



# LAXMI INDIA FINANCE PRIVATE LIMITED

(Formerly Known as Laxmi India Finleasecap Private Limited)

Ref No.: LIFPL/BSE/2023-24/20

Date: May 10, 2023

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai – 400 001 (Maharashtra)

ISIN: INE06WU07015      Scrip Code: 959758

ISIN: INE06WU07023      Scrip Code: 960008

**Sub.: Pursuant to Regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015.**

Dear Sir/Ma'am,

This is to inform you that pursuant to the Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Notice of Extra Ordinary General Meeting going to be held on June 01, 2023.

We request you to kindly take on record the aforesaid information.

Thanking You,

**For Laxmi India Finance Private Limited  
(Formerly known as Laxmi India Finleasecap Private Limited)**

**Gajendra Singh Shekhawat  
Company Secretary and Compliance Officer  
M. No.: A47095**

 Registered & Corporate Office: 2, DFL, Gopinath Marg, M. I. Road, Jaipur-302 001, Rajasthan India

 18001217747

 8265826531

 0141-4031166

 CIN: U65929RJ1996PTC073074

 [www.lifc.co.in](http://www.lifc.co.in)

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## NOTICE OF 01/2023-2024 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2023-2024 Extra Ordinary General Meeting of the members of Laxmi India Finance Private Limited (Formerly known as Laxmi India Finleasecap Private Limited) will be held at the registered office of the company situated at 2, DFL Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan on Thursday, June 01, 2023 at 10.00 A.M. to transact the following business:

### Special Business:

#### **1. TO AUTHORISE BORROWINGS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS.**

To consider and thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder and other applicable provisions of the Act and subject to all applicable laws, regulations, directions, guidelines, circulars and notifications including but not limited to the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), including the Securities Contracts (Regulation) Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Listing Agreement entered into with the Stock Exchange, where the securities of the Company may be listed (including any statutory modifications, clarifications, exemptions thereto or re-enactments thereof, for the time being in force), and subject to approvals, consents, sanctions, permissions as may be required from any appropriate statutory and regulatory authorities, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time by making offer(s) or invitation(s) or issuance of securities whether secured/unsecured, listed/ unlisted, with or without green shoe option, redeemable, non-convertible debentures (“NCDs”) on private placement basis in one or more tranches, an amount not exceeding **INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only)** during a period of one year from the date of passing of this Resolution for raising debt for the general corporate purposes of the Company and for meeting/fulfilling the funding requirements for expanding the growth of the loan portfolio of the Company and for such other purposes as may be agreed, on such terms and conditions, as may be decided by the Board, to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be, or such other person(s) as the Board may in its absolute discretion decide and on such terms and conditions as the Board may, from time to time determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution and for matters connected therewith or incidental thereto.”

#### **2. TO APPROVE ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO AMENDMENT IN REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 AND COMPANIES ACT, 2013.**

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 amended regulation 23 of Securities and Exchange Board of India (Issue And Listing Of Non-Convertible Securities) Regulations, 2021 and the Section 14 and other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded to alter the Articles of Association (“AOA”) of the company by inserting following new sub clause (iii) after sub clause (ii) of clause 64 of the AOA:

“(iii) The Board of Directors shall be required to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to sign all such documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, and/ or generally to give effect to the foregoing resolutions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to issue/ provide certified true copies of these resolutions.”

**By Order of the Board of Directors  
For Laxmi India Finance Private Limited  
(Formerly known as Laxmi India Finleasecap Private Limited)**



**Gajendra Singh Shekhawat  
Company Secretary and Compliance Officer  
Reg. Office Address- 2, DFL, Gopinath Marg,  
M.I. Road, Jaipur-302001**

**Date: May 10, 2023  
Place: Jaipur**



## NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A proxy may be sent by submitting form no. MGT-11 enclosed and in order to be effective, it must reach the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A member holding more than 10% 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 shareholder.
3. A person can act as proxy for maximum 50 members and aggregate holding of such members shall not be more than 10% of total share capital of the Company carrying voting rights.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting is annexed hereto and forms part of Notice.
5. The Notice is being sent to all the Members, whose names appear in the Register of Members as on April 27, 2023.
6. Body corporate can be represented at the meeting by such person(s) as are authorised. The scan copy/physical copy of relevant Board Resolution/ Authority letter etc. as required under section 113 of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be sent to the Company Secretary at [cs@lifc.in](mailto:cs@lifc.in), prior to the meeting or can be submitted at the time of meeting.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Meeting.
8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which directors are interested, maintained under section 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members during the EGM.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's registered office.
11. Members/proxies/Authorized Representatives attending the meeting should bring the attendance slip duly filled for attending the EGM.
12. The Company has taken all the preventive/precautionary measures while making arrangement for this general meeting to ensure the safety of all its shareholders, employees and other stakeholders participating in the general meeting in accordance with the guidelines on preventive measures to contain spread of Covid-19 issued by Ministry of Health and Family Welfare, Government of India.

