

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of Lendingkart Finance Limited (the “**Company**”) will be held on Friday, September 27, 2024 at 10:00 A.M. (IST), through Video Conferencing/Other Audio-Visual Means, to consider and transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 together with Reports of the Auditors and the Board of Directors thereon.
2. To appoint Mr. Raichand Sardarmal Lunia, Director (DIN: 01188845), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the Circular no. RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)) issued by the Reserve Bank of India (“**RBI Guidelines**”) read with the Policy for Appointment of Statutory Auditors and provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), and the relevant rules made thereunder (including any amendment, modification, variation or re-enactment thereof), M/s. Mukund M. Chitale & Co., Chartered Accountants (Firms Registration No. 106655W), who have provided their consent for appointment and who being eligible for appointment as the Statutory Auditors in terms of Section 141 of the Act and the applicable rules and the RBI Guidelines, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 3 (three) years from the conclusion of 27th annual general meeting till the conclusion of 30th annual general meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2025, March 31, 2026 and March 31, 2027 respectively, on such terms and conditions as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to the “**Board**”, which term shall be deemed to include any committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may

arise in regard to implementation of this resolution including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contract or document in this regard without being required to seek any further consent or approval of the members of the Company.”

SPECIAL BUSINESSES:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“**Master Direction**”), and other applicable provisions, the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sreeram Ranganathan Iyer (DIN: 00472961), who was appointed as an additional non-executive independent director of the Company with effect from March 29, 2024 by the Board of Directors (“**Board**”), and who pursuant to the provisions of Section 161 of the Act 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 his candidature for the office of Director and who has submitted a declaration that he meets the criteria of Independence as provided in the Act, and rules made thereunder, and the listing regulations 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 March 29, 2024, whose office shall not be liable to determination by retirement by rotation.

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

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force), the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (“**Board**”), approval of the members be and is hereby accorded for continuation of directorship of Mr. Raichand Sardarmal Lunia (DIN: 01188845), as a non-executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to do all acts and deeds and things as may be necessary to give effect to the aforesaid Resolution.”

Date: September 5, 2024
Place: Ahmedabad



By order of the Board of Directors
Lendingkart Finance Limited

A handwritten signature in blue ink, appearing to read "Harshvardhan Lunia".

Harshvardhan Lunia
Chairman & Managing Director

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 20 /2020 dated May 5, 2020, General Circular no. 10 /2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) allowed the companies to hold Annual General Meetings through Video Conferencing (“VC”) or Other Audio Visual Means. Accordingly, this Annual General Meeting (“AGM”/ “Meeting”) is being held through VC mode. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. In accordance with the MCA Circulars, the Notice of AGM is being sent only through electronic mode to those members who have registered their email addresses with the Company.
4. 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 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.
5. Pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the details/information pertaining to the Director proposed to be re-appointed at Item No. 2 of the Ordinary Business, is annexed hereto as **Annexure - 1**.
6. An explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Business at Item No. 4 and 5 to be transacted at the AGM is annexed hereto as **Annexure - 2**.
7. The resolutions in the meeting will be passed by show of hands, unless a poll is validly demanded during the meeting. The voting, in case of a poll, shall be done by sending an email to cs@lendingkart.com (“Designated E-mail Address”) in the format annexed hereto as **Annexure – 3** and forming part of this Notice.
8. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
9. Queries, if any, on the items specified in the Notice, Annual Report and operations of the Company, may 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 link.

Meeting URL (Press Ctrl + Link)

Lendingkart Finance Limited Annual General Meeting

- iii Notice of this AGM will also be available on the website of the Company viz. <https://www.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:
Ms. Kumudini Aggarwal
Group General Counsel
Email: cs@lendingkart.com
Phone: +91 9910322507

