

**NOTICE**

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of Lendingkart Finance Limited (the “**Company**”) is scheduled to be held on Tuesday, September 20, 2022 at 11:30 a.m. (IST), through two way video conferencing, 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, 2022 together with Report 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.
3. To appoint Mr. Pankaj Makkar, Director (DIN: 03442209), 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 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. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), 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 from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 27<sup>th</sup> Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2023 and March 31, 2024, 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

**LENDINGKART FINANCE LIMITED**

CIN:U65910MH1996PLC258722

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

Corporate Office:B Block, 6<sup>th</sup> Floor, The First, The First Avenue Road, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad, 380 015, Gujarat, India Page 1 of 11

Phone: +91-79-6814 4500 Email: lendingkartfinance@lendingkart.com Website: www.lendingkartfinance.com



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 BUSINESS:**

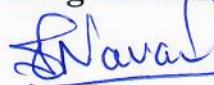
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and in accordance with the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in compliance with any other applicable law for the for the time being in force, the Company hereby approves the re-appointment of Mr. Harshvardhan Lunia (DIN: 01189114), as the Managing Director, not liable to retire by rotation, a key managerial person, of the Company for a period of 3 (three) years with effect from June 30, 2022 to perform such duties and functions as prescribed under the Act and assigned to him by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the terms and conditions of appointment of Mr. Harshvardhan Lunia shall be governed in accordance with the policy and procedure of Lendingkart Technologies Private Limited, holding company of the Company and further his remuneration shall also be paid to him by Lendingkart Technologies Private Limited.

**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 without requiring the Board to secure any further consent or approval of the Members of the Company in this regard.”

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



**Umesh Navani  
Company Secretary & Compliance Officer**



**Date: August 27, 2022  
Place: Ahmedabad**



## NOTES:

1. In order to dispense with the requirement pertaining to the physical attendance of the Members at the Annual General Meeting due to prevailing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2022 read together with circulars dated May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”), 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. The deemed venue for the AGM shall be the Registered Office of the Company.
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. 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.
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 the Ordinary Business, is annexed hereto as **Annexure - 1**.
5. An explanatory 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**.
6. 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.
7. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
8. Queries, if any, on the items specified in the Notice, 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.
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 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.

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 annual general meeting to the Designated E-mail Address.

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)**

**[Lendingkart Finance 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:  
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 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. Hong Ping Yeo	Mr. Pankaj Makkar
Director Identification Number	08401270	03442209
Date of first appointment on the Board	21/04/2019	05/09/2018
Age (in years)	52	42
Qualification	Bachelor of Accountancy	<ul style="list-style-type: none"> <li>- MBA from Harvard Business School</li> <li>- Chartered Accountant</li> <li>- Bachelor's degree in Commerce (Hons.) from Delhi University</li> </ul>
Profile of the Director & Experience	<p>Mr. Hong Ping Yeo, aged 52 years, is a President of Fullerton Financial Holdings Pte. Ltd. He has over 20 years of experience in financial services. Mr. Yeo oversees the building of the FFH franchise and is responsible for developing growth through strategic investments and partnerships.</p> <p>Before joining FFH, Mr. Yeo was Managing Director of J.P. Morgan and was responsible for the overall investment banking business in Singapore. Mr. Yeo also served as a Senior Management Committee member of J.P. Morgan Singapore, and Board Member of J.P. Morgan (SEA). He previously held other senior appointments including Head of Real Estate Investment Banking and Head</p>	<p>Mr. Pankaj Makkar, aged 42 years, is currently a Managing Director of Bertelsmann Corporate Services India Pvt. Ltd., which runs Bertelsmann India Corporate Centre. Mr. Makkar led the setup of the Corporate Centre in 2011 and have been active in helping define and execute the growth strategy for Bertelsmann and its divisions in India.</p> <p>Mr. Makkar currently runs the Bertelsmann India Investment Fund, which is Bertelsmann's strategic investment vehicle investing in venture and growth opportunities in Media, Education, Digital and BPO sectors. His other projects include evaluating the investing landscape for the divisions and helping divisions execute growth/expansion plans.</p>

Name of the Director	Mr. Hong Ping Yeo	Mr. Pankaj Makkar		
	of Corporate Finance in Southeast Asia.	Mr. Makkar joined Bertelsmann Inc. in 2009. He worked from 2003 to 2007 with the Malaysian conglomerate – The Usaha Tegas Group and helped the group invest in various sectors in India and South East Asia.		
Terms and conditions of re-appointment	Re-appointment as a non-executive director (nominee of Fullerton Financial Private Limited)	Re-appointment as a non-executive director (nominee of Bertelsmann Nederland B.V.)		
Remuneration details	Not applicable	Not applicable		
Chairmanship/ Directorships of other companies <i>(Indian Companies only)</i>	<p><b>Directorship in other companies</b></p> <p>(i) Lendingkart Technologies Private Limited</p> <p>(ii) Fullerton India Credit Company Limited</p>	<p><b>Directorship in other companies</b></p> <p>(i) I-Nurture Education Solutions Private Limited</p> <p>(ii) Bigfoot Retail Solutions Private Limited</p> <p>(iii) Lendingkart Technologies Private Limited</p> <p>(iv) Bertelsmann Corporate Services India Private Limited</p>		
Chairmanships/Memberships of Committees of other companies <i>(Indian Companies only)</i>	<p>Fullerton India Credit Company Limited</p> <p>– Nomination &amp; Remuneration Committee – Member</p> <p>– Corporate Social Responsibility Committee – Member</p> <p>– Stakeholder Relationship Committee – Member</p>	<table border="1" data-bbox="1011 1429 1433 1637"> <tr> <td data-bbox="1011 1429 1171 1637">Bigfoot Retail Solutions Pvt Ltd</td> <td data-bbox="1171 1429 1433 1637">– Nomination &amp; Remuneration Committee – Member</td> </tr> </table>	Bigfoot Retail Solutions Pvt Ltd	– Nomination & Remuneration Committee – Member
Bigfoot Retail Solutions Pvt Ltd	– Nomination & Remuneration Committee – Member			