Kindly note the following precautions to be undertaken while attending the EGM in person due to the outbreak of pandemic Covid-19:

- a. Members are requested to wear mask at the entry and at all time during the meeting.
- b. Members are requested to follow the disinfectant process and make themselves subject to temperature



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check available at the venue of the meeting before entering into the office premises and to sanitize their hands frequently throughout the meeting;

- c. Members are requested to maintain physical distance of at least 6 feet (about 2 arm's length);
- d. Members are requested to cover their mouth and nose with a disposable tissue while coughing or sneezing and use the nearest waste receptacle to dispose of the tissue after use.

*Note: Any member displaying symptoms of illness or being part of a risk group is specifically requested not to attend the EGM.*

13. With reference to SS-2 for the convenience of recipients of notice, the complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under:

Venue of the meeting: 2, DFL Gopinath Marg M.I. Road Jaipur Rajasthan 302001

Route Map: The Red Balloon Mark indicate the venue of EGM



**By Order of the Board of Directors  
For Laxmi India Finance Private Limited  
(Formerly known as Laxmi India Finleasecap Private Limited)**



**Gajendra Singh Shekhawat  
Company Secretary and Compliance Officer  
Reg. Office Address- 2, DFL, Gopinath Marg,  
M.I. Road, Jaipur-302001**

**Date: May 10, 2023**

**Place: Jaipur**

Registered & Corporate Office: 2, DFL, Gopinath Marg, M. I. Road, Jaipur-302 001, Rajasthan India

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**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**  
**The following statement sets out the material facts concerning the special business mentioned in the accompanying notice to be transacted at the meeting.**

**ITEM NO. 1**

In terms of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures (“NCDs”) on private placement, the Company can obtain previous approval of its shareholders by means of a Special Resolution once a year for all the offers or invitations for such non-convertible debentures during the year through a private placement basis in one or more tranches

In order to augment the long-term resources for financing inter alia, and meeting the working capital requirements in the Company for its expansion, for expanding the growth of its loan portfolio and general corporate purposes in the ordinary course of business of the Company, it is the need of an hour to infuse funds in the Company by way of borrowings. Therefore, the Company is desirous to raise funds by way of issuing NCDs.

An enabling resolution as set out at Item No. 1 of the Notice is therefore being sought to be passed, to borrow funds by offer or invitation to subscribe to secured/unsecured, listed/ unlisted, with or without green shoe option, redeemable, non-convertible debentures for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) in one or more tranches. This resolution would be valid for a period of one year from the date of this Extra-Ordinary General Meeting.

Accordingly, the proposed special resolution as set out in Item No.1 of the Notice is placed for your approval by way of Special Resolution to enable the Board to exercise the aforesaid powers as and when required subject to the limits specified therein.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of NCDs are as follows

**Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:**

(a)	Particulars of the offer including date of passing of Board Resolution	Secured/Unsecured, Listed/ Unlisted, with or without green shoe option, redeemable, Non-Convertible Debentures (“NCDs”) for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors of the Company.  Date of passing Board Resolution: <b>May 06, 2023.</b>
(b)	Kinds of securities offered and the price at which security is being offered	Secured/Unsecured, Listed/ Unlisted, with or without green shoe option, Redeemable, Non-Convertible Debentures (“NCDs”) at a price as may be determined by the Board of Directors of the Company in accordance with applicable laws.



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(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors of the Company in accordance with applicable laws and with prevailing market conditions at the time of issue.
(d)	Name and address of valuer who performed valuation	Not Applicable in case of NCDs
(e)	Amount which the company intends to raise by way of such securities	INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only)
(f)	Material terms of raising such securities,	Since the issuance would be in one or more tranches, the material terms will be determined by Board of Directors of the Company based on the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws for the time being in force.
	Proposed time schedule	This resolution would be valid for a period of one year from the date of this Extra-Ordinary General Meeting
	Purpose or Objects of the Offer	The proceeds of the issues would be used for (a) deployment in business and growth of asset book by on lending including the expansion of growth of loan portfolio (b) General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board/Committee feels appropriate.
	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None.
	Principle terms of assets charged as securities (in case of issuance of Secured NCDs)	The principal amount of the Secured NCDs issued along with all interest due will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned/interested financially or otherwise, in the aforesaid Resolution.

