



#28, 1st Floor, Ganapathy Colony, 11th Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to section 108 of Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman of Extraordinary General Meeting of the members of  
L&T Infra Debt Fund Limited (the Company) to be held at 12.00 Noon on Thursday, the 9th  
April 2015 at City 2, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098.

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of L&T Infra Debt Fund Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Extraordinary General Meeting (EGM) of the members of the Company, to be held at 12.00 Noon on 09th April 2015 at City 2, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of Extraordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, India, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:-

i. The e-voting period remained open only on Monday, 06th April, 2015 from 9 A.M. to 7 PM.

ii. The members of the Company as on the "cut-off" date i.e. 03.04.2015 were entitled to vote on the Special resolution in the notice dated 30.03.2015.

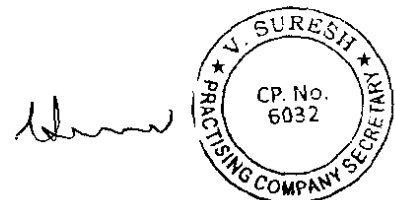
iii. The votes cast were unblocked on 06th April 2015 in the presence of 2 witnesses Ms. Subashree R S and Mr. Shaik Mohideen, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Subashree R S*

Ms. Subashree R S

*N. Shaik Mohideen*

Mr. Shaik Mohideen



iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited, India(i.e.) [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of the e-voting is as under:

**No Invalid Votes have been cast in respect of any of the resolutions.**

**ITEM NO. 1:**

**SPECIAL RESOLUTION TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES DURING FY 2015-2016 ON PRIVATE PLACEMENT BASIS TO VARIOUS INVESTORS FROM TIME TO TIME**

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
9	30,40,00,000	100.00

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Thanking You,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
C.P No 6032  
Place: Chennai  
Date: 06.04.2015

