

**NOTICE**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of Lendingkart Finance Limited (the “**Company**”) will be held on Thursday, September 30, 2021 at 11:00 a.m. through two way video conferencing, to consider and transact the following businesses:

**Ordinary Business:**

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with Report of the Auditors and the Board of Directors thereon.
2. To appoint Mr. Anand Pande, Director (DIN: 08233960), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Raichand Sardarmal Lunia, Director (DIN: 01188845), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section(s) 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company Ms. Uma Subramaniam (DIN: 07434953), who was appointed as an additional non-executive independent director of the Company with effect from 27<sup>th</sup> March, 2021 by the Board of Directors (“**Board**”), and who pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 73 of the Articles of Association of the Company holds office up to the date of this annual general meeting, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria of Independence as provided in the Act, and rules made thereunder, be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for a term of 3 (three) years with effect from 27<sup>th</sup> March, 2021, whose office shall not be liable to determination by retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and deeds and things as may be necessary to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
Lendingkart Finance Limited**

**Sd/-  
Umesh Navani  
Company Secretary & Compliance Officer**

**Date: September 22, 2021  
Place: Ahmedabad**

**LENDINGKART FINANCE LIMITED**

CIN: U65910MH1996PLC258722

Registered Office: A-303/304, Citi Point, Andheri-Kurla Road, Andheri East, Mumbai, Maharashtra, 400 059, India.

Corporate Office: B Block, 6<sup>th</sup> Floor, The First, The First Avenue Road, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad, 380 015, Gujarat, India.

Phone: +91-79-6814 4500

Email: [lendingkartfinance@lendingkart.com](mailto:lendingkartfinance@lendingkart.com)

Website: [www.lendingkartfinance.com](http://www.lendingkartfinance.com)

## NOTES:

1. Considering the present Covid-19 pandemic and in view of the continuing restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read together with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020 and 13<sup>th</sup> January 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) , without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Generally, a member entitled to attend and vote at 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. Since, this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the details/information pertaining to the Directors proposed to be re-appointed at Item Nos. 2 and 3 of Ordinary Business, is annexed hereto as **Annexure - 1**.
5. A statement pursuant to Section 102(1) of the Act, relating to the Special Business at Item No. 4 to be transacted at the AGM is annexed hereto as **Annexure - 2**.
6. The resolutions in the meeting will be passed by show of hands, unless a poll is validly demanded either before the meeting or during the meeting. The voting, in case of a poll, shall be done by sending an email to [umesh.navani@lendingkart.com](mailto:umesh.navani@lendingkart.com) (“**Designated E-mail Address**”) in the format annexed hereto as **Annexure - 3** and forming part of this Notice.
7. The AGM is being held at shorter notice. A draft letter for obtaining consent of the Members to hold the AGM on shorter notice is attached hereto as **Annexure-4**. Members are requested to share the copy of signed consent letter before the meeting.
8. Since, the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. Queries, if any, on the Annual Report and operations of the Company, may please be sent at the Designated E-mail Address at least seven days prior to the date of the AGM, so that relevant query may be replied by the company suitably at the meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available in electronic form for inspection by the Members during the AGM. All documents referred to in the Notice will also be available in electronic form for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the Designated E-mail Address.
11. Corporate members are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution authorizing their representative to attend and vote at the annual general meeting to the Designated E-mail Address.

12. **Instruction to access and participate in the meeting:**

- i The Members may attend the meeting from their mobile phone / desktop / tablet / laptop supporting high speed internet, video camera, speaker and microphone facilities.
- ii The Members may download Microsoft Teams Video Conferencing App from the Google Play Store (in case of android phone) and Apple App Store (in case of iphone). Alternatively, the Members may login directly through the browser, by clicking on the following link.

**Meeting URL (Press Ctrl + Link)**

[Lendingkart Finance Meeting Joining Link](#)

- iii Notice of this AGM will also be available on the website of the Company viz. [lendingkartfinance.com](http://lendingkartfinance.com).
- iv The facility for joining the meeting will open at least 15 minutes before the time scheduled for the meeting and shall remain open till the expiry of 15 minutes after such scheduled time.
- v The Members may contact the following designated official in case of any query/technical problem:  
Mr. Umesh Navani  
Company Secretary & Compliance Officer  
Email: [umesh.navani@lendingkart.com](mailto:umesh.navani@lendingkart.com)  
Phone: +91 8347112207

## Annexure - 1

### Item 2 & 3:

#### Details of Directors seeking appointment/ re-appointment at the Annual General Meeting [Pursuant to Secretarial Standard-2 issued by the Institute of Company Secretaries of India].

