

L&T Infra Debt Fund Limited

Regd. Office: Plot No 177, Vidyanagari Marg, CST Road, Kalina, Santacruz (East), Mumbai- 400 098,
Maharashtra India CIN: U67100MH2013PLC241104; E-mail: idf@ltinfra.com; Website: www.ltfs.com;
Phone: +91 22 6212 5300; Fax +91 22 6212 5398

Notice of the Fourth Annual General Meeting

Notice is hereby given that the **Fourth Annual General Meeting ("AGM")** of the Members of **L&T Infra Debt Fund Limited** will be held on Monday, August 14, 2017 at 5.00 p.m. at Plot No. 177, Vidyanagari Marg, CST Road, Kalina, Santacruz (East), Mumbai 400 098, to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.
2. To appoint a director in place of Dr. Rupa Rege Nitsure (DIN: 07503719), who retires by rotation, and being eligible, offers herself for re-appointment.
3. **To appoint M/s. B. K. Khare & Co., Chartered Accountants, as the Statutory Auditors of the Company:**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and other applicable provisions, if any, for appointment of Statutory Auditors, M/s. B. K. Khare & Co., Chartered Accountants (ICAI Registration No. 105102W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of Fourth AGM till the conclusion of the Ninth AGM, subject to the requirement of ratification in terms of the aforesaid Section.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions including remuneration of the Statutory Auditors."

By order of the Board of Directors
For L&T Infra Debt Fund Limited


Radhika Parmanandka
Company Secretary
ACS No. - 31939

Date: August 3, 2017
Place: Mumbai

NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FOURTH ANNUAL GENERAL MEETING ("AGM") 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

Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not later than forty eight hours before the commencement of the AGM i.e. by 5.00 p.m. on Saturday, August 12, 2017. Further, the proxy holder shall carry a valid proof of identity at the AGM.

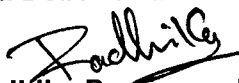
3. The Members are requested to bring their copy of the Annual Report to the AGM.
4. All Proxy-holders should carry their identity card at the time of attending the Meeting.
5. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the AGM.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
9. Additional information of the Director seeking re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the SS-2, is annexed to the Notice.

Additional Information of Director seeking re-appointment at the Fourth Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Dr. Rupa Rege Nitsure
Age	55 years
Qualifications	<ul style="list-style-type: none"> • M.A.(Eco), • M.Phil (Eco) • Ph.D (Macro-Econometric Modelling)
Date of Appointment on the Board	April 27, 2016
Remuneration	N.A. ⁽¹⁾
Experience / Brief Profile	She was the Chief Economist & General Manager at Bank of Baroda, where she tracked macroeconomic and financial data and policy, and provided policy briefs to the Top Management and other departments like Strategic Planning, Credit Operations, Treasury, Risk Management and International Operations of the Bank. She also served as Head, Investor Relations and regularly represented Bank of Baroda in several deal as well as non-deal road-shows in India, Singapore, Hong Kong, U.K. and the U.S.A. She regularly provided quantitative forecasts on key macroeconomic and policy variables to the Bank's Top Management to aid the decision-making.
Terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	Nil
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Nil
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	None
Number of Board meetings attended during the FY 2016-17	Five out of Six Meetings

(1) Dr. Rupa Rege Nitsure is in the service of L&T Financial Services ("LTFS") and draws remuneration from LTFS. Dr. Rupa Rege Nitsure is not paid any commission, or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

By order of the Board of Directors
For L&T Infra Debt Fund Limited


Radhika Parmanandka
Company Secretary
ACS No. - 31939

Date: August 3, 2017
Place: Mumbai

L&T Infra Debt Fund Limited

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ATTENDANCE SLIP

FOURTH ANNUAL GENERAL MEETING – MONDAY, AUGUST 14, 2017 AT 5.00 P.M.

Folio No./ DPID & Client ID:

Name :

Address :

PLEASE COMPLETE THIS
ATTENDANCE SLIP AND HAND
OVER AT THE ENTRANCE OF
THE MEETING HALL

I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Fourth Annual General Meeting of the Company at Plot No. 177,
Vidyanagari Marg CST Road, Kalina, Santacruz (East), Mumbai 400 098 on **Monday, August 14,
2017 at 5.00 p.m.**

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

Note :

The Members are required to produce their duly signed Attendance Slips and get their entry pass.

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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]

Name of the member(s) :

Registered Address :

Email ID :

Folio No./DP ID & Client ID :

I/We, being the member(s) of shares of the above named company,
hereby appoint:

(1) Name :
Address :
E-mail Id :, or failing him

(2) Name :
Address :
E-mail Id :, or failing him

(3) Name :
Address :
E-mail Id :, or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Annual General Meeting ("AGM") of the Company, to be held on the **Monday, August 14, 2017 at 5.00 p.m.** at Plot No. 177, Vidyanagari Marg, CST Road, Kalina, Santacruz (East), Mumbai 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of financial statements for the year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.
2. Appointment of a director in place of Dr. Rupa Rege Nitsure, who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of M/s. B. K. Khare & Co., Chartered Accountants, as the Statutory Auditors of the Company.

Signed this _____ day _____ of 2017

.....
Signature of Shareholder

Affix revenue stamp of Re.1

.....
Signature of first Proxy Holder

.....
Signature of second Proxy Holder

.....
Signature of third Proxy Holder

Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the AGM.**

Route Map to the venue:

