

**MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF LENDINGKART FINANCE LIMITED HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2020 AT 11:30 A.M. WITH AUDIO-VISUAL FACILITIES IN ACCORDANCE WITH THE CIRCULAR ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS DATED 5<sup>TH</sup> MAY, 2020 READ TOGETHER WITH CIRCULARS DATED 8<sup>TH</sup> APRIL, 2020 AND 13<sup>TH</sup> APRIL, 2020.**

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**PRESENT**

Mr. Harshvardhan Lunia	Chairman & Managing Director and Nominee of Lendingkart Technologies Private Limited (attended through video conferencing from Ahmedabad)
Mr. Gaurav Mittal	Director & Chairman of the Audit Committee (attended through video conferencing from Delhi)
Mr. Raichand Lunia	Non-executive Director & Nominee of Lendingkart Technologies Private Limited (attended through video conferencing from Ahmedabad)
Ms. Savitridevi Lunia	Nominee of Lendingkart Technologies Private Limited (attended through video conferencing from Ahmedabad)
Ms. Varsha Lunia	Nominee of Lendingkart Technologies Private Limited (attended through video conferencing from Ahmedabad)
Ms. Kumudini Aggarwal	Authorised Representative of Lendingkart Technologies Private Limited (attended through video conferencing from Ahmedabad)

**IN ATTENDANCE**

Mr. Umesh Navani	Company Secretary & Compliance Officer (attended through video conferencing from Ahmedabad)
Mr. Sudeep Bhatia	Group CFO (attended through video conferencing from Ahmedabad)

Mr. Harshvardhan Lunia, Chairman & Managing Director took the Chair. The meeting commenced at 11:30 a.m.

5 (Five) Members (including authorized representatives) attended the meeting through video conference. The requisite quorum for the meeting was present.

The Chairman informed that as per the requirements of the Companies Act, 2013, the Statutory Auditors, Secretarial Auditors, the Chairman of Audit Committee and Nomination & Remuneration Committee were required to attend the Annual General Meeting. However, as the Company is a closely held Company with no outside members, the Members decided to waive the requirement of attendance of the Statutory Auditors, the Secretarial Auditors and the Chairman of Nomination & Remuneration Committee. The Chairman informed that the remaining Directors of the Company could not attend the meeting due to their preoccupation.

The Chairman further informed that the Register of Directors & Key Managerial Personnel, Register of Members, Register of Contracts with related party and contracts and bodies in which director are interested u/s 189 of the Companies Act, 2013, the Statutory Auditors' Report and the Secretarial Auditors' Report were open for inspection by the Members.

The Notice calling the meeting, the Statutory Auditors' Report and the Secretarial Auditors' Report along with their annexures for the year ended 31<sup>st</sup> March, 2020 were taken as read with the permission of the Members. The Chairman confirmed that there were no adverse remarks/ observations/ qualifications in the Statutory Auditors' Report and the Secretarial Auditors' Report.

The Chairman confirmed that all efforts feasible under the circumstances have been made to enable Members to participate and vote on items being considered in this meeting and that the Company has complied with the recent MCA circular no.20 dated 5<sup>th</sup> May, 2020 read with MCA circular. 14/2020 and 17/2020 dated 08<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively on convening General Meeting through video conference and other audio video means. It was noted that all the formalities for conducting the meeting through other audio-visual means as per the Companies Act, 2013, were duly complied with.

The meeting was proceeded to take up the business as stated in the notice.

**Item No. 1: Adoption of Audited Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2020 together with the Report of the Auditors and the Board of Directors thereon.**

The first business item pertaining to adoption of the Financial Statement of the Company consisting of the audited balance sheet, profit and loss account and cash flow statement together with their notes and schedules as on 31<sup>st</sup> March, 2020 along with Report of Statutory Auditors and the Board of Directors was considered.

Ms. Kumudini Aggarwal proposed and Mr. Raichand Lunia seconded the following Resolution to be passed as an Ordinary Resolution:

**“RESOLVED THAT** the audited Financial Statement for the year ended on 31<sup>st</sup> March, 2020 and the Report of the Auditors and the Board of Directors thereon as circulated to the Members be and are hereby adopted.”

