

**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:** 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 Credit Limited (formerly known as L&T Infra Debt Fund Limited) will be held on Friday, April 01, 2022, at 12:00 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, to transact the following special business:

SPECIAL BUSINESS:

1. Payment of commission to Non-Executive Directors 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 197 and 198 of the Companies Act, 2013 ("the Act") including any other applicable provisions of the Act and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for the payment of remuneration by way of Commission to the Non-Executive Directors of the Company including Independent Directors, in addition to the sitting fees for attending the meetings of the Board or Committees thereof, of an amount not exceeding the limit of 1% of the net profits of the Company calculated as per the provisions of the Act, every year in aggregate.

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: March 28, 2022

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 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 5.00 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 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 Securities and Exchange Board of India ("SEBI") vide notification dated September 7, 2021, has issued SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 ("LODR Amendment Regulations") and introduced the concept of "high value debt listed entities" i.e., a debt listed entity having an outstanding value of listed non-convertible debt securities of Rs. 500 crores and above as on March 31, 2021.

The Company has been issuing secured/ unsecured, redeemable, non-convertible debentures on a private placement/public issue basis and these debentures are listed on the Wholesale Debt Market ("WDM") of the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

Basis the LODR Amendment Regulations and considering that the outstanding value of aforesaid securities is more than Rs. 500 crores as on March 31, 2021, the Company is identified as a high value debt listed entity. In view of the same, the provisions of Regulation 16 - Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Regulations"), currently applicable to equity listed entities, are now applicable to the Company on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter. Regulation 16 - 27 primarily deals with composition of Board and various committees, the responsibilities of the Board, terms of reference of the Committees, provisions pertaining to Independent Directors, requirements in relation to related party transactions and other corporate governance requirements.

Pursuant to Regulation 17(6), the board of directors is required to recommend all fees or compensation (except sitting fees paid in accordance with the requirements of the Companies Act, 2013 ("the Act")), if any, paid to the Non-executive Directors, including independent directors for approval of shareholders in a general meeting.

Apart from the payment of the sitting fees, the Company pays commission to the Non-Executive Directors of the Company (except those directors who were in the services of L&T Group ("NEDs")).

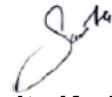
In view of the aforementioned requirements, while the commission criteria and structure were already approved by the Board, the approval of the Members is being sought for paying commission to the NEDs subject to the aggregate amount in a year not exceeding the limit of 1% of the net profits of the Company calculated as per the provisions of the Act.

The amount of commission to be payable to each of NEDs (within the overall limit of 1%), shall be at the discretion of the Board of Directors and subject to the Company having adequate profits.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

Save and except the Non-Executive Directors concerned, to the extent of the commission 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 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: March 28, 2022

Place: Mumbai

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:** www.ltfs.com;

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

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING – FRIDAY, APRIL 01, 2022, AT 12:00 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 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 Friday, April 01, 2022, at 12:00 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:** 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.: :
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 Friday, April 01, 2022, at 12:00 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:

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

Resolution	For	Against
1) Payment of commission to Non-Executive Directors of the Company		

Signed this _____ day _____ of 2022.

.....
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.