

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

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 Wednesday, August 14, 2019, 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 Special Business(es):

SPECIAL BUSINESS:**1. Issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on a private placement basis:**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 40, 42, 55, 62 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Rules, Regulations, Guidelines and Circulars issued by the Reserve Bank of India, as amended from time to time, the Memorandum and Articles of Association of the Company, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Company be and is hereby accorded to the Board of Directors ("Board, which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot, in one or more tranches 8,000 (Eight Thousand) Cumulative Compulsorily Redeemable Non-Convertible Preference Shares ("Preference Shares") of the face value of Rs. 10,00,000 each for cash at par or at a premium aggregating to a nominal value of Rs. 800 Crore (Rupees Eight Hundred Crore only) to various persons either through public offer or on a private placement basis, in one or more tranches to various institutions / entities viz. companies / bodies corporate / persons including Promoters / Promoter Group & Associates, whether or not they are the Member(s) of the Company on such terms and conditions as may be decided by the Board and subject to the following rights:

- The Preference Shares shall carry a fixed cumulative preference dividend to be determined by the Board at the time of issue of the Preference Shares, on the capital for the time being paid-up thereon and shall be redeemable not later than the date determined by the Board at

L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@ltfs.com

www.ltfs.com

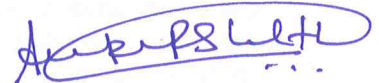
the time of issue or such other date as may be determined by the Board but not later than a period exceeding 7 (Seven) years.

- The Preference Shares shall rank for dividend in priority to the Equity Shares for the time being of the Company.
- In the case of winding up of the Company, the Preference Shares shall be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the Equity Shares but shall not be entitled to any further participation in profits or assets.
- Voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make arrangements with any financial institution / bank or any other body or person(s) to underwrite the whole or any part of the issue of the Preference Shares, subject to the provisions of Section 40(6) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

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



Ankit Sheth
Authorised Signatory

Place: Mumbai

Date: August 6, 2019

L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@ltfs.com

www.ltfs.com

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 9.30 a.m. and 6.30 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. Consent of the Members is being obtained for convening meeting at shorter notice.
9. All documents referred to in the Notice are open for inspection at the registered office of the Company on all the working days, between 9.30 a.m. to 6.30 p.m. from the date of dispatch of the Notice till Wednesday, August 14, 2019.

g

L&T Infra Debt Fund Limited**Registered Office**

Plot No. 177, CTS No. 6970, 6971, Vidyanageri Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@ltfs.com

www.ltfs.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

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

Item No. 1:

The steady growth of the operations of the Company requires regular infusion of equity and Tier I or Tier II debt, the Company would need to raise funds for such infusion. The Company would also need funds for its working capital requirements including redemption of Preference Shares from time to time.

In connection with the aforesaid, approval of the Members is sought for the issue of Preference Shares. The Preference Shares may be issued either by way of a public offer or on a private placement basis in one or more tranches to various institutions / entities viz. companies/ bodies corporate/ persons including Promoters/ Promoter Group & Associates, whether or not they are Member(s) of the Company, considering the viable options available. The said enabling resolution empowers the Board to create, offer, issue and allot, in one or more tranches 8,000 (Eight Thousand), Cumulative Compulsorily Redeemable Non-Convertible Preference Shares ("CRPS") of the face value of Rs. 10,00,000 each for cash at par or premium and on such terms and conditions including but not limited as to the rate of dividend, period and manner of redemption, amount of premium, if any, as the Board in its absolute discretion may determine, provided the aggregate amount up to which the Preference Shares shall be issued shall not exceed Rs. 800 Crore (Rupees Eight Hundred Crore Only). The Board shall also be authorised to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the subscribers / holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to the provisions of the Companies Act, 2013, or any modification(s) /re-enactment(s) thereof and the Memorandum and Articles of Association of the Company, if any.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of Preference Shares are as follows:

Sr. No.	Disclosures required	Particulars
1.	Particulars of the offer including date of passing of Board resolution	<p>Cumulative Compulsorily Redeemable Non-Convertible Preference Shares for an amount not exceeding in aggregate Rs.800 Crore (Rupees Eight Hundred Crore only) in one or more tranches by way of a public offer or on a private placement basis at such rates and on such terms and conditions as may be determined by the Board (including any Committee constituted by the Board) (Board").</p> <p>Date of passing of Board resolution: July 19, 2019</p>

L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyannagari Marg

CST Road, Kalina, Santacruz (East)

Mumbai 400 098, Maharashtra, India

CIN: L67100MH2013PLC241104

T +91 22 6212 5000

F +91 22 6212 5553

E idf@ltfs.com

www.ltfs.com

2.	Size of the issue and number of preference shares to be issued and nominal value of each share	The Company proposes to create, offer, issue and allot Preference Shares of the face value of Rs. 10,00,000 each for cash at par or at a premium either by way of a public offer or to various entities / persons including Promoters / Promoter Group & Associates, whether or not they are Member(s) of the Company on a private placement basis.
3.	Nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Cumulative, Non-Participating and Non-Convertible.
4.	Objectives of the issue	Subject to compliance with applicable laws and regulations, our Company intends to use the net proceeds for various purposes, including but not limited to funding of business growth, capital adequacy, business purposes, redemption of preference shares, repayment of borrowings of our Company and for general corporate purposes as per our Company's growth and business related plans from time to time.
5.	Manner of issue of shares	Public Offer/ Private Placement as decided by the Board.
6.	Price at which such shares are proposed to be issued	At par or at premium as decided by the Board.
7.	Basis on which the price has been arrived at	While the issuances would generally be made at par, in case the issuance is made at premium, the same would be at a price determined on the basis of valuation by a registered valuer in accordance with applicable rules.
8.	Terms of issue, including terms and rate of dividend on each share, etc.	The tenure shall be for a period not exceeding 7 (Seven) years. The issuances would be subject to conditions of money market, appetite of the investors, prevalent tax regulations, credit rating of the instrument etc. and the rate of dividend would be linked to the returns provided by similar instruments.
9.	Terms of redemption, including the tenure of redemption, redemption of	Tenure of redemption would be based on cash flow forecasts of the Company which in turn would be linked to ongoing performance of the company and the

