

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 EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Eighth Annual General Meeting** ("AGM") of the Members of L&T Infra Debt Fund Limited will be held on Wednesday, July 28, 2021 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, 2021.
2. To appoint a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of 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 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), RBI regulations and other

applicable regulatory provisions, if any, the Company hereby appoints M/s. CNK & Associates LLP (ICAI Registration No. 101961W/W-100036) as the Statutory Auditors of the Company for a term of 3 (three) consecutive years to hold office from the conclusion of Eighth Annual General Meeting ("AGM") till the conclusion of the Eleventh AGM.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment (including remuneration) and to do all such other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

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

Savita Kodain
Company Secretary
ACS21240

Date: June 24, 2021

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 EIGHTH 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.

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

Name of the Director	Mr. Sunil Prabhune (DIN: 07517824)
Date of Birth/(age)	May 24, 1975 (46 years)
Qualifications	Gold Medalist in Business Management from Xavier Institute of Management
Date of first appointment on the Board	April 24, 2019
Remuneration (a) sought to be paid (b) last drawn	N.A. ⁽¹⁾
Experience/ Brief Profile	<p>Mr. Sunil Prabhune is the Chief Executive of Rural & Housing Finance and Group Head - Digital, IT and Analytics. Rural Finance vertical comprises of Micro Loans, Farm Equipment Finance, Two Wheeler Finance and Consumer Loans.</p> <p>A harbinger of change, Mr. Prabhune has guided the Farm Equipment Finance business towards enhanced loan book quality, reduced NPAs and strengthening of the collection infrastructure. Digitization of the credit process has enabled the Two-Wheeler Finance business to become a leader in multiple geographies. Mr. Prabhune's ability to focus on details, while keeping an eye on the larger picture, has aided him in realigning the Micro Loan business, and increasing its national footprint. With his guidance, Rural Finance has added Consumer loans, a fully digital proposition, to its product portfolio and the product is steadily scaling up. Under his leadership, the Rural Finance business has evolved into a market leader in multiple segments and geographies.</p> <p>In his capacity as the Group Head - Digital, IT and Analytics, Mr. Prabhune's focus is on further enhancing organizational efficiency and customer experience. Additionally, Mr. Prabhune also leads various inorganic growth initiatives of the organization, in line with the strategy of driving the retailisation of the portfolio.</p> <p>Mr. Prabhune plays a pivotal role leading the Strategic Cost optimization drive across LTFS, which has helped the organization become more competitive. Previously at LTFS, in his role as the Chief Human Resource Officer, Mr. Prabhune was instrumental in driving the transformational journey of organizational structure and skills, aligning these initiatives to focused execution and targeted RoEs.</p> <p>He joined L&T Financial Services in 2013 and has more than two decades of experience in global and regional leadership roles across sectors, particularly in areas of organizational change, transformation management and building capabilities for</p>

	<p>leadership. He has also headed process efficiency and digitization in his previous roles and has been associated with organizations like ICICI Bank, Novartis, GE, and ICI in various capacities in the past.</p> <p>Mr. Prabhune is a Gold Medalist in Business Management from Xavier Institute of Management, Bhubaneswar. He is an avid reader and a sports enthusiast.</p>
Terms and conditions of appointment/reappointment	Appointed as a Director liable to retire by rotation.
Directorship held in other Companies (excluding foreign companies) as on date	<p>1) L&T Finance Limited (Whole-Time Director)</p> <p>2) L&T Financial Consultants Limited</p> <p>3) L&T Infra Investment Partners Trustee Private Limited</p>
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p>A. Stakeholder Relationship Committee</p> <p>1. L&T Finance Limited</p> <p>B. Corporate Social Responsibility Committee</p> <p>1. L&T Financial Consultants Limited</p>
Shareholding in the Company (Equity) as on March 31, 2021	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 2020-21	Two out of four meetings

⁽¹⁾ Mr. Sunil Prabhune is in the services of L&T Financial Services ("LTFS"), and draws remuneration from LTFS. He 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**

Savita Kodain
Company Secretary
ACS21240

Date: June 24, 2021

Place: Mumbai

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ATTENDANCE SLIP

EIGHTH ANNUAL GENERAL MEETING – WEDNESDAY, JULY 28, 2021 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 Eighth 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 Wednesday, July 28, 2021 at 10:30 a.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 :, 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 Eighth Annual General Meeting of the Company, to be held on Wednesday, July 28, 2021, 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, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company.

Signed this _____ day _____ of 2021.

.....
Signature of Member

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.