

L&T Infra Debt Fund Limited

Regd. Office: Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg, C.S.T Road, Kalina,
Santacruz (East), Mumbai - 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104; E-mail: idf@ltfs.com; Website: www.ltfs.com;
Phone: +91 22 6212 5000; Fax +91 22 6621 7509

NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifth Annual General Meeting ("AGM") of the Members of L&T Infra Debt Fund Limited will be held on Thursday, August 9, 2018 at noon at the registered office of the Company at Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg, C.S.T 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, 2018.
2. To appoint a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. **Appointment of Ms. Nishi Vasudeva as an Independent Director 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 Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act and pursuant to the provisions of the Articles of Association of the Company, Ms. Nishi Vasudeva (DIN: 03016991), who was appointed as an Additional Director of the Company with effect from July 2, 2018 and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a notice under provisions of Section 160 of the Act, proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. from July 2, 2018 to July 1, 2023."

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


Mehul Somaiya
Company Secretary
ACS - A43026

Date: July 31, 2018
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 FIFTH 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 a 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. Further, the proxy holder shall carry a valid proof of identity at the AGM.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.
4. Proxy register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting. Inspection shall be allowed between 9:00 a.m. to 6:00 p.m.
5. The Members are requested to bring their copy of the Annual Report at the AGM.
6. 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.
7. 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.
8. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
9. All documents referred to in the explanatory statement are available for inspection at the registered office on any working day of the Company, between 11.00 a.m. to 1.00 p.m. from the date of dispatch of the notice till Thursday, August 9, 2018.
10. Additional information of Directors seeking appointment / re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to the Notice.



ANNEXURE TO THE NOTICE

The statement as per the provisions of Section 102 of the Companies Act, 2013

ITEM NO. 3

The Board had appointed Ms. Nishi Vasudeva (DIN: 03016991) as an Additional Director of the Company effective July 2, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), basis the recommendation of the Nomination and Remuneration Committee of the Company. Ms. Vasudeva holds office as a director up to this Annual General Meeting. Since, Ms. Vasudeva possesses the relevant expertise and experience and fulfils the criteria applicable to Independent Director as stated in Section 149(6) of the Act. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to 10 years, with a single term not exceeding 5 years. In compliance with the provisions of Section 149 of the Act, it is proposed to appoint Ms. Vasudeva as an Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from July 2, 2018 to July 1, 2023.

Ms. Nishi Vasudeva is an internationally acclaimed leader and is the first woman to chair an oil and gas company in India.

She represented HPCL as Chairman / Director on the board of several joint venture companies. She was responsible for developing the vision and long term objectives, improving growth and profitability, driving a high performance culture geared towards operational excellence and consistent value creation for shareholders & all stakeholders.

Prior to assuming responsibility as Chairman & MD, she served on HPCL Board as Director-Marketing and was responsible for pan India sales (B2B & B2C segments), brand building, efficient supply chain management, infrastructure development and leading HPCL foray into new business lines.

Her career at HPCL included leadership positions in Marketing, Corporate Strategy, Planning and Information systems and she has led key business transformation and organizational restructuring projects.

She is the first Indian to be awarded the Global CEO of the year at Platt's Global energy awards 2015. She received the SCOPE Award for excellence and outstanding contribution to Public sector Management from the Hon'ble President of India and was also recognized with Outstanding Women Manager Award by SCOPE.

She has been a member in several committees for development of various policies in the oil industry and hydrocarbon sector in India.

She is BA (Economic Honours) from Delhi University and an MBA from IIM Calcutta with over 38 years of experience in the petroleum industry.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Ms. Vasudeva for the office of Independent Director.

In the opinion of the Board, Ms. Vasudeva fulfils the conditions specified in the Act and she is independent of the Management. For the information of Members, the Company has received a declaration from Ms. Vasudeva that she is not disqualified to be appointed as an Independent Director under the Act.

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The Board is of the view that the Company would greatly benefit from the rich and varied experience of Ms. Vasudeva and accordingly recommends the ordinary resolution set forth in Item No. 3 of the Notice for approval of the Members.

Save and except Ms. Vasudeva being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution.



Additional Information of Directors seeking re-appointment / appointment at the Fifth Annual General Meeting pursuant to SS-2:

Name of the Director	Mr. Dinanath Dubhashi	Ms. Nishi Vasudeva
Date of Birth/age	May 31, 1966 (51 years)	March 30, 1956 (62 years)
Qualifications	Post Graduate from IIM Bangalore B.E. (Mechanical)	BA (Economic Honours) from Delhi University MBA from IIM Calcutta
Date of first appointment on the Board	April 29, 2016	July 2, 2018
Remuneration	N.A. ⁽¹⁾	N.A. ⁽²⁾
Experience / Brief Profile	<p>Mr. Dinanath Dubhashi is the Managing Director & Chief Executive Officer of L&T Finance Holdings Limited, the parent company. He has a rich experience of over two decades in multiple domains in financial services such as Corporate Banking, Cash Management, Credit Rating, Retail Lending and Rural Financing. He has been with L&T Financial Services since 2007 and has been instrumental in scaling up the retail business operations manifold, across customer segments and geographies.</p> <p>Under his leadership, retail business has grown both organically and inorganically to reach an asset size of around Rs 28,000 Crore, serving more than 30 Lakh customers. He has also provided leadership to various functions such as Operations and Information Technology for L&T Financial Services.</p> <p>Prior to this, he was associated with organizations such as BNP Paribas, CARE Ratings and SBI Capital Markets in various capacities.</p> <p>He is a Post Graduate from IIM Bangalore and also holds a B.E. (Mechanical) degree.</p>	<p>Ms. Nishi Vasudeva is an internationally acclaimed leader and is the first woman to chair an oil and gas company in India.</p> <p>She represented HPCL as Chairman / Director on the board of several Joint Venture companies. She was responsible for developing the vision and long term objectives, improving growth and profitability, driving a high performance culture geared towards operational excellence and consistent value creation for shareholders & all stakeholders.</p> <p>Prior to assuming responsibility as C&MD, she served on HPCL Board as Director-Marketing and was responsible for pan India sales (B2B & B2C segments), Brand building, Efficient supply chain management, Infrastructure development and leading HPCL foray into new business lines.</p> <p>Her career at HPCL included leadership positions in Marketing, Corporate Strategy, Planning and Information systems and has led key business transformation & organizational restructuring projects.</p> <p>She is the first Indian to be awarded the Global CEO of the year at Platt's Global energy awards 2015. She received the SCOPE Award for excellence and outstanding contribution to Public sector Management from the Hon'ble President of India and was also recognized with Outstanding Women Manager Award by SCOPE.</p>

