

## **NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (“AGM”/ “Meeting”) of the members of Lendingkart Finance Limited (the “Company”) will be held on Thursday, September 25, 2025, at 12 noon (IST), through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), 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, 2025, together with Reports of the Auditors and the Board of Directors thereon.
2. To appoint Mr. Hong Ping Yeo, Director (DIN: 08401270), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. Appointment of Mr. Prashant Prakash Joshi, (DIN: 06400863), as a Director of the Company.

To consider and if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 further read with Rules framed thereunder, the RBI Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, and the Articles of Association of the Company, Mr. Prashant Prakash Joshi, who was appointed as an Additional Director by the Board of Directors of the Company with effect from July 24, 2025, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this general meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office, be and is hereby appointed as a Director on the Board of the Company effective from July 24, 2025 and whose office shall not be liable to determination by retirement by rotation.

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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)



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

4. Appointment of Mr. Prashant Prakash Joshi (DIN: 06400863), as the Managing Director and designate him as the Managing Director & CEO of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 further read with rules framed thereunder (‘Act’), the RBI Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, and the Articles of Association of the Company, Mr. Prashant Prakash Joshi, who was appointed as the Managing Director, designated as Managing Director & CEO, key managerial personnel of the Company, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as the Managing Director, designated as the Managing Director & CEO, on the Board of the Company for a period of 3 (three) years effective from July 24, 2025 till July 23, 2028 (both dates inclusive), to perform such duties and functions as prescribed under the Act and assigned to him by the Board of Directors from time to time and on the terms and conditions and at a remuneration as provided hereunder:

- I. **Powers and Duties:** The Managing Director & CEO shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, and perform all the duties delegated to him by the Board from time to time and in accordance with Articles of Association of the Company. His office as a director of the Company shall be co-terminus with his term as the Managing Director of the Company.
- II. **Remuneration:** The remuneration is being paid by LTPL to Mr. Prashant Prakash Joshi. No additional remuneration shall be paid by the Company to Mr. Prashant Prakash Joshi. The detailed terms and conditions of appointment, including the remuneration structure (comprising fixed and variable components,



employee stock options of LTPL, and other benefits), are governed by the appointment letter dated July 24, 2025, read along with the appointment letter dated March 28, 2025.

III. **Reporting to** - Board of Directors of the Company (Lendingkart Finance Limited).

**RESOLVED FURTHER THAT** the Board of Directors and the Nomination and Remuneration Committee are hereby authorised to approve any alteration or variation in the terms and conditions of appointment of Mr. Prashant Prakash Joshi as the Managing Director & CEO.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or Chief Financial Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By order of the Board of Directors  
Lendingkart Finance Limited



Date: September 3, 2025  
Place: Ahmedabad

A handwritten signature in blue ink, appearing to be "RD" followed by a long horizontal stroke.

Rochak Dhariwal  
Company Secretary  
ICSI Membership No: A57383



## NOTES:

1. With reference to the Ministry of Corporate Affairs (“MCA”) General Circular No. 9/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as “MCA Circulars”) and in terms of the provisions of the Companies Act, 2013 read with relevant rules made thereunder (“the Act”), this AGM is being held through VC/OAVM mode. In accordance with the Secretarial Standard-2 on General Meetings (“SS - 2”) 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. The statement pursuant to the provisions of Section 102 of the Act and SS - 2, in respect of the ordinary & special business as set out in Item No. 2, 3 & 4 is annexed herewith as **Annexure - 1**.
3. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In accordance with the MCA Circulars, the Notice of AGM along with the Annual Report of the Company for the FY2024-25 are being sent only through electronic mode to those members who have registered their email addresses with the Company/their respective depository participant (“DP”). Accordingly, no physical copy of the said Notice and the Annual Report of the Company for the FY2024-25 will be sent to the Members who have not registered their e-mail addresses with the Company/DP. The Members will be entitled to a physical copy of the Annual Report of the Company for the FY2024-25, free of cost, upon sending a request to the Company. Members may note that the Annual Report is also available on the website of the Company at <https://lendingkartfinance.com/financials>.
5. Voting rights will be reckoned on the paid-up value of the equity/compulsory convertible preference shares registered in the name of the Members on September 19, 2025 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company, as on the Cut-off date, will be entitled to cast their votes. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purposes.



