

**NOTICE**

Notice is hereby given that 02/2024-25 Extraordinary General Meeting of the members of Lendingkart Finance Limited (the “**Company**”) will be held on Monday, February 17, 2025 at 04:30 PM (IST), through Video Conferencing/Other Audio-Visual Means, to consider and transact the following business:

**SPECIAL BUSINESS:**

1. 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 all 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), Regulation 16(1b) and 25(2A) of 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 Directions**”) and other applicable laws, rules and regulations and the Articles of Association of the Company, Ms. Rashmi Sharma (DIN: 08746775), who was appointed as an additional non-executive Independent Director of the Company with effect from November 19, 2024 by the Board of Directors (“**Board**”) based on the recommendation of Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, 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 office of the Director, and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of 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 November 19, 2024, and who shall be not 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.”

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

**Date: February 14, 2025  
Place: Ahmedabad**

**Rochak Dhariwal  
Company Secretary  
ICSI Membership No.: A57383**

**NOTES:**

- (a) The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14 /2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 9/2024 dated September 19, 2024 (collectively referred to as “**MCA Circulars**”) allowed the companies to hold General Meetings through Video Conferencing (“**VC**”) or Other Audio-Visual Means. Accordingly, this Extraordinary General Meeting (“**EGM**”/“**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 EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- (b) Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (c) In accordance with the MCA Circulars, the Notice of EGM is being sent only through electronic mode to those members who have registered their email addresses with the Company.
- (d) 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 Meeting 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 Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
- (e) An explanatory statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the meeting is annexed hereto **Annexure-1** and forms part of this Notice.
- (f) The resolution 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 [cs@lendingkart.com](mailto:cs@lendingkart.com) (“**Designated E-mail Address**”) in the format annexed hereto as **Annexure-2** and forming part of this Notice.
- (g) Since the Meeting will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
- (h) Queries, if any, on the items specified in the Notice may please be sent to the Designated E-mail Address prior to the date of the Meeting, so that relevant query may be replied by the Company suitably at the meeting.
- (i) 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 Meeting. Members seeking to inspect such documents can send an email to the Designated E-mail Address.
- (j) 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 extraordinary general meeting to the Designated E-mail Address.
- (k) In view of urgency, the meeting is being convened at a shorter notice. The members are requested to accord their consent to convene the meeting at shorter notice in the format annexed as **Annexure-3**.

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**LENDINGKART FINANCE LIMITED**

CIN: U65910MH1996PLC258722

Registered Office: Office 3 Connekt, 401/B, 4th Floor, Silver Utopia, Cardinal Gracious Road, Andheri East, Mumbai Suburban - 400099, Maharashtra, India

Corporate Office: 401, 4<sup>th</sup> Floor, Iconic Shyamal, Nr. Shyamal Cross-Roads, Ahmedabad, 380 015, Gujarat, India.

Phone: +91-79-4913 2800 Email: [lendingkartfinance@lendingkart.com](mailto:lendingkartfinance@lendingkart.com) Website: [www.lendingkartfinance.com](http://www.lendingkartfinance.com)

(l) **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)**

**[LFL EGM](#)**

- (iii) Notice of this Meeting will also be available on the website of the Company viz. [Lendingkart Finance Limited](#)
- (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. Rochak Dhariwal  
Company Secretary  
Email: [cs@lendingkart.com](mailto:cs@lendingkart.com)  
Phone: +91 8560811207

**Annexure - 1**

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

**Item No. 1:**

The Board of Directors (“**Board**”) of the Company on November 19, 2024 appointed Ms. Rashmi Sharma (DIN: 08746775), in the capacity of an additional non-executive Independent Director to the Board of the Company, 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 subject to the approval of the shareholders of the Company. Such approval shall be obtained in the general meeting to be held not later than 3 months from the date of appointment i.e. November 19, 2024.

The Company has received a notice in writing under Section 160 of the Act from a member proposing candidature of Ms. Rashmi Sharma for the office of the Independent Director. The Company has also received a declaration from Ms. Rashmi Sharma that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). Further, she is not disqualified from being appointed as a non-executive independent director of the Company and has also consented to act as a Director of the Company.

Copy of the draft letter of appointment of Ms. Rashmi Sharma setting out the terms and condition of appointment is available for inspection by the Members.

