Board Room, Plot C-22, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, India, to transact the following business:

ORDINARY BUSINESS:

(1) Item No. 1 – Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2018 and Statement of Profit and Loss Account for the year ended on that date and Report of the Directors and Auditors

(2) Item No. 2 – Appointment of M/s N M Raiji & Co., Chartered Accountants, as the Statutory Auditors:

To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s N M Raiji & Co., Chartered Accountants, Mumbai (Registration No 108296W) be and is hereby appointed as the Statutory Auditors of the Company on such remuneration as shall be fixed by the Board of Directors

RESOLVED FURTHER THAT M/s N M Raiji & Co., Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five consecutive years, from the conclusion of this 5th (Fifth) Annual General Meeting till the conclusion of the 10th (Tenth) Annual General Meeting

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

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(CIN U65191MH2013PLC239438)

- (3) Item No. 3 – Re-appointment of Mr Rajesh Kotian as a Director, liable to retire by rotation:

To consider and, if thought fit to pass, with or without modifications, 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”

SPECIAL BUSINESS:

- (4) Item No. 4 – Appointment of Mrs Nalini M Ratnam as a Director of the Company:

“RESOLVED THAT Mrs Nalini M Ratnam (DIN 07884044) who was appointed by the Board of Directors as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from July 27, 2017 and who holds the office till this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a Director of the Company, not liable to retire by rotation”

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 is annexed and forms part of this Notice



(e) Brief details of Mr Rajesh Kotian as per Secretarial Standard - 2 are as under:

Name of the Director	Mr Rajesh Kotian
DIN	02283475
Date of Birth	18 th May, 1967
Nationality	Indian
Qualification	B.Com., A.C.A.
Date of Appointment	16 th July, 2013
Experience	Mr Kotian has over 25 years of varied experience, including 22 years in the Financial Services sector. He leads the initiative relating to Project Financing, Debt distribution and Resource Mobilisation. His experience in IL&FS has encompassed Financial Accounting & MIS, Operations, Treasury and Liability Management. His last assignment has been as Head of Resources, in charge of the Liability profile, across domestic and international lenders for IL&FS. In May 2005, he moved to head the Project Syndication Group. This Group is responsible for raising debt and related products for projects sponsored by the IL&FS Group, as well as for its Corporate clients. In the past few years, the Project Syndication Group has grown significantly, both in terms of volume of delivery and spectrum of projects handled. Mr Kotian is currently responsible for all the debt resources raised and advised by IFIN for the IL&FS Group and its constituent clients
Terms and conditions of appointment along with details of remuneration and remuneration last drawn	Mr Rajesh Kotian is paid sitting fees for attending Board and other Committee Meetings
Number of shares held in IL&FS Infra Asset Management Limited	Nil



Directorship / Chairmanship / Membership on the Board of other Companies	<ul style="list-style-type: none"> • IL&FS Capital Advisors Limited • IL&FS Global Financial Services (Uk) Ltd, London • IL&FS Global Financial Services (ME) Limited • IL&FS Global Financial Services (Hk) Limited, Hong kong • IL&FS Broking Services Private Limited • IL&FS Global Financial Services Pte. Limited • IL&FS Urban Infrastructure Managers Limited
Relationships between Directors interse	Nil
Terms of Appointment	Director liable to retire by rotation as per Section 152 of the Companies Act, 2013
Number of Board meetings attended	4 (Four) up to March 2018

Registered Office:

The IL&FS Financial Centre,
 7th Floor, Plot No.C-22,.G Block,
 Bandra Kurla Complex, Bandra East,
 Mumbai - 400051
 CIN: U65191MH2013PLC239438

Place: Mumbai
 Date: June 22, 2018

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



**Dinesh Suryakant Ladwa
 Company Secretary
 M.No:A17210**

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to 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 Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W- 100018), as Statutory Auditors of the Company, for a period of 1st term of 3 (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 26, 2018, the Audit Committee in its Meeting recommended and the Board in its Meeting had approved appointment of Deloitte Haskins & Sells LLP, as Statutory Auditors of the Company, from the conclusion of the 5th AGM till the conclusion of the 10th AGM of the Company

The Company has received a Certificate from Deloitte Haskins & Sells LLP 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 of the Company or their relatives are interested in or concerned with the said Resolution

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 July 19, 2017 and (b) filing of Bio-Data of Director of Asset Management Company with Securities and Exchange Board of India (SEBI), appointed Mrs Nalini M Ratnam (DIN 07884044) as an Additional Director at their Meeting held on July 27, 2017 of the Company

Brief details of Mrs Nalini M Ratnam as per Secretarial Standard - 2 are as follows:

