

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Lendingkart Finance Limited (the “**Company**”) will be held on Wednesday, 30<sup>th</sup> September, 2020 at 11:30 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, 2020 together with Report of the Auditors and the Board of Directors thereon.
2. To appoint Mr. Vikram Suhas Godse, Director (DIN: 00230548), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Anindo Mukherjee, Director (DIN: 00019375), who retires by rotation and being eligible, offers himself for re-appointment.
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 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) 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.”

**Special Business:**

5. 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, 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**”),

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**LENDINGKART FINANCE LIMITED** (Formerly AADRI INFIN LIMITED)

CIN : U65910MH1996PLC258722

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

Corporate Office : 14th Floor, D Block, The First, The First Avenue Road, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad-380 015, Gujarat, India.

Phone : +91-79-6677 0600

email : [info@lendingkart.com](mailto:info@lendingkart.com)

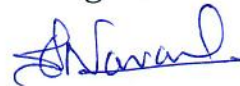
website : [www.lendingkart.com](http://www.lendingkart.com)

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.”

**Date: 20<sup>th</sup> August, 2020**  
**Place: Ahmedabad**

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



**Umesh Navani**  
**Company Secretary &**  
**Compliance Officer**



## 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 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), 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**. A statement pursuant to Section 102(1) of the Act, relating to the Special Business at Item Nos. 5 to be transacted at the AGM is annexed hereto as **Annexure - 2**.
5. 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.
6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. 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.
8. 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.

9. 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.

10. **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 Bluejeans 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 and entering the credentials mentioned below.

**Meeting URL**

**[https://bluejeans.com/329526474?src=join\\_info](https://bluejeans.com/329526474?src=join_info)**

**Meeting ID**

**329 526 474**

- iii 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.
- iv 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

### 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. Vikram Suhas Godse	Mr. Anindo Mukherjee
Director Identification Number	00230548	00019375
Date of first appointment on the Board	03/10/2018	05/09/2018
Age (in years)	47	52
Qualification	Bachelor's degree in Commerce and Master's degree in Management Studies from Mumbai University.	Bachelor of Commerce (Hons), FCA, ACMA
Experience	<p>Mr. Vikram Suhas Godse is a Managing Partner of MF Advisors LLP, which advises Mayfield, a venture capital fund.</p> <p>He is an active venture investor in India over the last 18 years. He has successfully invested in and had taken exits from his early and growth stage investments in logistics, wireless, education, financial services, and media.</p> <p>Prior to joining MF Advisors, he was a founding member of JM Financial Investment Managers Limited, a broad-based, multi-sector private equity fund. While there, he helped raise the fund and led some of the key investments and served on several boards.</p> <p>Prior to joining JM Financial Investment Managers</p>	<p>Mr. Anindo Mukherjee has more than 25 years of experience in risk management for Retails and SME segments in the banking industry.</p> <p>He has more than 8 years of experience in banks and non-banking finance companies across Asia. His overall work experience includes working for Fullerton India where he was responsible for Risk Management, Legal and Compliance functions. Prior to Fullerton India, he worked for six years in Standard Chartered Bank as a Regional Credit Officer for the Consumer Business in India &amp; South Asia, Head of Retail Credit and Risk at HDFC Bank and 9 years in various Foreign Banks.</p>

Name of the Director	Mr. Vikram Suhas Godse	Mr. Anindo Mukherjee		
	<p>Limited, he worked for Cisco's investment arm, where he led the investment in Bharti Telesoft. Prior to that, he was involved in one of the earliest venture capital funds in India, Infinity Venture Fund. His prior experience includes working at Chase and Barclays Capital as part of their investment banking practices in Mumbai for four years.</p>			
Terms and conditions of re-appointment	Re-appointment as a non-executive director (nominee of Mayfield India II, Ltd.)	Re-appointment as a non-executive director (nominee of Fullerton Financial Private Limited)		
Remuneration details	Not applicable	Not applicable		
Chairmanships/Directorships of other companies	<p>Directorship in other companies:</p> <ol style="list-style-type: none"> <li>1. Chetak Farms &amp; Agro Activities Private Limited</li> <li>2. Knowlarity Communications Private limited</li> <li>3. Lendingkart Technologies Private Limited</li> <li>4. Nehat Tech Solutions Private Limited</li> <li>5. Amagi Media Labs Private Limited</li> <li>6. Mynd Solutions Private Limited</li> <li>7. Leap India Private Limited</li> <li>8. Simplilearn Solutions Private Limited</li> <li>9. Clover Ventures Private Limited</li> </ol>	<p>Directorship in other companies:</p> <ol style="list-style-type: none"> <li>1. Fullerton India Credit Company Limited</li> <li>2. Fullerton India Home Finance Company Limited</li> <li>3. Lendingkart Technologies Private Limited</li> </ol> <p>Chairmanship in other companies:</p> <ol style="list-style-type: none"> <li>1. Fullerton India Home Finance Company Limited</li> </ol>		
Chairmanships/Memberships of Committees of other companies	<b>Company Name</b>	<b>Committee Details</b>	<b>Company Name</b>	<b>Committee Details</b>
	Leap India Pvt. Ltd.	1. Business Advisory	Lendingkart Technologies	1. Audit & Risk Management