Annexure – 1

Details of Directors liable to retire by rotation and seeking 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. Raichand Sardarmal Lunia	
Director Identification Number	01188845	
Date of first appointment on the Board	May 13, 2015	
Date of birth/Age	August 3, 1947/ 77	
Qualification	<ul style="list-style-type: none"> • Chartered Accountant (The Institute of Chartered Accountants of India) • Company Secretary (The Institute of Company Secretaries of India) • Master of Commerce 	
Profile of the Director & Experience	Mr. Raichand Sardarmal Lunia, aged 77 years, has over 50 years of experience in company audit, bank and NBFC audits, taxation, working with financial institutions, project finance & SME fund arrangement. In the past, Mr. Lunia served as GM & VP in large textile units of Gujarat.	
Terms and conditions of re-appointment	Re-appointment as a non-executive director	
Remuneration details	Not applicable	
Chairmanship/ Directorships of other companies (Indian Companies only)	Directorship in other companies (i) Lendingkart Technologies Private Limited (ii) Lendingkart Account Aggregator Private Limited	
Chairmanships/Memberships of Committees of other companies (Indian Companies only)	Company Name	Committee Details
	Lendingkart Technologies Private Limited	Member – Corporate Social Responsibility Committee
Remuneration last drawn in the Company	Not applicable	
Shareholding in the company	Holds 1 share as the nominee of Lendingkart Technologies Private Limited, holding company of the Company.	

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Raichand Sardarmal Lunia is a father of Mr. Harshvardhan Lunia, Chairman and Managing Director of the Company
Number of meetings of the Board attended during the year ended March 31, 2024	6
Number of meetings of the Board attended during the period from April 01, 2024 till date	4

Annexure - 2

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors of the Company on March 29, 2024 appointed Mr. Sreeram Ranganathan Iyer (DIN: 00472961), 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. In terms of the provisions of the Companies Act, 2013, Mr. Sreeram Ranganathan Iyer 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 (1) of the Act from a member proposing candidature of Mr. Sreeram Ranganathan Iyer for the office of the Independent Director. Mr. Sreeram Ranganathan Iyer is not disqualified from being appointed as the non-executive Independent Director of the Company and fulfils the conditions specified under Sections 164 and 149(6) of the Companies Act, 2013 and Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for such appointment and has consented to act as the Director of the Company.

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

Name of the Director	Mr. Sreeram Ranganathan Iyer
Director Identification Number	00472961
Date of birth/Age	05/01/1962 (62 years)
Date of joining the Board as Director	March 29, 2024
Profile of director (to include age and qualification of the director)	Mr. Sreeram Ranganathan Iyer, aged 62 years, holds following qualifications: <u>Qualification:</u> <ul style="list-style-type: none">• MBA in Strategy from Henley Management College, UK• Company Secretaryship from the Institute of Company Secretaries of India• Cost Accountancy from the Institute of Cost and Works Accountants of India

Experience	About 30 years of experience in the field of banking, finance, technology and accounting.
Terms and conditions of appointment	Appointed as a non-executive Independent Director of a Company for a period of 3 (three) years with effect from March 29, 2024.
Remuneration details	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 Mr. Sreeram Ranganathan Iyer.
Justification for choosing the appointee for appointment as Independent Director	The Board based on the experience and expertise of Mr. Sreeram Ranganathan Iyer is of the opinion that Mr. Iyer has the requisite qualification to continue to act as the Independent Director.
Chairmanships/Directorships of other companies (excluding Foreign Companies and Section 8 Companies)	None
Chairmanships/Memberships of Committees of other companies	None
Remuneration last drawn in the Company	Apart from sitting fees for attending the Board and Board Committee meetings, Mr. Iyer was not paid any remuneration.
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of meetings of the Board attended during the year ended March 31, 2024	None (no meeting held during the financial year ended March 31, 2024 post his appointment as the Independent Director)
Number of meetings of the Board attended during the period from April 1, 2024 till date	2

Except Mr. Sreeram Ranganathan Iyer, none of the other directors, key managerial personnel or their relatives are concerned or interested in the said Resolution.

The Board of Directors recommend the resolution given in the Notice at item no. 4, for approval of the Members of the Company as a Special Resolution.

Item No. 5:

In view of the recent amendments in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) on September 7, 2021, where Regulation 15 to 27 of Chapter IV were made applicable to the high value debt listed entities i.e., entities having outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above in addition to the earlier applicability of Chapter V of the Listing Regulations.

Since the Company has been qualified as High Valued Debt Listed entity, it is required to comply with Regulation 15 to 27 of Chapter IV of the Listing Regulations.

Pursuant to Regulation 17(1A) of the Listing Regulations;

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Mr. Raichand Sardarmal Lunia (DIN: 01188845), who is liable to retire by rotation, was appointed by the members as a non-executive director on the Board with effect from September 29, 2015.

At the 24th annual general meeting held on September 30, 2021, he was re-appointed by the members.

Mr. Raichand Sardarmal Lunia has crossed the prescribed age of 75 years and accordingly approval of members is required for the continuation of his directorship pursuant to the requirement stated under Regulation 17(1A) of the Listing Regulations, that the Company needs to comply with due to the aforementioned reason.

