

**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](mailto:Investorgrievances@ltfs.com); **Website:** [www.ltfs.com](http://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 Friday, July 23, 2021, at 11:00 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 Special Business(es):

**SPECIAL BUSINESS:****1. APPROVING THE CHANGE OF NAME OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 4 and other applicable provisions, if any, of the Companies Act, 2013 (including the rules thereunder) and subject to the approval of the Central Government and/or any other applicable regulatory authorities, consent of the Members be and is hereby accorded for changing the name of the Company from L&T Infra Debt Fund Limited to L&T Infra Credit Limited.

**RESOLVED FURTHER THAT** upon the change of name of the Company becoming effective, the name - L&T Infra Debt Fund Limited wherever it occurs in the Memorandum and Articles of Association and all the other records of the Company, be substituted with L&T Infra Credit Limited.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (including a duly authorised Committee/ authorised person(s)) be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settling any question, difficulty or doubt that may arise in this regard."

**2. APPROVING ALTERATION OF THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 4 and other applicable provisions, if any, of the Companies Act, 2013 (including the rules thereunder), consent of the Members be and is hereby accorded for alteration of the object clause of the Memorandum of Association of the Company by inserting new clauses in place of the existing clause III A (1), clause III B (47) and clause III B (54) as mentioned below and all references to the provisions of the Companies Act, 1956 stand modified to specify the provisions of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.

**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](mailto:idf@ltfs.com)

[www.ltfs.com](http://www.ltfs.com)

Clause III A (1):

To carry on the business of a Non- Banking Financial Company classified as an NBFC - Investment and Credit Company ("NBFC – ICC") as per the provisions of the Reserve Bank of India and engage in providing and arranging financial assistance in all permitted forms including but not limited to refinancing, subscribing and investing in securities including but not limited to bonds and debentures, loans, liquidity support, undertake all permitted forms of fee based activities including but not limited to underwriting, syndication, advisory, all form of credit enhancement, guarantee and takeout financing, denominated in rupee or such foreign currencies as may be permitted by Government policies/regulatory guidelines, whether independently or in association with any other entities, person(s), Government or any other agencies, whether incorporated or not, whether with or without security to persons (whether or not incorporated) engaged in or in connection with either directly or indirectly or wholly or in part, for the purpose of infrastructure projects and companies at such stage of development/operation and under such conditions as may be stipulated/permitted by regulatory guidelines from time to time with respect to NBFC – ICCs.

Clause III B (47):

To invest directly or indirectly to the extent permissible in equity shares, all types of debt instruments, units, convertibles including mezzanine financing instruments of companies/ InVITs (or other such business models permitted by regulation/ government policy) engaged in infrastructure, infrastructure development projects, or money market instruments and bank deposits.

Clause III B (54):

Notwithstanding anything contained in this Memorandum of Association, all provisions of the Reserve Bank of India as may be applicable to a Non-Banking Financial Company – Investment and Credit Company (as amended from time to time) shall be strictly applicable.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (including a duly authorised Committee/ authorised person(s)) be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settling 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**



**Savita Kodain**  
**Company Secretary**  
**ACS 21240**

**Date: July 21, 2021**  
**Place: Mumbai**

**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 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. The Members/ Proxies should fill the Attendance Slip for attending the EGM.
8. Consent of the Members is being obtained for convening the EGM at a shorter notice.
9. All documents referred to in the Notice and explanatory statement, if any, are available for inspection at the registered office of the Company on all the working days, between 9.30 a.m. to 5.00 p.m. from the date of dispatch of the Notice up to and including the date of EGM and at the EGM venue.

## **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 resolution:

#### **Item Nos. 1 and 2:**

- 1) In light of the approval of the scheme of amalgamation by way of merger by absorption of L&T Infrastructure Finance Company Limited ("LTIFC") and L&T Housing Finance Limited ("LTHFL") with L&T Finance Limited ("LTFL") {all wholly owned subsidiaries of L&T Finance Holdings Limited ("LTFH")} under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), the Scheme had become effective from April 12, 2021. Consequent to the merger of its sponsor (LTIFC), the Company was required to undergo changes in the general character or nature of business / activities / shareholding structure which included requirement of obtaining various approvals and making appropriate applications to the regulator.
- 2) In view of the aforesaid, an application was made by LTFH, the holding company on April 19, 2021 requesting the Reserve Bank of India ("RBI") to grant forbearance to maintain the status of the Company as an IDF-NBFC and RBI vide its letter dated May 17, 2021 bearing reference no. DoS.CO.RSG No. T065 /02.13.001/2020-21 has advised the Company to take steps to convert the Company into an NBFC – Investment and Credit Company (NBFC – ICC) from an IDF-NBFC.
- 3) The Board at its Meeting held on June 9, 2021 had approved the proposal to make an application to the Reserve Bank of India ("RBI") for conversion of the Company in to NBFC – ICC from NBFC – IDF and accordingly, necessary application was filed on June 11, 2021. Further to the Company's application, RBI vide its letter dated June 29, 2021 bearing reference no. DoS.CO.RSG No. T155 /02.13.001/2020-21 ("the Letter") has advised the Company to ensure certain compliances including removal of the term 'IDF' from the name of the company and making requisite changes to the charter documents of the Company in order to align it with the modified status of the Company.
- 4) Further, considering the conversion of the Company into NBFC-ICC and in light of the aforesaid, the name of the Company i.e., L&T Infra Debt Fund Limited as well as all the references to the Company carrying out business as IDF (including the main objects clause) included in the Memorandum of Association needs to be amended.

Consent of the Members is therefore sought to change the name of the Company from L&T Infra Debt Fund Limited to L&T Infra Credit Limited, and to amend the main objects of the Company.

#### **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](mailto:idf@ltfs.com)

[www.ltfs.com](http://www.ltfs.com)

Accordingly, the Board of Directors recommends the Special Resolutions set forth in Item Nos. 1, and 2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way 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 Debt Fund Limited**



**Savita Kodain**  
**Company Secretary**  
**ACS 21240**

**Date: July 21, 2021**  
**Place: Mumbai**

**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](mailto:Investorgrievances@ltfs.com); **Website:** [www.ltfs.com](http://www.ltfs.com);

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

**ATTENDANCE SLIP****EXTRA-ORDINARY GENERAL MEETING – FRIDAY, JULY 23, 2021, AT 11.00 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 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, July 23, 2021, at 11.00 a.m.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

**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](mailto:Investorgrievances@ltfs.com); **Website:** [www.ltfs.com](http://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, July 23, 2021, at 11.00 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:

**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](mailto:idf@ltfs.com)

[www.ltfs.com](http://www.ltfs.com)

**Special Business:**

1. To approve the change of name of the Company from L&T Infra Debt Fund Limited to L&T Infra Credit Limited.
2. To approve alteration of the object clause in the Memorandum of Association of the Company.

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2021.

.....  
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](http://www.ltfs.com)