

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 EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of L&T Infra Debt Fund Limited will be held on Tuesday, November 27, 2018, at 3:00 p.m. at 8th Floor, Brindavan, C.S.T Road, Kalina, Santacruz (East), Mumbai - 400 098, to transact the following Special Business:

Special Business:

1. **Increase in the authorised share capital and alteration of the capital clause in the Memorandum of Association of the Company:-**

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

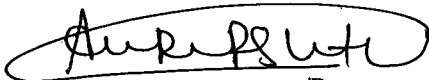
"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and any other applicable provisions, if any, the consent of the Members of the Company, be and is hereby accorded to increase the existing authorised share capital of the Company from Rs. 1400,00,00,000 (Rupees Fourteen Hundred Crore Only), divided into 4,000 (Four Thousand) preference shares of Rs. 10,00,000 (Rupees Ten Lakh) each and 100,00,00,000 (Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each to Rs. 2000,00,00,000 (Rupees Two Thousand Crore), divided into 10,000 (Ten Thousand) preference shares of Rs. 10,00,000 (Rupees Ten Lakh) each and 100,00,00,000 (Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing 'Clause V' of the Memorandum of Association be altered and substituted with the following new clause as 'Clause V':

V. The authorised share capital of the Company is Rs. 2000,00,00,000 (Rupees Two Thousand Crore), divided into 10,000 (Ten Thousand) preference shares of Rs. 10,00,000 (Rupees Ten Lakh) each and 100,00,00,000 (Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each.

RESOLVED FURTHER THAT in connection with the aforesaid, the Board (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

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



Ankit Sheth
Authorised Signatory

Date: November 5, 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 EXTRA-ORDINARY GENERAL MEETING ("EGM") 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 EGM. Further, the proxy holder shall carry a valid proof of identity at the EGM.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.
4. Proxy registers 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. and 6.00 p.m.
5. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the EGM.
6. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Members/ Proxies should fill the Attendance Slip for attending the EGM.
8. 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. up to and including the date of the EGM and at the EGM venue.

ANNEXURE TO THE NOTICE

The Statement under Section 102 of the Companies Act, 2013 ("the Act"):

Item No. 1:

The Company is constantly exploring possibilities of raising low cost funds in a volatile market. Further, the Company had issued unsecured AAA rated redeemable non convertible preference shares aggregating Rs. 105.30 cr in FY 15 and FY 17, respectively. In the current market, there has been a revival of demand for this product and the Company would like to take the opportunity to enhance low cost funds through this product.

Further, the present authorised share capital of the Company is Rs. 1400,00,00,000 (Rupees Fourteen Hundred Crore Only), divided into 4,000 (Four Thousand) preference shares of Rs. 10,00,000 (Rupees Ten Lakh) each and 100,00,00,000 (Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each.

In view of the proposed additional capital infusion in the Company through preference shares, the authorised share capital of the Company needs to be increased suitably.

Thus, it is proposed to increase the authorised share capital from existing Rs. 1400,00,00,000 (Rupees Fourteen Hundred Crore Only), divided into 4,000 (Four Thousand) preference shares of Rs. 10,00,000 (Rupees Ten Lakh) each and 100,00,00,000 (Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each to Rs. 2000,00,00,000 (Rupees Two Thousand Crore), divided into 10,000 (Ten Thousand) preference shares of Rs. 10,00,000 (Rupees Ten Lakh) each and 100,00,00,000 (Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each and by altering Clause V of the Memorandum of Association of the Company.

As per the requirements of the Companies Act, 2013, any change in the Memorandum of Association of the Company requires approval of the Members and therefore a meeting of the Members is required to be convened.

Accordingly, the Board recommended the Ordinary Resolution set forth in Item No.1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives, other than to the extent of their shareholding in the Company, is concerned / interested, financially or otherwise, in the aforesaid resolution.

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



Ankit Sheth
Authorised Signatory

Date: November 5, 2018
Place: Mumbai

L&T Infra Debt Fund Limited

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ATTENDANCE SLIP

EXTRA-ORDINARY GENEAL MEETING – TUESDAY, NOVEMBER 27, 2018 AT 3.00 P.M.

(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 Extra – Ordinary General Meeting of the Company at
8th Floor, Brindavan, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 on Tuesday,
November 27, 2018 at 3.00 p.m.

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

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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 Extra - Ordinary
General Meeting of the Company, to be held on Tuesday, November 27, 2018 at 3.00 p.m. at
8th Floor, Brindavan, C.S.T Road, Kalina, Santacruz (East), Mumbai - 400 098 and at any
adjournment thereof in respect of such resolution as are indicated below:

Special Business:

1. Increase in the authorised share capital and alteration of the capital clause in the Memorandum of
Association of the Company.

Signed this _____ day _____ of 2018

.....
Signature of Shareholder

Affix revenue
stamp of
Re.1

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

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 less than 48 hours before the commencement of the
Meeting.