Name of the Director	Mr. Anand Pande	Mr. Raichand Sardarmal Lunia
Director Identification Number	08233960	01188845
Date of first appointment on the Board	03/10/2018	13/05/2015
Age (in years)	56	74
Qualification	MBA graduate from Faculty of Management Studies and B.Tech (Electrical Engineering) from IIT-BHU, Varanasi. Alumni of Columbia Business School.	Chartered Accountant (The Institute of Chartered Accountants of India)  Company Secretary (The Institute of Company Secretaries of India)  Master of Commerce
Experience	Mr. Anand Pande has nearly 30 years of industry experience in corporate banking and global transaction banking as well as a Group CEO of private equity investee companies.  He is the Founder of the independent Singapore based advisory firm 'The Growth Paradigm Partnership' ("GPP"). GPP Partners assist its clients in growing, running and future proofing their businesses.	Mr. Raichand Lunia has above 30 years of experience in company audit, bank and NBFC audits, taxation, working with financial institutions, project finance & SME fund arrangement. In the past, he has served as GM & VP in large textile units of Gujarat.
Terms and conditions of re-appointment	Re-appointment as a non-executive director (nominee of Fullerton Financial Private Limited)	Re-appointment as a non-executive director
Remuneration details	Not applicable	Not applicable
Chairmanships/Directorships of other companies	Directorship in other companies:  1. Lendingkart Technologies Private Limited	Directorship in other companies:  1. Lendingkart Technologies Private Limited 2. Lendingkart Account Aggregator Private Limited
Chairmanships/Memberships of Committees of other companies	None	None
Remuneration last drawn in the Company	Not applicable	Not applicable
Shareholding in the company	Nil	Nil

<b>Name of the Director</b>	<b>Mr. Anand Pande</b>	<b>Mr. Raichand Sardarmal Lunia</b>
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	Mr. Raichand Lunia is father of Mr. Harshvardhan Lunia, Chairman and Managing Director of the Company
Number of meetings of the Board attended during the year ended 31 <sup>st</sup> March, 2021	5	3
Number of meetings of the Board attended during the period from 01 <sup>st</sup> April, 2021 till date	2	2

## Annexure – 2

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4:

The Board of Directors (“**Board**”) of the Company on 27<sup>th</sup> March, 2021 appointed Ms. Uma Subramaniam (DIN: 07434953), in the capacity of additional non-executive independent director to the Board of the Company, not liable to retire by rotation, for a term of 3 (three) years in accordance with the provisions of Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 73 of the Articles of Association of the Company. Ms. Uma Subramaniam holds office up to the date of this annual general meeting of the Company, unless appointed as a Non-executive Independent Director at the annual general meeting.

The Company has received a notice in writing under Section 160 of the Act from a member proposing candidature of Ms. Uma Subramaniam for the office of the Independent Director. Ms. Uma Subramaniam is not disqualified from being appointed as a non-executive independent director of the Company and fulfils the conditions specified under Sections 164 and 149(6) of the Companies Act, 2013 for such appointment and has consented to act as a Director of the Company.

Save and except Ms. Uma Subramaniam, none of the other directors, key managerial personnel or their relatives are concerned or interested in the said Resolution.

The details/information pursuant to Secretarial Standard-2 with respect to appointment of director is detailed below.

<b>Name of the Director</b>	Ms. Uma Subramaniam
<b>Director Identification Number</b>	07434953
<b>Date of birth</b>	18 <sup>th</sup> November, 1955
<b>Date of joining the Board</b>	27 <sup>th</sup> March, 2021
<b>Profile of director (to include age and qualification of the director)</b>	Ms. Uma Subramaniam, aged 65 years, holds following qualifications: <u>Qualification:</u> <ul style="list-style-type: none"><li>• MA</li><li>• CFA</li><li>• CAIIB (Certified Associate of Indian Institute of Bankers)</li></ul>
<b>Experience</b>	Ms. Uma Subramaniam has over 20 years’ experience in Department of Financial Supervision, RBI with a fair knowledge of finance, risk management, accounting.  She had been a Member secretary to the Working Group on NBFCs Issues and concerns and had also been a Member of subgroup on accounting standards implementation along with a Member of Steering Group on Resolution of Financial Institutions, FSB, Basel.