6. A member entitled to physically 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 route map of the venue of the Meeting, Proxy Form and Attendance Slip are not annexed hereto. 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.compliance@lendingkart.com](mailto:cs.compliance@lendingkart.com) ("**Designated E-mail Address**") in the format annexed hereto as **Annexure – 2** and forming part of this Notice.
7. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.
8. 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.
9. 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, including the appointment letter(s) dated July 24, 2025 and March 28, 2025 referred to in Item No. 4 of 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 between 10 a.m. to 12 p.m. Members seeking to inspect such documents can send an email to the Designated E-mail Address.
10. 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 AGM to the Designated E-mail Address in terms of Section 113 of the Companies Act, 2013.



11. **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)**

28th Annual General Meeting - Lendingkart Finance Limited | Meeting-Join | Microsoft Teams

- iii Notice of this AGM will also be available on the website of the Company viz. <https://lendingkartfinance.com/general-meetings>
- 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.compliance@lendingkart.com](mailto:cs.compliance@lendingkart.com)  
Phone: +91 8560811207

## Annexure - 1

Statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

### Item No. 2:

**Details of Directors liable to retire by rotation and seeking re-appointment at the 28<sup>th</sup> Annual General Meeting.**

Pursuant to Section 152 of the Companies Act, 2013 and as per the terms of appointment of Mr. Hong Ping Yeo, Non-Executive Director (DIN: 08401270), he is liable to retire by rotation at this Annual General Meeting of the Company. He being eligible has offered himself for re-appointment. The Nomination and Remuneration Committee and the Board at their respective meetings held on August 4, 2025, and August 13, 2025, considered the proposal of appointment of Mr. Hong Ping Yeo, Non-Executive Director (DIN: 08401270), as liable to retire by rotation, at this Annual General Meeting of the Company. He does not receive any remuneration from the Company. Details of his attendance at various Board meetings held during the last financial year are included in the Corporate Governance Report Section of the Annual Report.

Other relevant details of Mr. Hong Ping Yeo as prescribed under the Act and SS - 2 are as under:

Particulars	Details
Name of the Director	Mr. Hong Ping Yeo
Director Identification Number	08401270
Date of birth/Age	June 9, 1970, 55 years
Date of first appointment on the Board	April 21, 2019
Qualification	Bachelor of Accountancy
Profile of the Director and Experience	Hong Ping Yeo is Associated with Fullerton Financial Holdings Pte Ltd. ("FFH"). He has over 20 years of work experience in financial services. Mr Yeo oversees the building of the FFH franchise and is responsible for developing Growth through strategic investments and partnerships and has Overall responsibility of FFH and its investee companies. Before joining



Particulars	Details	
	FFH, Mr Yeo's work experience includes J.P. Morgan.	
Terms and conditions of re-appointment	Re-appointment as a non-executive director (nominee of Fullerton Financial Private Limited)	
Remuneration details	Not Applicable	
Chairmanship/ Directorships of other companies ( <i>Indian Companies only</i> )	<b>Directorship in other companies</b> Lendingkart Technologies Private Limited	
Chairmanships/Memberships of Committees of other companies ( <i>Indian Companies only</i> )	<b>Company Name</b>	<b>Committee Details</b>
	Lendingkart Technologies Private Limited	Nomination and Remuneration Committee - Chairman
Remuneration last drawn in the Company	Nil	
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, 2025	16	
Number of meetings of the Board attended during the period from April 01, 2025, till date	3	

The Board recommends the Resolution at Item No. 2 of the accompanying Notice for approval of the Members of the Company by way of an **Ordinary Resolution**.

None of the directors, Key Managerial Personnel of the Company and their relatives, other than Mr. Hong Ping Yeo, being the appointee, are concerned or interested, financially or otherwise, in the passing of this resolution set out in Item No. 2 of the Notice.



**Item No. 3 and 4:**

**Appointment of Mr. Prashant Prakash Joshi (DIN: 06400863) as an Additional Director and Managing Director, designated as Managing Director & CEO.**

The Board based on the recommendation of the Nomination and Remuneration Committee ("NRC") appointed Mr. Prashant Prakash Joshi as Chief Executive Officer with effect from April 1, 2025.

Thereafter, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Prashant Prakash Joshi (DIN: 06400863) as an Additional Director and the Managing Director, designated as Managing Director & CEO, key managerial personnel, of the Company, not liable to retire by rotation, for a period of 3 (Three) years effective from July 24, 2025 under Section 152 and 161 of the Companies Act, 2013, subject to the approval of the shareholders of the Company.

The Company has received his consent to act as director and declaration that he is not disqualified from being appointed as a director of the Company and satisfies the fit and proper criteria as per relevant RBI Master Directions. Mr. Prashant Prakash Joshi is not debarred from holding the office as Director by virtue of any SEBI Order or any other authority. Also, pursuant to the Master Direction on Treatment of Wilful Defaulters and Large Defaulters, Mr. Joshi is not a wilful defaulter/ or been on the list of wilful defaulters and that he has not been on any other RBI default/sanction list as well. Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from member proposing candidature of Mr. Joshi as a Director of the Company.