Name of the Director	Mrs Nalini M Ratnam
DIN	07884044
Date of Birth	26th November, 1960
Nationality	Indian
Qualification	M.Sc., M.Phil.
Date of Appointment	July 27, 2017
Experience	Mrs Ratnam has been with Life Insurance Corporation of India (LIC) since 1984 and has worked in various Divisions and Zones of the Corporation. She has handled a variety of



	portfolios like IT, CRM and Personnel among others. Presently she is Executive Director (New Business & Reinsurance) at LIC
Terms and conditions of appointment along with details of remuneration and remuneration last drawn	Mrs. Nalini Ratnam is eligible for sitting fees payable on attending Board Meetings. Since, she is a Nominee Director of Life Insurance Corporation of India (LIC), sitting fees are paid to LIC
Number of shares held in IL&FS Infra Asset Management Limited	Nil *
* However, since Mrs Nalini M Ratnam is a Nominee Director of Life Insurance Corporation of India (LIC), LIC holds 15,00,000 Equity Shares of ₹ 10/- each, which is equivalent to 7.72% of the Paid Up Share Capital of the Company	
Directorship / Chairmanship / Membership on the Board of other Companies	Nil
Relationships between Directors interse	Nil
Terms of Appointment	Nominee Director are not liable to retire by rotation
Number of Board meetings attended	2 (Two) up to March 2018

The Company has received Notice in writing under the provisions of the Companies Act, 2013 (the act) from a member, alongwith deposit of ₹ 1,00,000 (Rupees One Lac) proposing candidature of Mrs Nalini M Ratnam for the office of Director of the Company. The Company has received from Mrs Nalini M Ratnam (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 she is not disqualified under Section 164(2) of the act

No Director or their relatives, except Mrs Nalini M Ratnam, to whom resolution relates, is interested or concerned in the resolution

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

Registered Office:

The IL&FS Financial Centre,
7th Floor, Plot No.C-22,.G Block,
Bandra Kurla Complex, Bandra East,
Mumbai - 400051
CIN: U65191MH2013PLC239438

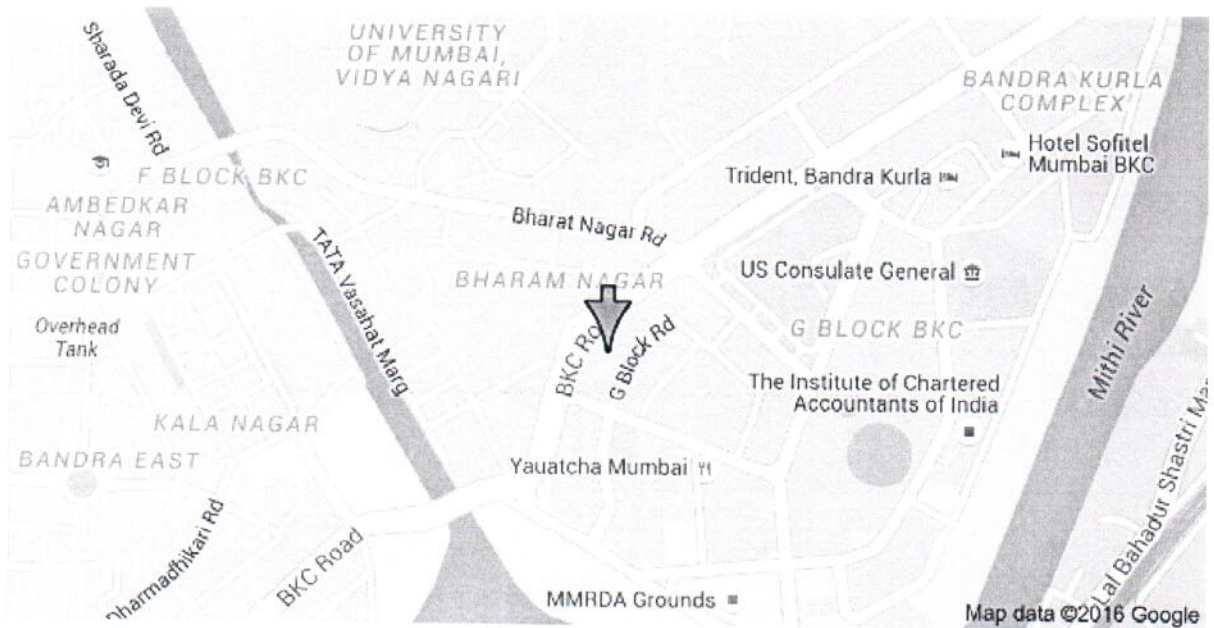
Place: Mumbai
Date: June 22, 2018

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



**Dinesh Suryakant Ladwa
Company Secretary
M.No:A17210**

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 (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 5th Annual General Meeting of the company, to be held on the Friday, the 20th day of July, 2018 at 11.00 a.m., at The IL&FS Financial Centre, 3rd Floor, New 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, 2018 together with the Report of the Directors and the Auditors thereto
2. Appointment of M/s N. M. Raiji & Co, (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
4. Appointment of Mrs Nalini M Ratnam (DIN 07884044) as Director of the Company

Signed this _____ day of _____, 2018

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

D&S

IL&FS INFRA ASSET MANAGEMENT LIMITED

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

ATTENDANCE SLIP

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

5th Annual General Meeting held on Friday, July 20, 2018

Folio No: _____ DP ID / Client ID: _____

I hereby record my presence at the 5th Annual General Meeting of the Company held on Friday, July 20, 2018 at 11.00 a.m. at The IL&FS Financial Centre, 3rd Floor, New 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 _____

