

L&T INFRA CREDIT LIMITED**(FORMERLY KNOWN AS 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:** investorgrievances@ltfs.com;**Website:** <https://www.ltfs.com/infra-credit>; **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 Credit Limited (formerly known as L&T Infra Debt Fund Limited) will be held on Thursday, November 9, 2023 at 3.30 p.m. 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:

SPECIAL BUSINESS:**1. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO A SINGLE NON-EXECUTIVE DIRECTOR ("NED") IN EXCESS OF 50% OF REMUNERATION PAYABLE TO NEDs FOR FY 2023-24:**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on recommendation by the Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby given for the payment of remuneration by way of commission to a single Non-Executive Director ("NED") in accordance with criteria and structure approved by the Board of Directors exceeding 50% of the total remuneration by way of commission payable to all NEDs for financial year 2023-24.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) 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 Credit Limited**
(formerly known as L&T Infra Debt Fund Limited)



Savita Kodain
Company Secretary
ACS 21240

Date: October 18, 2023**Place:** Mumbai

L&T Infra Credit Limited
(formerly known as 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 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. from the date of dispatch of the Notice till the date of the meeting.
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. 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 the relevant documents referred to in the Notice are available for inspection by the Members from the date of dispatch of the Notice up to and including the date of the EGM and at the EGM venue. The documents can be inspected at the registered office of the Company on any working day, between 11:00 a.m. (IST) to 1:00 p.m. (IST).

Registered Office

ANNEXURE TO THE NOTICE

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

Item No. 1

The Board of Directors at its meeting held on October 25, 2017 had approved the criteria and structure for payment of compensation/ commission ("Compensation") to the Non-Executive Directors of the Company (except those directors who are in the services of L&T group) ("NEDs").

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, states that approval of shareholders by way of special resolution is required to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds 50% of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. Considering that the Company has only two NEDs eligible to receive Compensation and one of the factors considered for determination of Compensation is committee memberships which is different, the Compensation payable to one of the NEDs will exceed the 50% limit specified above. In view of the aforesaid regulatory requirements, approval of shareholders by way of special resolution will be required for payment of the Compensation by way of commission to single NED in excess of 50% of remuneration payable to all NEDs for FY2023-24.

Further, Nomination and Remuneration Committee ("NRC") and Board of Directors are required to approve and recommend to the shareholders, remuneration proposed to be paid to NEDs in excess of limits specified in Schedule V of the Act and remuneration / Compensation payable by way of commission to single NED in excess of 50% of remuneration payable to all NEDs.

Based on the recommendation of NRC at its meeting held on October 18, 2023 and the Board of Directors at its meeting held on October 18, 2023, the Members are requested to approve the remuneration to NEDs.

The Board recommends the Special Resolution for approval of the Members.

Save and except the NEDs concerned, to the extent of the Compensation received by them, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway interested or concerned in the above Resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors
For **L&T Infra Credit Limited**
(formerly known as L&T Infra Debt Fund Limited)



Savita Kodain
Company Secretary
ACS 21240

Date: October 18, 2023
Place: Mumbai

L&T Infra Credit Limited
(formerly known as 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@lifs.com

www.lifs.com

L&T INFRA CREDIT LIMITED**(FORMERLY KNOWN AS 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:** investorgrievances@ltfs.com;**Website:** <https://www.ltfs.com/infra-credit>; **Phone:** +91 22 6212 5000; **Fax:** +91 22 6212 5553**ATTENDANCE SLIP****EXTRA-ORDINARY GENERAL MEETING – THURSDAY, NOVEMBER 9, 2023 AT 3.30 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 :

.....

.....

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 Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg, C.S.T Road, Kalina, Santacruz (East), Mumbai - 400 098, on Thursday, November 9, 2023 at 3.30 p.m.

.....
First / Sole holder / Proxy.....
Second holder / Proxy.....
Third holder / Proxy

L&T INFRA CREDIT LIMITED**(FORMERLY KNOWN AS 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:** investorgrievances@ltfs.com;**Website:** <https://www.ltfs.com/infra-credit>; **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.: :
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 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 Thursday, November 9, 2023 at 3.30 p.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:

Registered Office

I wish my above Proxy to vote in the manner as indicated in the box below: -

Sr. No.	Resolution	For	Against
1)	Payment of remuneration by way of commission to a single Non-Executive Director ("NED") in excess of 50% of remuneration payable to NEDs for FY2023-24 (Special Resolution)		

Signed this _____ day of _____ 2023

Affix revenue
stamp of Re.1

.....
Signature of Shareholder

.....
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.