## ITEM NO. 2

Pursuant to Regulation 15(1)(e) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, it shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Further, the Securities and Exchange Board of India (SEBI) has issued Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 ("Amendment

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Regulations”) vide notification No. SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023 and amended various regulations of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”).

Pursuant to the amended Regulation 23 of SEBI NCS Regulations, the company is required to alter the Articles of Association (“AOA”) so as to provide a clause requiring its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

The said amended Regulation 23 further provides that an issuer whose debt securities are listed as on the date of publication of the Amendment Regulations in the official gazette, shall amend its Articles of Association to comply with this provision, **on or before September 30, 2023.**

Therefore, pursuant to Section 14 and other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), consent of shareholders shall be required to alter the Articles of Association (“AOA”) of the Company.

**The following new sub clause (iii) of clause 64 will be added in the Articles of Association after sub clause (ii) of clause 64 as under:**

“(iii) The Board of Directors shall be required to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.”

None of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolution as set out at item No. 2 of the notice.

Your directors recommend the Resolution set out in Item No. 2 of the Notice for adoption by the Shareholders as Special Resolution.

**By Order of the Board of Directors  
For Laxmi India Finance Private Limited  
(Formerly known as Laxmi India Finleasecap Private Limited)**



**Gajendra Singh Shekhawat  
Company Secretary and Compliance Officer  
Reg. Office Address- 2, DFL, Gopinath Marg,  
M.I. Road, Jaipur-302001**

**Date: May 10, 2023**

**Place: Jaipur**





## FORM NO. MGT-11

### PROXY FORM

[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 Company: Laxmi India Finance Private Limited  
(Formerly known as Laxmi India Finleasecap Private Limited)  
CIN: U65929RJ1996PTC073074  
Registered Office: 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan

Name of the member (s): .....
Registered address: .....
..... E-mail Id: .....
Folio No/ Client Id: .....
DP ID: .....

I/We, being the member (s) of ..... shares of the Laxmi India Finance Private Limited (Formerly known as Laxmi India Finleasecap Private Limited), hereby appoint

1. Name: .....
Address: .....
.....
E-mail Id:..... Signature: .....

or failing him

2. Name: .....
Address: .....
.....
E-mail Id:..... Signature: .....

or failing him



# LAXMI INDIA FINANCE PRIVATE LIMITED

(Formerly Known as Laxmi India Finleasecap Private Limited)

3. Name: .....

Address: .....

.....

E-mail Id:.....Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2023-2024 Extra-Ordinary General Meeting of the Company, to be held on **Thursday, June 01, 2023 at 10.00 A.M.** at the registered office of the Company situated at 2, DFL, Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

## Resolution No.

1. TO AUTHORISE BORROWINGS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS
2. TO APPROVE ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO AMENDMENT IN REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 AND COMPANIES ACT, 2013.

Please  
Affix  
Revenue  
Stamp

Signed this..... day of..... 2023

Signature of shareholder .....Signature of Proxy holder(s).....

## Note:

1. 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.

Registered & Corporate Office: 2, DFL, Gopinath Marg, M. I. Road, Jaipur-302 001, Rajasthan India

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## ATTENDANCE SLIP

**Name of the Company:** Laxmi India Finance Private Limited  
(Formerly known as Laxmi India Finleasecap Private Limited)

**Registered Address:** 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan

**CIN:** U65929RJ1996PTC073074

**Email:** [info@lifc.in](mailto:info@lifc.in)

**Telephone:** 0141-4031166

**Website:** [www.lifc.co.in](http://www.lifc.co.in)

**Meeting Number:** 01/2023-2024 Extra Ordinary General Meeting

**Date:** June 01, 2023 at 10.00 A.M.

Folio No.....DP ID No:..... Client ID .....
Name of First Named Member/Proxy/Authorised Representative.....
Name of Joint Member(s), if any: .....
No. of Shares held. ....

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 01/2023-2024 Extra Ordinary General Meeting of the Company to be held on **Thursday, June 01, 2023 at 10.00 A.M.** at the Registered Office of the Company situated at 2, DFL, Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan.

Signature of First holder/Proxy/Authorised Representative.....

Signature of 1st Joint holder.....

Signature of 2nd Joint holder.....

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