		<p>She has been a member in several committees for development of policy in the Oil Industry and Hydrocarbon sector in India.</p> <p>She is BA (Economic Honours) from Delhi University and an MBA from IIM Calcutta with over 38 years of experience in the petroleum industry.</p>
Terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.	Appointed as an Independent Director for a term of 5 years i.e. from July 2, 2018 to July 1, 2023.
Directorships held in other companies (excluding foreign companies) as on date	1) L&T Finance Holdings Limited 2) L&T Infrastructure Finance Company Limited 3) L&T Housing Finance Limited 4) L&T Finance Limited 5) L&T Investment Management Limited 6) L&T Infra Investment Partners Advisory Private Limited 7) L&T Capital Markets Limited	1) HCL Technologies Limited 2) L&T Finance Holdings Limited 3) Atria Convergence Technologies Limited 4) L&T Infrastructure Finance Company Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Annexure I	Annexure II
Shareholding in the Company (Equity)	One share, held jointly with L&T Finance Holdings Limited	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	None	None
Number of Board meetings attended during the FY 2017-18	Five out of five Meetings	N.A.

(1) Mr. Dinanath Dubhashi is in the services of L&T Finance Holdings Limited ("LTFH"), the parent company and draws remuneration from LTFH. Mr. Dinanath Dubhashi has not been paid any commission or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

(2) No remuneration was drawn by Ms. Nishi Vasudeva as she was appointed on July 2, 2018 i.e. after financial year 2017-18. She is entitled to receive sitting fees and commission paid to Non-Executive Directors.

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Annexure I

Memberships/Chairmanships of Committees across companies of Mr. Dinanath Dubhashi.

Sr. No.	Name of the Companies	Name of Committee	Whether Member or Chairperson
1.	L&T Finance Holdings Limited	Corporate Social Responsibility Committee	Member
2.	L&T Housing Finance Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
3.	L&T Capital Markets Limited	Corporate Social Responsibility Committee	Member
4.	L&T Finance Limited (erstwhile Family Credit Limited)	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholder's Relationship Committee	Chairperson
5.	L&T Investment Management Limited	Corporate Social Responsibility Committee	Member
6.	L&T Infra Investment Partners Advisory Private Limited	Corporate Social Responsibility Committee	Member
7.	L&T Infrastructure Finance Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Chairperson
		Corporate Social Responsibility Committee	Chairperson

Sr. No.	Name of the Companies	Name of Committee	Whether Member or Chairperson
8.	L&T Infra Debt Fund Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Nomination and Remuneration Committee	Member

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Annexure II
Memberships/Chairmanships of Committees across companies of Ms. Nishi Vasudeva

Sr. No.	Name of the Companies	Name of Committee	Whether Member or Chairperson
1.	L&T Finance Holdings Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
2.	L&T Infrastructure Finance Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
3.	HCL Technologies Limited	Audit Committee	Member
4.	Atria Convergence Technologies Limited	Stakeholders Relationship Committee	Chairperson
		Risk Management Committee	Chairperson
		Audit Committee	Member
		Corporate Social Responsibility Committee	Member
5.	L&T Infra Debt Fund Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member

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


Mehul Somaiya
Company Secretary
ACS - A43026

Date: July 31, 2018
Place: Mumbai

L&T Infra Debt Fund Limited

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Santacruz (East), Mumbai - 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104; E-mail: idf@ltfs.com; Website: www.ltfs.com;
Phone: +91 22 6212 5000; Fax +91 22 6621 7509

ATTENDANCE SLIP

FIFTH ANNUAL GENEAL MEETING – Thursday, August 9, 2018 AT NOON.
(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No. :

DP ID & Client ID :

Name :

Address :

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

I hereby record my presence at the Fifth Annual General Meeting of the Company at
Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg, C.S.T Road, Kalina, Santacruz (East),
Mumbai – 400 098 on Thursday, August 9, 2018 at noon.

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First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

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L&T Infra Debt Fund Limited

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PROXY FORM Form No. MGT-11

[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 :
E-mail 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: Signature or failing him / her
- (2) Name:
Address:
E-mail Id: Signature or failing him / her
- (3) Name:
Address:
E-mail Id: Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifth Annual General Meeting of the Company, to be held on Thursday, August 9, 2018 at noon. at, Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg, C.S.T Road, Kalina, Santacruz (East), Mumbai - 400 098 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

- Adoption of financial statements for the year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
- Appointment of a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- Appointment of Ms. Nishi Vasudeva (DIN: 03016991) as an Independent Director of the Company.

Signed this _____ day _____ of 2018

Affix revenue
stamp of
Re.1

Signature of Shareholder

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

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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