

L&T INFRA DEBT FUND LIMITED

Registered 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:** investorgrievances@ltfs.com; **Website:** www.ltfs.com;
Phone: +91 22 6212 5000; **Fax:** +91 22 6212 5553

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Seventh Annual General Meeting ("AGM")** of the Members of **L&T Infra Debt Fund Limited** will be held on Tuesday, July 28, 2020 at 10:30 a.m. 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, 2020.
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. **To reaffirm / ratify the resolution for issuance of non-convertible debentures during FY 2020-21:**

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

"RESOLVED THAT pursuant to and subject to the provisions of Section 42, 71 and 179 of the Companies Act, 2013 ("the Act"), Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, as amended from time to time, the rules, regulations, guidelines and circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Members, be and is hereby accorded to the Board of Directors ("Board"), to offer, issue and allot, in one or more tranches, secured/unsecured non-convertible debentures/bonds during FY 2020-21 on a private placement basis, for an amount not exceeding in aggregate Rs. 7,000 Crore (Rupees Seven Thousand Crore only) on such terms and conditions and at such times at par or at such premium/discount, as may be decided by the Board to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other person/persons as the Board may decide so, for the purpose of meeting long term

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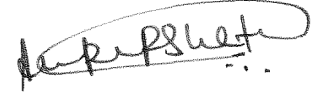
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requirements of funds such that the total issuance of secured/unsecured non-convertible debentures/bonds on a private placement basis during FY 2020-21 does not exceed Rs. 7,000 Crore (Rupees Seven Thousand Crore only) be reaffirmed / ratified by the Members of the Company.”

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



Ankit Sheth
Authorised Signatory

Date: July 4, 2020

Place: Mumbai

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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 SEVENTH 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 9:30 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 Notice, if any, are available for inspection at the registered office on any working day of the Company, between 9.30 a.m. to 6.00 p.m. from the date of dispatch of the Notice up to and including the date of the AGM and at the AGM venue.
10. Additional information of Director seeking re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is annexed to the Notice.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE DATED JULY 3, 2020

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolution:

Item No 3:

As per the requirements of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeded the limit as specified in Section 180(1)(c), the Company is required to pass a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

Since the amount proposed to be borrowed by the Company during FY 2020-21 (i.e. up to Rs. 7,000 Crore) by way of issuance of non-convertible debentures, in one or more tranches on a private placement basis, was above the limit specified above, approval of the Members by way of special resolution was required during FY 2020-21.

However, due to the present unprecedented situation on account of COVID-19 pandemic and, the announcement made by Hon'ble Chief Minister of Maharashtra on March 20, 2020 for closure of offices in certain cities of Maharashtra (including Mumbai), it was felt prudent to convene an extra ordinary general meeting of the Company ("EGM") at a shorter notice on March 20, 2020 to pass a special resolution to enable the Company to raise funds through issue of non-convertible debentures during FY 2020-21 instead of holding the EGM in first week of April 2020 in accordance with the provisions of the rule stated above and as per the practice followed by the Company every year.

Considering that year for the purposes of the said rule is considered to be financial year, it is proposed to seek approval of the Members for reaffirmation / ratification of the resolution passed by the Members at its meeting held on March 20, 2020 regarding issuance of non-convertible debentures by passing the resolution stated in the notice.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

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

Additional information of Director seeking re-appointment at the Seventh Annual General Meeting pursuant to SS-2:

Name of the Director	Mr. Dinanath Dubhashi (DIN: 03545900)
Date of Birth/(age)	May 31, 1966 (54 years)
Qualifications	<ul style="list-style-type: none"> • Postgraduate from IIM Bangalore • B.E. (Mechanical) degree
Date of first appointment on the Board	April 29, 2016
Remuneration (a) sought to be paid (b) last drawn	N.A. ⁽¹⁾
Experience / Brief Profile	<p>Mr. Dinanath Dubhashi is the Managing Director & Chief Executive Officer of L&T Finance Holdings Limited ("LTFH"). With a rich experience of over two decades, he has worked in multiple domains of financial services such as corporate banking, cash management, credit rating, retail lending and rural finance. He has been with L&T Financial Services ("LTFS") since 2007 and has been instrumental in scaling up the retail business operations manifold, across customer segments and geographies.</p> <p>The strategy roadmap defined under his leadership has transformed LTFH into an organization focused on creating sustainable value for shareholders through an increase in retailisation of the loan book, robust risk management framework, doubling of return on equity and decisive strategic choices in businesses. Providing 'Assurance' to all stakeholders, his focus has been to align LTFH's intent, execution and culture, towards making a stable and sustainable organisation.</p> <p>Prior to LTFS, he was associated with organisations 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>
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	<ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Finance Limited 3. L&T Infrastructure Finance Company Limited 4. L&T Housing Finance Limited 5. L&T Investment Management Limited 6. L&T Infra Investment Partners Advisory Private Limited

Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p>A. Audit Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Limited 2. L&T Infrastructure Finance Company Limited 3. L&T Housing Finance Limited 4. L&T Infra Debt Fund Limited <p>B. Stakeholder's Relationship Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Limited (Chairperson) 2. L&T Infrastructure Finance Company Limited (Chairperson) <p>C. Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Finance Limited 3. L&T Infrastructure Finance Company Limited (Chairperson) 4. L&T Housing Finance Limited (Chairperson) 5. L&T Infra Debt Fund Limited (Chairperson) 6. L&T Investment Management Limited 7. L&T Infra Investment Partners Advisory Private Limited <p>D. Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Limited 2. L&T Infrastructure Finance Company Limited 3. L&T Housing Finance Limited 4. L&T Infra Debt Fund Limited
Shareholding in the Company (Equity) as on March 31, 2020	One share, held jointly with L&T Infrastructure Finance Company Limited
Relationship with other Directors / Manager / Key Managerial Personnel	None
Number of Board meetings attended during the FY 2019-20	All meetings (i.e. six out of six meetings)

⁽¹⁾ Mr. Dinanath Dubhashi is in the services of L&T Financial Services ("LTFS"), and draws remuneration from LTFS. 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.

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



Ankit Sheth
Authorised Signatory

Date: July 4, 2020
Place: Mumbai

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ATTENDANCE SLIP**SEVENTH ANNUAL GENEAL MEETING – TUESDAY, JULY 28, 2020 AT 10:30 A.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 :

.....

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

I hereby record my presence at the Seventh 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 Tuesday, July 28, 2020 at 10:30 a.m.

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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:, or failing him / her

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company, to be held on Tuesday, July 28, 2020, at 10:30 a.m. 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, and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

1. Adoption of audited financial statements for the year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.

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2. 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:

3. To reaffirm / ratify the resolution for the issuance of non-convertible debentures during FY 2020-21.

Signed this _____ day _____ of 2020 .

.....
Signature of Shareholder

Affix revenue stamp of Re.1

.....
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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