Name of the Director	Mr. Vikram Suhas Godse		Mr. Anindo Mukherjee	
			Committee: Member	Private Limited
			Fullerton India Credit Company Limited	1. IT Strategy Committee: Member 2. Audit Committee: Member
			Fullerton India Home Finance Company Limited	1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Member 3. IT Strategy Committee: Member 4. Risk Oversight Committee: Member
Remuneration last drawn in the Company	Not applicable		Not applicable	
Shareholding in the company	Nil		Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None		None	
Number of meetings of the Board attended during the year ended 31 <sup>st</sup> March, 2020	4 (Four)		6 (Six)	
Number of meetings of the Board attended during the period from 01 <sup>st</sup> April, 2020 till date	1		2	

## Annexure - 2

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

#### Item No. 5:

The Board of Directors (“**Board**”) of the Company at their meeting held on 13<sup>th</sup> November, 2019 appointed Mr. Thallapaka Venkateswara Rao (DIN: 05273533), 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. Mr. Thallapaka Venkateswara Rao holds office up to the date of this annual general meeting of the Company.

The Company has received a notice in writing under Section 160 of the Act from a member proposing candidature of Mr. Thallapaka Venkateswara Rao for the office of the Independent Director. Mr. Thallapaka Venkateswara Rao 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 Mr. Thallapaka Venkateswara Rao, 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>	Mr. Thallapaka Venkateswara Rao
<b>Director Identification Number</b>	05273533
<b>Date of birth</b>	01/07/1952
<b>Date of joining the Board</b>	13 <sup>th</sup> November, 2019
<b>Profile of director (to include age and qualification of the director)</b>	Mr. Thallapaka Venkateswara Rao, aged 67 years, holds following qualifications: <u>Qualification:</u> <ul style="list-style-type: none"><li>• Graduate in Commerce, S.V. University, Tirupati (A.P)</li><li>• CAIIB (Indian Institute of Bankers, Mumbai)</li></ul>
<b>Experience</b>	Mr. Thallapaka Venkateswara Rao has over 40 years’ experience in Banking, Foreign Trade and Housing Finance Sectors with specialization in Management of Treasury, Investment and Corporate Finance



	Operations, Securitization and Structured Finance, product development (Reverse Mortgage etc.), Training, Research, Capacity Building and Regulation and Supervision of Housing Finance Institutions. He is also serving as Director on the Boards of corporates in NBFC, HFC and Manufacturing sectors.	
<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 13 <sup>th</sup> November, 2019.	
<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 Mr. Thallapaka Venkateswara Rao.	
<b>Justification for choosing the appointee for appointment as Independent Director</b>	The Board based on the experience and expertise of Mr. Thallapaka Venkateswara Rao is of the opinion that Mr. Rao 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>	Mr. Thallapaka Venkateswara Rao holds directorship in following companies: 1. BGSE Financials Limited 2. Easy Home Finance Limited 3. Electronica Finance Limited 4. Fidas Tech Private Limited 5. Ladderup Finance Limited 6. Natco Pharma Limited 7. Sanvira Industries Limited 8. STCI Primary Dealer Limited 9. PNB MetLife India Insurance Company Limited 10. Canara Bank Securities Limited 11. Fidas Tech Private Limited	
<b>Chairmanships/Memberships of Committees of other companies</b>	<b>Company Name</b>	<b>Committee Details</b>
	Canara Bank Securities Ltd.	1. Audit Committee: Member 2. Nomination & Remuneration Committee: Member 3. Risk Management Committee: Chairman 4. CSR Committee: Member

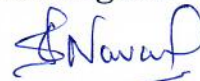
	Easy Home Finance Limited	1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Member 3. Risk Management Committee: Member 4. IT Committee: Member
	Electronica Finance Limited	1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Member 3. CSR Committee: Chairman
	Ladderup Finance Limited	1. Audit Committee: Member 2. Nomination & Remuneration Committee: Member
	Natco Pharma Limited	1. Audit Committee: Member
	Sanvira Industries	1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Member
	PNB MetLife India Insurance Co. Ltd.	1. Audit Committee: Member
	STCI Primary Dealer Limited	1. Audit Committee: Member 2. Risk Management Committee: Member
<b>Remuneration last drawn in the Company</b>	Apart from sitting fees, Mr. Thallapaka Venkateswara Rao 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.	

Number of meetings of the Board attended during the year ended 31 <sup>st</sup> March, 2020	2
Number of meetings of the Board attended during the period from 01 <sup>st</sup> April, 2020 till date	2

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 5 as an Ordinary Resolution

Date: 20<sup>th</sup> August, 2020  
Place: Ahmedabad

By order of the Board of Directors  
Lendingkart Finance Limited



Umesh Navani  
Company Secretary &  
Compliance Officer



## Annexure – 3

**Subject: Voting by Poll at the 23<sup>rd</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 for adoption of audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2020.

### **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 for appointment of Mr. Vikram Suhas Godse, Director (DIN: 00230548), 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 for appointment of Mr. Anindo Mukherjee, Director (DIN: 00019375), 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 for re-appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E/E300005) as the statutory auditors of the Company for the second term of 5 years.

### **Item no. 5**

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 for re-appointing Mr. Thallapaka Venkateswara Rao (DIN: 05273533) 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.

### **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) .