Further, his appointment shall be subject to the following terms and conditions:

- I. **Powers and Duties:** The Managing Director & CEO shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company, including, inter-alia, handling of the day-to-day business of the Company, and perform all the duties delegated to him by the Board from time to time and in accordance with Articles of Association of the Company. His office as a director of the Company shall be co-terminus with his term as a Managing Director of the Company.
- II. **Remuneration:** The remuneration is being paid by Lendingkart Technologies Private Limited. No additional remuneration shall be paid by the Company to Mr. Prashant Prakash Joshi.



The detailed terms and conditions of appointment, including the remuneration structure (comprising fixed and variable components, employee stock options of LTPL, and other benefits), are governed by the appointment letter dated July 24, 2025, read along with the appointment letter dated March 28, 2025. A copy of these Appointment Letter(s) are available for inspection by the Members as detailed in the Notes to this Notice.

Other relevant details of Mr. Joshi as prescribed under the Companies Act, 2013 and applicable Secretarial Standard for appointment of the Director, as on date of this Notice is given hereunder:

Particulars	Details
<b>Name of the Director</b>	Mr. Prashant Prakash Joshi
<b>Director Identification Number</b>	06400863
<b>Date of birth/Age</b>	June 5, 1971, 54 years
<b>Date of first appointment on the Board</b>	July 24, 2025
<b>Qualification</b>	PGDM-Finance, Grad CWA, Bachelor of Commerce and Advanced General Management Program
<b>Profile of the Director and Experience</b>	Mr. Joshi has worked in Indian Banking and Financial Services sector for 32 years with experience across Corporate Banking, Retail Banking and SME Banking. Mr. Joshi had been involved in crafting turnaround of businesses with his skills in business management, P&L management and domain knowledge at Standard Chartered Bank for its SME Banking business as well as at Deutsche Bank for its retail banking business. He has worked on acquisition of banks (amalgamation of Lakshmi Vilas Bank with DBS Bank India Limited) as well as acquisition of businesses (acquisition of Commercial Vehicles business of IIFL Finance Limited). He has also led divestiture of businesses (sale of credit card business at Deutsche Bank). He has also been involved in capital raising exercises - rights issue at IDBI Bank, Initial Public Offering at IndoStar Capital Finance Ltd. (IndoStar Capital) and private equity capital raise from Brookfield partners at IndoStar Capital. He has also worked on



Particulars	Details	
	implementing new technology platforms across institutions.	
Terms and conditions of appointment	As mentioned above	
Remuneration details		
Chairmanship/ Directorships of other companies ( <i>Indian Companies only</i> )	<b>Directorship in other companies</b> Lendingkart Technologies Private Limited Lendingkart Account Aggregator Private Limited	
Chairmanships/Memberships of Committees of other companies ( <i>Indian Companies only</i> )	<b>Company Name</b>	<b>Committee Details</b>
	Lendingkart Technologies Private Limited	Corporate Social Responsibility Committee - Member
Remuneration last drawn in the Company	Mr. Joshi was appointed as CEO and subsequently as Managing Director & CEO, with no change in remuneration.	
Shareholding in the company	Holding 1 equity share as a nominee of Lendingkart Technologies Private Limited.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	
Number of meetings of the Board attended during the period from April 01, 2025, till date	1 (August 13, 2025)  Further, Mr. Joshi attended the following: <ul style="list-style-type: none"> <li>- May 29, 2025 (in the capacity of CEO)</li> <li>- July 24, 2025 (Director Designate)</li> </ul>	

The Board recommends the Resolutions at Item No. 3 and 4 of the accompanying Notice for approval of the Members of the Company as the **Ordinary and Special Resolution, respectively**.

None of the directors, Key Managerial Personnel of the Company and their relatives other than Mr. Prashant Prakash Joshi are concerned or interested, financially or otherwise, in the passing of this resolution set out in Item no. 3 and 4 of the Notice.



**Annexure – 2**  
**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the  
Companies (Management and Administration) Rules, 2014]

**Name of the Company:**

**Registered office:**

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No.	Item No.	No. of shares held by me	I assent to the Resolution	I dissent from the resolution
1.	1.			
2.	2.			
3.	3.			
4.	4.			

By order of the Board of Directors  
Lendingkart Finance Limited

Date: September 3, 2025  
Place: Ahmedabad



A handwritten signature in blue ink, appearing to read "RD" or similar initials, followed by a horizontal line.

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