The Board considers the continuation of Mr. Raichand Sardarmal Lunia to be beneficial in the interest of the Company in view of his expertise and experience, and recommends passing the of the Resolution.

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

Name of the Director	Mr. Raichand Sardarmal Lunia
Director Identification Number	01188845
Date of first appointment on the Board	13/05/2015
Date of birth/ Age (in years)	August 3, 1947/ 77

Qualification	<ul style="list-style-type: none"> Chartered Accountant (The Institute of Chartered Accountants of India) Company Secretary (The Institute of Company Secretaries of India) Master of Commerce 	
Experience	Mr. Raichand Sardarmal Lunia has over 50 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/continuation of directorship	Continuation of directorship as the non-executive director. No change in the terms and conditions of appointment.	
Remuneration details	Not applicable	
Justification for choosing the appointee	The Board based on the experience and expertise of Mr. Raichand Sardarmal Lunia is of the opinion that Mr. Lunia has the requisite qualification, expertise and experience. His continuation as the non-executive Director will be in the interest of the Company.	
Chairmanships/Directorships of other companies	Directorship in other companies: <ol style="list-style-type: none"> Lendingkart Technologies Private Limited Lendingkart Account Aggregator Private Limited 	
Chairmanships/Memberships of Committees of other companies	Company Name	Committee Details
	Lendingkart Technologies Private Limited	Member – Corporate Social Responsibility Committee
Remuneration last drawn in the Company	Not applicable	
Shareholding in the company	Holds 1 share as the nominee of Lendingkart Technologies Private Limited, holding company of the Company.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Raichand Sardarmal 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 31st March, 2024	6	

Number of meetings of the Board attended during the period from 1 st April, 2024 till date	4
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Except Mr. Raichand Sardarmal Lunia, and Mr. Harshvardhan Lunia, Chairman & Managing Director, none of the other directors, key managerial personnel or their relatives are concerned or interested in the said Resolution.

The Board of Directors recommend the resolution given in the Notice at item no. 5, for approval of the Members of the Company as a Special Resolution

Date: September 5, 2024
Place: Ahmedabad



By order of the Board of Directors
Lendingkart Finance Limited


Harshvardhan Lunia
Chairman & Managing Director

Annexure – 3

Subject: Voting by Poll at the 27th Annual General Meeting of Lendingkart Finance Limited.

Item no. 1

I/We, <<Name of the Member>>, <<Registered Folio No/Client ID No.>> being the Member of Lendingkart Finance Limited (“**Company**”) holding <<No.>> equity shares, hereby give my/our [assent/ dissent]¹ on the Resolution concerning the adoption of the audited Financial Statement of the Company for the financial year ended March 31, 2024 together with Reports of the Auditors and the Board of Directors thereon.

Item no. 2

I/We, <<Name of the Member>>, <<Registered Folio No/Client ID No.>> being the Member of Lendingkart Finance Limited (“**Company**”) holding <<No.>> equity shares, hereby give my/our [assent/ dissent]¹ 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. 3

I/We, <<Name of the Member>>, <<Registered Folio No/Client ID No.>> being the Member of Lendingkart Finance Limited (“**Company**”) holding <<No.>> equity shares, hereby give my/our [assent/ dissent]¹ on the Resolution concerning the appointment of M/s. Mukund M. Chitale & Co., Chartered Accountants (Firms Registration No. 106655W), as the Statutory Auditors of the Company.

Item no. 4

I/We, <<Name of the Member>>, <<Registered Folio No/Client ID No.>> being the Member of Lendingkart Finance Limited (“**Company**”) holding <<No.>> equity shares, hereby give my/our [assent/ dissent]¹ on the Resolution concerning the appointment of Mr. Sreeram Ranganathan Iyer (DIN: 00472961), as a non-executive Independent Director of the Company to hold office for a term of 3 (three) years with effect from March 29, 2024.

Item no. 5

I/We, <<Name of the Member>>, <<Registered Folio No/Client ID No.>> being the Member of Lendingkart Finance Limited (“**Company**”) holding <<No.>> equity shares, hereby give my/our [assent/ dissent]¹ on the Resolution concerning the continuation of appointment of Mr. Raichand Sardarmal Lunia (DIN: 01188845), as a non-executive Director of the Company.

Note:

¹ Please strikethrough the option wherever required and e-mail your poll at the cs@lendingkart.com.