

IDFC INFRA DEBT FUND LIMITED

Reg Office: C-32, G-Block, Naman Chambers, Bandra Kurla Complex, Bandra East, Mumbai 400051; Telephone: -022 4222 2000, Fax: 022 2654 0354, Email: info@idfcidf.com

CIN: U67190MH2014PLC253944

NOTICE TO MEMBERS

Notice is hereby given that the Extra Ordinary General Meeting of the Members of IDFC Infra Debt Fund 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 Wednesday, January 4, 2017 at 11.30 A.M. to transact the following business:

Special Business

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

“RESOLVED THAT pursuant to Sections 4(2), 4(3) & 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and the Reserve Bank of India and any other Regulatory Authority as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **“IDFC Infra Debt Fund Limited”** to **“IDFC Infrastructure Finance Limited”**

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is **IDFC Infrastructure Finance Limited**


FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013, Clause 3.(i)c) of the Articles of Association of the Company be altered by substituting the following clause:

- 3.(i)c) **“the Company”** or **“this Company”** means **IDFC Infrastructure Finance Limited**



FURTHER RESOLVED THAT the Board of Directors; Mr. Sadashiv S. Rao, CEO of the Company; Mr. Amol A. Ranade, Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds in respect to change in name of the company and alteration of Memorandum of Association and Articles of Association without making any further reference to the members for their approval.”

By order of the Board of Directors


Amol A. Ranade
Company Secretary



Mumbai
December 23, 2016

NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY 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 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 be signed by an officer or an attorney duly authorised by it.
- c. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.

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

Item No 1

IDFC Infra Debt Fund Limited ('IDFC IDF' or 'the Company') was incorporated on March 07, 2014 and thereafter commenced its business from January 2015 as a new infrastructure financing NBFC under the RBI Guidelines. The company is involved in financing of the infrastructure projects which have completed at least one year post its start. Since its commencement, the company has financed various infrastructure projects, issued Non-Convertible Debentures around Rs. 1600 (One Thousand six hundred only) crores and also made a Preferential Allotment of Rs. 100 (Hundred only) crores to Institutional Investors viz. HDFC Limited and SBI Life Insurance Company Limited. The Company also made a net profit of Rs. 37 (Thirty seven only) crores for the financial year 2015-16.

The Management proposed to change the name of the company from IDFC Infra Debt Fund Limited to '**IDFC Infrastructure Finance Limited**'. IDFC Infrastructure Finance Limited resembles more with business activity of the Company and avoids ambiguity created by the word "Fund" in the minds of the various stakeholders. It further ascertains the status of the entity as "Body Corporate" and not a trust or a Fund. There is no change in objects/business of the Company.

Ministry of Corporate Affairs, Office of Registrar of Companies has provided no objection in the availability of the changed name IDFC INFRASTRUCTURE FINANCE LIMITED from the existing name vide its letter dated December 6, 2016. Reserve Bank of India also have conveyed their No Objection vide its letter dated December 8, 2016 to the proposed change in name of the Company.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

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
December 23, 2016



