

NOTICE

Notice is hereby given that the extraordinary general meeting no. 1/2021-22 of the members of Lendingkart Finance Limited (the “**Company**”) is scheduled to be held on Saturday, December 11, 2021, at 12:00 noon, through two way video conferencing, to consider and transact the following business:

Special Business:

- 1. Appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W) as the Statutory Auditors of the Company.**

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

“RESOLVED THAT in supersession to the ordinary resolution passed by the Members at the 23rd Annual General Meeting of the Company held on September 30, 2020 and pursuant to 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**”) and pursuant to the 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), on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as the Statutory Auditors in terms of Section 141 of the Act and 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 this Extraordinary General Meeting till conclusion of the 25th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2022, on such remuneration and terms and conditions as may be 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 as 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.”

For Lendingkart Finance Limited

Umesh Navani
Company Secretary & Compliance Officer

Place: Ahmedabad
Date: November 19, 2021

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 23rd June, 2021 read with 31st December, 2020, 28th September, 2020, 15th June, 2020, 13th April, 2020 and 8th April, 2020, and (collectively referred to as “MCA Circulars”) permitted convening the Extraordinary General Meeting (“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 Meeting of the Company is being held through VC. The deemed venue for the Meeting shall be the Registered Office of the Company.
 2. Members attending the Meeting 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 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.
 4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto as **Annexure-1** and forms part of this Notice.
 5. 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 at umesh.navani@lendingkart.com (“Designated E-mail Address”) in a format annexed hereto as **Annexure 2** and forming part of this Notice.
 6. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
 7. Queries, if any, on the item specified in the Notice may please be sent to the Designated E-mail Address at least seven days prior to the date of the Meeting, so that relevant query may be replied by the Company suitably at the Meeting.
 8. 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.
 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 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 Microsoft Teams video conferencing app from the Google Play Store (in case of android phone) and Apple App Store (in case of iphone) Alternatively, Members may access directly through the browser by clicking on the following link.

Meeting URL (Press Ctrl + Link)

[Lendingkart Finance Meeting Joining Link](#)

- iii) Notice of this Meeting will also be available on the website of the Company viz. 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
Email: umesh.navani@lendingkart.com
Phone: +91 83471 12207

Annexure 1

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

Item No. 1:

The current Statutory Auditors of the Company, i.e. M/s. S.R. Batliboi & Co. LLP (FRN: 301003E/E300005), Chartered Accountants, were re-appointed as the Statutory Auditors of the Company at the twenty third annual general meeting of the Company for a second term of five years, i.e. to hold office from the conclusion of the twenty third annual general meeting till the conclusion of the twenty eighth annual general meeting.

Reserve Bank of India, vide its circular dated April 27, 2021, issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the “**RBI Guidelines**”). The Guidelines, inter alia, provides that statutory auditors who have completed a period of 3 years (counted as one tenure) as on the date of the RBI Guidelines shall not be eligible for re-appointment in the same entity for six years (two tenures) after completion of a tenure of 3 years.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors, have been holding the office for a period exceeding 3 years, and would not be able to continue as the auditors with effect from quarter three of the financial year 2021-22. Accordingly, they tendered their resignation vide letter dated November 1, 2021, effective from November 13, 2021.

The Audit Committee and the Board of Directors of the Company, at their meeting held on November 2, 2021, noted that M/s. S.R. Batliboi & Co. LLP had not raised any concern or issue in their resignation letter and there was no reason other than those mentioned above for their resignation.

In order to comply with the requirements of the RBI Guidelines, the Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on November 2, 2021, recommended to the members of the Company, appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W), as Statutory Auditors of the Company, for a period of three years, to conduct audit of financial statements of the Company for the financial year ended March 31, 2022, March 31, 2023 and March 31, 2024 as under:

First Term – From the conclusion of this Meeting (i.e. December 11, 2021) till the conclusion of the 25th Annual General Meeting, to conduct audit of the accounts of the Company for the financial year ending March 31, 2022.

Second Term – From the conclusion of the 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting to conduct audit of the accounts of the Company for the financial year ending March 31, 2023.

Third Term – From the conclusion of the 26th Annual General Meeting till the conclusion of the 27th Annual General Meeting to conduct audit of the accounts of the Company for the financial year ending March 31, 2024.

Pursuant to the provisions of Section 139(8)(i) of the Act, M/s. Batliboi & Purohit, Chartered Accountants, proposed to be appointed as the Statutory Auditors will hold the office till conclusion of the 25th Annual General Meeting of the Company.

In line with the provisions of the said Section, the Board has initially proposed the ordinary resolution for the appointment of M/s. Batliboi & Purohit, Chartered Accountants, for the First Term ending on conclusion of the 25th Annual General Meeting as set out in this Notice. Subsequently, in the notice convening the 25th Annual General Meeting, the Board of Directors will recommend to the Members passing of the ordinary resolution for appointment of the proposed Statutory Auditors for the Second and Third Term ending at 26th and 27th Annual General Meeting, respectively. The proposed Statutory Auditors will effectively hold office for three consecutive terms, ending on conclusion of the 27th Annual General Meeting of the Company and for the three consecutive financial years ending March 31, 2024 in compliance with the Guidelines.

M/s. Batliboi & Purohit have confirmed that their appointment, if made, will be within the limit specified under the Act and the RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines.

The said appointment of the Statutory Auditors shall be in line with the RBI Guidelines and the Policy for Appointment of Statutory Auditors. The Policy can be accessed at <https://lendingkartfinance.com/>.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the Resolution.

For Lendingkart Finance Limited

Umesh Navani
Company Secretary & Compliance Officer

Place: Ahmedabad
Date: November 19, 2021

Annexure II

Subject: Voting on Item 1 – EGM dated December 11, 2021 – Lendingkart Finance Limited.

I/We, <<Name of the Member>> being the Member of Lendingkart Finance Limited (“**Company**”), hereby give my/our [~~assent/~~ **dissent**]¹ on the Ordinary Resolution for appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W) as the Statutory Auditors of the Company for the financial year ending March 31, 2022.

Note:

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

LENDINGKART FINANCE LIMITED

CIN: U65910MH1996PLC258722

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