Before the above Resolution was put to vote, Members were offered to make comments, offer suggestions and seek clarifications on the Resolution. No comment was made, suggestion was offered, or clarification was sought by any Member.

On being put to vote by show of hands, the above Resolution was passed unanimously.

**Item No. 2: Re-appointment of Mr. Vikram Suhas Godse (DIN: 00230548) as Director.**

The Members were informed that Mr. Vikram Suhas Godse, liable to retire by rotation, and being eligible for re-appointment, was proposed to be re-appointed as a director of the Company.

Ms. Kumudini Aggarwal proposed and Mr. Raichand Lunia seconded the following Resolution to be passed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to extant provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vikram Suhas Godse (DIN: 00230548), who is liable to retire by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Before the above Resolution was put to vote, Members were offered to make comments, offer suggestions and seek clarifications on the Resolution. No comment was made, suggestion was offered, or clarification was sought by any Member.

On being put to vote by show of hands, the above Resolution was passed unanimously.

**Item No. 3: Re-appointment of Mr. Anindo Mukherjee (DIN: 00019375) as Director.**

The Members were informed that Mr. Anindo Mukherjee, liable to retire by rotation, and being eligible for re-appointment, was proposed to be re-appointed as a director of the Company.

Ms. Kumudini Aggarwal proposed and Mr. Raichand Lunia seconded the following Resolution to be passed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to extant provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anindo Mukherjee (DIN: 00019375), who is liable to retire by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Before the above Resolution was put to vote, Members were offered to make comments, offer suggestions and seek clarifications on the Resolution. No comment was made, suggestion was offered, or clarification was sought by any Member.

On being put to vote by show of hands, the above Resolution was passed unanimously.

**Item No. 4: Re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company.**

The Members were informed that M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E/E300005), were proposed to be re-appointed as Statutory Auditors of the Company for a second term of 5 (five) years from the conclusion of the 26<sup>th</sup> Annual General Meeting until the conclusion of 28<sup>th</sup> Annual General Meeting.

Ms. Kumudini Aggarwal proposed and Mr. Raichand Lunia seconded the following Resolution to be passed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section(s) 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E/E300005), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of 28<sup>th</sup> Annual General Meeting, on such remuneration and terms and conditions as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Before the above Resolution was put to vote, Members were offered to make comments, offer suggestions and seek clarifications on the Resolution. No comment was made, suggestion was offered, or clarification was sought by any Member.

On being put to vote by show of hands, the above Resolution was passed unanimously.

**Item No. 5: Appointment of Mr. Thallapaka Venkateswara Rao (DIN: 05273533) a Non-executive Independent Director of the Company.**

The Members were informed that Mr. Thallapaka Venkateswara Rao (DIN: 05273533) was appointed as an Additional Director of the Company for a term of 3 (three) years, subject to the approval of the members of the Company, with effect from 13<sup>th</sup> November, 2019. Accordingly, it was proposed to take the consent of the members of the Company in terms of Section 161 of the Companies Act, 2013.

Ms. Kumudini Aggarwal proposed and Mr. Raichand Lunia seconded the following Resolution to be passed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section(s) 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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 Mr. Thallapaka Venkateswara Rao (DIN: 05273533), who was appointed as an additional non-executive independent director of the Company with effect from 13<sup>th</sup> November, 2019 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, and who has submitted a declaration that he meets the criteria of Independence as provided in the Act, rules & regulations 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 13<sup>th</sup> November, 2019.

**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.”

Before the above Resolution was put to vote, Members were offered to make comments, offer suggestions and seek clarifications on the Resolution. No comment was made, suggestion was offered, or clarification was sought by any Member.

On being put to vote by show of hands, the above Resolution was passed unanimously.

There being no other agenda, the meeting concluded at 11:40 a.m. with a vote of thanks to the Chair.

**Date of entry: 28<sup>th</sup> October, 2020**  
**Place: Ahmedabad**

**Chairman**