L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg

CST Road, Kalina, Santacruz (East)

Mumbai 400 098, Maharashtra, India

CIN: L67100MH2013PLC241104

T +91 22 6212 5000

F +91 22 6212 5553

E idf@ltfs.com

www.ltfs.com

	shares at premium and if the preference shares are convertible, the terms of conversion	growth opportunities.																											
10.	Manner and modes of redemption	The redemption of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares will be done in accordance with the provisions of the Companies Act, 2013 and out of profit and / or out of fresh issue of capital.																											
11.	Current shareholding pattern of the Company	<table border="1"> <thead> <tr> <th>Name of Shareholders</th><th>No. of Shares</th><th>% Shareholding</th></tr> </thead> <tbody> <tr> <td>L&T Infrastructure Finance Company Limited</td><td>23,70,36,157</td><td>48.36</td></tr> <tr> <td>L&T Finance Holdings Limited</td><td>11,44,91,100</td><td>23.36</td></tr> <tr> <td>L&T Finance Limited</td><td>13,86,52,953</td><td>28.28</td></tr> <tr> <td>Mr. Raju Dodti*</td><td>1</td><td>0.00</td></tr> <tr> <td>Mr. Dinanath Dubhashi*</td><td>1</td><td>0.00</td></tr> <tr> <td>Mr. Sunil Prabhune*</td><td>1</td><td>0.00</td></tr> <tr> <td>Mr. Abhishek Sharma*</td><td>1</td><td>0.00</td></tr> <tr> <td>Total</td><td>49,01,80,214</td><td>100</td></tr> </tbody> </table> <p>*Jointly holding with L&T Infrastructure Finance Company Limited</p>	Name of Shareholders	No. of Shares	% Shareholding	L&T Infrastructure Finance Company Limited	23,70,36,157	48.36	L&T Finance Holdings Limited	11,44,91,100	23.36	L&T Finance Limited	13,86,52,953	28.28	Mr. Raju Dodti*	1	0.00	Mr. Dinanath Dubhashi*	1	0.00	Mr. Sunil Prabhune*	1	0.00	Mr. Abhishek Sharma*	1	0.00	Total	49,01,80,214	100
Name of Shareholders	No. of Shares	% Shareholding																											
L&T Infrastructure Finance Company Limited	23,70,36,157	48.36																											
L&T Finance Holdings Limited	11,44,91,100	23.36																											
L&T Finance Limited	13,86,52,953	28.28																											
Mr. Raju Dodti*	1	0.00																											
Mr. Dinanath Dubhashi*	1	0.00																											
Mr. Sunil Prabhune*	1	0.00																											
Mr. Abhishek Sharma*	1	0.00																											
Total	49,01,80,214	100																											
12.	Expected dilution in equity share capital upon conversion of preference shares	Not applicable																											
13.	Material terms of raising such securities	Since the issuance would be in one or more tranches, material terms will be determined by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder and other applicable laws for the time being in force.																											
14.	Proposed time schedule	Within the time as prescribed under applicable law.																											
15.	Contribution being made by the promoters or directors	The issuance will be in one or more tranches and the contribution, if any, will be in accordance with the																											

L&T Infra Debt Fund Limited
Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanaigari Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@lts.com

www.lts.com

	either as part of the offer or separately in furtherance of objects	applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable laws for the time being in force.
16.	Principle terms of assets charged as securities	Not applicable
17.	Details of valuer	Since the issuance would be in one or more tranches, the valuer will be determined by the Board, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable laws for the time being in force.

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 above resolution.

The aforesaid proposal is in the interest of the Company and the Board thus recommends the special resolution at Item No. 1 of the Notice for approval of the Members.

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


Ankit Sheth
Authorised Signatory

Place: Mumbai

Date: August 6, 2019

L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@ltfs.com

www.ltfs.com

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:** Investorgreivances@ltfs.com; **Website:** www.ltfs.com;

Phone: +91 22 6212 5000; **Fax:** +91 22 6212 5553

ATTENDANCE SLIP

EXTRA-ORDINARY GENEAL MEETING – WEDNESDAY, AUGUST 14, 2019 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 :

.....

.....

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 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, on Wednesday, August 14, 2019 at noon.

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy



L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg

CST Road, Kalina, Santacruz (East)

Mumbai 400 098, Maharashtra, India

CIN: L67100MH2013PLC241104

T +91 22 6212 5000

F +91 22 6212 5553

E idf@ltfs.com

www.ltfs.com

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

**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.: :
DPID & ClientID :

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 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 Extra - Ordinary General Meeting of the Company, to be held on Wednesday, August 14, 2019 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 and at any adjournment thereof in respect of such resolution as are indicated below:



L&T Infra Debt Fund Limited
Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@ltfs.com

www.ltfs.com



Special Business:

1. Issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on a private placement basis.

Signed this _____ day _____ of 2019.

.....
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.

L&T Infra Debt Fund Limited

Registered Office

Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
CST Road, Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67100MH2013PLC241104

T +91 22 6212 5000
F +91 22 6212 5553
E idf@ltfs.com

www.ltfs.com