<b>Terms and conditions of appointment</b>	Appointed as a non-executive independent director of a Company for a period of 3 (three) years with effect from 27 <sup>th</sup> March, 2021.	
<b>Remuneration details</b>	Apart from the sitting fees for attending the meeting of the Board of Directors and Committees of the Board, no other remuneration is being paid to Ms. Uma Subramaniam.	
<b>Justification for choosing the appointee for appointment as Independent Director</b>	The Board based on the experience and expertise of Ms. Uma Subramaniam is of the opinion that Ms. Subramaniam has the requisite qualification to continue to act as the Director.	
<b>Chairmanships/Directorships of other companies (excluding Foreign Companies and Section 8 Companies)</b>	Ms. Uma Subramaniam holds directorship in following companies: - STCI Finance Limited	
<b>Chairmanships/Memberships of Committees of other companies</b>	STCI Finance Limited	- Risk Management Committee – Member - IT Strategy Committee – Member - Credit & Investment Committee – Member - CSR Committee – Member
<b>Remuneration last drawn in the Company</b>	Apart from sitting fees, Ms. Uma Subramaniam was not paid any remuneration.	
<b>Shareholding in the company</b>	Nil	
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	None.	
<b>Number of meetings of the Board attended during the year ended 31<sup>st</sup> March, 2021</b>	0 (Appointed with effect from 27 <sup>th</sup> March, 2021)	
<b>Number of meetings of the Board attended during the period from 01<sup>st</sup> April, 2021 till date</b>	2	

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 4 as an Ordinary Resolution

**By order of the Board of Directors  
Lendingkart Finance Limited**

**Date: September 22, 2021  
Place: Ahmedabad**

**Sd/-  
Umesh Navani  
Company Secretary & Compliance Officer**

## Annexure – 3

**Subject: Voting by Poll at the 24<sup>th</sup> Annual General Meeting of Lendingkart Finance Limited.**

**Item no. 1**

I/We, <<*Name of the Member*>> being the Member of Lendingkart Finance Limited (“**Company**”), hereby give my/our [**assent/ dissent**]<sup>1</sup> on the Resolution concerning the adoption of the audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with Report of the Auditors and the Board of Directors thereon.

**Item no. 2**

I/We, <<*Name of the Member*>> being the Member of Lendingkart Finance Limited (“**Company**”), hereby give my/our [**assent/ dissent**]<sup>1</sup> on the Resolution concerning the appointment of Mr. Anand Pande, Director (DIN: 08233960), who retires by rotation and being eligible, offers himself for re-appointment.

**Item no. 3**

I/We, <<*Name of the Member*>> being the Member of Lendingkart Finance Limited (“**Company**”), hereby give my/our [**assent/ dissent**]<sup>1</sup> on the Resolution concerning the appointment of Mr. Raichand Sardarmal Lunia, Director (DIN: 01188845), who retires by rotation and being eligible, offers himself for re-appointment.

**Item no. 4**

I/We, <<*Name of the Member*>> being the Member of Lendingkart Finance Limited (“**Company**”), hereby give my/our [**assent/ dissent**]<sup>1</sup> on the Resolution concerning the appointment of Ms. Uma Subramaniam (DIN: 07434953) as a Non-executive Independent Director of the Company to hold office for a term of 3 (three) years with effect from 27<sup>th</sup> March, 2021.

**Note:**

<sup>1</sup> Please strikethrough the option wherever required and e-mail your poll at the [umesh.navani@lendingkart.com](mailto:umesh.navani@lendingkart.com).

Annexure – 4

**The Companies Act, 2013**  
**Consent by shareholders for shorter notice**  
[Pursuant to section 101(1) of the Companies Act, 2013]

Date: <<>>

The Company Secretary  
Lendingkart Finance Limited (“**Company**”),  
A-303/304, Citi Point, Andheri-Kurla Road,  
Andheri (East), Mumbai - 400 059.

Dear Sir,

I, <<Name>> holding <<>> equity share of INR. 10/- each in the Company, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold 24<sup>th</sup> Annual General Meeting of the Company on September 30, 2021, at shorter notice.

Thank you

Yours sincerely,

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<<Name>>