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

<b>Name of the Director</b>	Ms. Rashmi Sharma
<b>Director Identification Number</b>	08746775
<b>Date of birth/Age</b>	July 5, 1972
<b>Date of joining the Board as Director</b>	November 19, 2024
<b>Profile of director (to include age and qualification of the director)</b>	Rashmi Sharma, aged 52 years, is a corporate lawyer and is qualified as a solicitor in Hong Kong, India, and the UK. With over two decades of experience, she is a strategic adviser to her clients and has significant expertise in a wide range of practice areas, including corporate law, fintech, private equity, employment advisory and data privacy.

	<p>She is a co-founder of Kosmos Partners, a law firm focused on corporate law, private equity, debt raise, employment advisory and data privacy.</p> <p>Her professional journey includes consulting roles at Premji Invest and Jana Small Finance Bank, as well as positions as founding partner of Bedrock Partners and partner at J. Sagar Associates.</p>
<b>Experience</b>	Over 20 years of experience in wide range of practice areas, including corporate law, fintech, private equity, employment advisory and data privacy
<b>Terms and conditions of appointment</b>	Appointed as non-executive independent director of a Company for a period of 3 (three) years with effect from November 19, 2024.
<b>Remuneration details</b>	Apart from the sitting fees for attending the meeting of the Board of Directors, no other remuneration is being paid to Ms. Rashmi Sharma.
<b>Justification for choosing the appointee for appointment as Independent Director</b>	The Board based on the experience and expertise of Ms. Rashmi Sharma is of the opinion that Ms. Rashmi Sharma 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>	One Anheuser Busch Inbev India Limited
<b>Chairmanships/Memberships of Committees of other companies</b>	Four (Membership)
<b>Remuneration last drawn in the Company</b>	Apart from sitting fees for attending the Board meetings, Ms. Rashmi Sharma 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 March 31, 2024</b>	N.A. (Ms. Rashmi Sharma was appointed with effect from November 19, 2024. Post her appointment, she has attended four Board meetings held on December 12, 2024, December 20, 2024, January 27, 2025 and the Board Meeting held on February 13, 2025.)

**LENDINGKART FINANCE LIMITED**

CIN: U65910MH1996PLC258722

Registered Office: Office 3 Connekt, 401/B, 4th Floor, Silver Utopia, Cardinal Gracious Road, Andheri East, Mumbai Suburban - 400099, Maharashtra, India

Corporate Office: 401, 4<sup>th</sup> Floor, Iconic Shyamal, Nr. Shyamal Cross-Roads, Ahmedabad, 380 015, Gujarat, India.

Phone: +91-79-4913 2800 Email: lendingkartfinance@lendingkart.com Website: www.lendingkartfinance.com

<b>Number of meetings of the Board attended during the period from April 1, 2024 till date</b>	Four
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Except Ms. Rashmi Sharma, none of the other directors, key managerial personnel or their relatives are concerned or interested in the said Resolution of this Notice.

The Board of Directors recommend the passing of the resolution given in the Notice as item no.1, for approval of the Members of the Company as a Special Resolution.

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

**Date: February 14, 2025  
Place: Ahmedabad**

**Rochak Dhariwal  
Company Secretary  
ICSI Membership No.: A57383**

Annexure – 2

**Subject: Voting by Poll at the 02/2024-25 Extra-Ordinary 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**]<sup>1</sup> on the Resolution concerning the appointment of Ms. Rashmi Sharma (DIN: 08746775), as non-executive Independent Director of the Company to hold office for a term of 3 (Three) years with effect from November 19, 2024.

**Note:**

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

**Annexure-3**

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

To,  
Lendingkart Finance Limited (“Company”),  
Office 3 Connekt, 401/B, 4<sup>th</sup> Floor,  
Silver Utopia, Cardinal Gracious Road,  
Andheri East, Mumbai Suburban,  
Sahargaon, Mumbai-400099, Maharashtra, India

Dear Sirs,

I/We note that in terms of the notice of the extraordinary general meeting dated February 13, 2025 (“Notice”), the Company proposes to hold the extraordinary general meeting on Monday, February 17, 2025.

Accordingly, I/We hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the extraordinary general meeting of the Company on Monday, February 17, 2025.

Thank you.

Yours Sincerely,

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Name: <<>>

Date:<<>>