<b>Name of the Director</b>	<b>Mr. Hong Ping Yeo</b>	<b>Mr. Pankaj Makkar</b>
Remuneration last drawn in the Company	Nil	Nil
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 March 31, 2022	4	4
Number of meetings of the Board attended during the period from April 01, 2022 till date	2	2

## Annexure - 2

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

#### Item No. 5:

The Members of the Company at their extraordinary general meeting held on August 7, 2019 had approved appointment of Mr. Harshvardhan Lunia (DIN: 01189114) as the Managing Director, a key managerial person, of the Company for a period of 3 years with effect from July 1, 2019.

The existing tenure of Mr. Harshvardhan Lunia (DIN: 01189114) as the Managing Director, a key managerial person, of the Company, expired on June 30, 2022. The Board of Directors of the Company, in accordance with the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 11, 2022 re-appointed Mr. Harshvardhan Lunia as the Managing Director, a key managerial person for a period of 3 years with effect from June 30, 2022, subject to the approval of the Members of the Company.

The remuneration and other terms and conditions of employment of Mr. Harshvardhan Lunia shall be governed as per the policy and procedures of Lendingkart Technologies Private Limited, holding company of the Company and the remuneration shall also be paid to him by Lendingkart Technologies Private Limited.

Mr. Harshvardhan Lunia is not disqualified from being re-appointed as the Managing Director in terms of the provisions of the Companies Act, 2013, and has given his consent to act as the Managing Director of the Company.

Pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, requisite information about Mr. Lunia is provided hereunder:

<b>Name of the Director</b>	Mr. Harshvardhan Lunia
<b>Director Identification Number</b>	01189114
<b>Date of birth/Age</b>	10 <sup>th</sup> May, 1981/ 41
<b>Date of joining the Board as Director</b>	13 <sup>th</sup> May, 2015
<b>Profile of director (to include age and qualification of the director)</b>	Mr. Harshvardhan Lunia, aged 41 years, holds following qualifications: <u>Qualification:</u> - MBA from Indian School of Business. - Chartered Accountant from The Institute of Chartered Accountant of India.
<b>Experience</b>	He has over 15 (Fifteen) years of experience working with different banks in departments



	<p>like Credit Risk, Corporate Banking, Relationship of SME Banking, etc.</p> <p>He also possesses experience in debt advisory, designing innovative credit solutions and delivering them in efficient manner to MSMEs, driving strategic decisions, managing funding relationships and building execution teams.</p>		
<b>Terms and conditions of re-appointment</b>	Provisions of Policy and procedure of Lendingkart Technologies Private Limited, holding company of the Company, governs the terms and conditions of employment of Mr. Harshvardhan Lunia.		
<b>Remuneration details</b>	Remuneration shall be paid to him by Lendingkart Technologies Private Limited (“Holding Company”).		
<b>Chairmanships/Directorships of other companies (excluding Foreign Companies and Section 8 Companies)</b>	<p>Mr. Harshvardhan Lunia holds directorship in following companies:</p> <ul style="list-style-type: none"> <li>- Lendingkart Technologies Private Limited.</li> <li>- Digital Lenders Association of India.</li> <li>- Lendingkart Account Aggregator Private Limited</li> </ul>		
<b>Chairmanships/Memberships of Committees of other companies</b>	<table border="1"> <tr> <td>Lendingkart Technologies Private Limited.</td> <td>CSR Committee – Member Management Committee – Member</td> </tr> </table>	Lendingkart Technologies Private Limited.	CSR Committee – Member Management Committee – Member
Lendingkart Technologies Private Limited.	CSR Committee – Member Management Committee – Member		
<b>Remuneration last drawn in the Company</b>	Remuneration was paid to him by Lendingkart Technologies Private Limited (“Holding Company”).		
<b>Shareholding in the company</b>	Nil		
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mr. Raichand Lunia – Father (Director on the Board of the Company)		
<b>Number of meetings of the Board attended during the year ended March 31, 2022</b>	4		
<b>Number of meetings of the Board attended during the period from April 1, 2022 till date</b>	2		

Except Mr. Harshvardhan Lunia, Managing Director, and Mr. Raichand Lunia, Director, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested in the proposed resolution.

In view of above, the Board of Directors recommend to seek consent of the members of the Company by way of a Special Resolution for the matter set out at Item No. 5.

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


**Umesh Navani  
Company Secretary & Compliance Officer**

**Date: August 27, 2022  
Place: Ahmedabad**



### Annexure – 3

**Subject: Voting by Poll at the 25<sup>th</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 concerning the adoption of the audited Financial Statement of the Company for the financial year ended March 31, 2022 together with Report of the Auditors and the Board of Directors thereon.

**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 concerning the appointment of Mr. Hong Ping Yeo, Director (DIN: 08401270), 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 concerning the appointment of Mr. Pankaj Makkar, Director (DIN: 03442209), 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 concerning the appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W) as the statutory auditors of the Company, to hold office from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 27<sup>th</sup> Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2023 and March 31, 2024, respectively.

**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 concerning the re-appointment of Mr. Harshvardhan Lunia (DIN: 01189114), as the Managing Director, and a key managerial person of the Company to hold office for a term of 3 (three) years with effective from June 30, 2022.

**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) .