

**NOTICE**

Notice is hereby given that the extraordinary general meeting no. 1/2023-24 of the members of Lendingkart Finance Limited (the “**Company**”) is scheduled to be held on Friday, March 22, 2024 at 3:00 p.m. at a short notice, through Video Conferencing/Other Audio-Visual Means, to consider and transact the following business:

**Special Business:**

**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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of provisions of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (‘Master Directions’) and other applicable provision, the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Uma Subramaniam (DIN: 07434953), who holds the office of Non-Executive Independent Director up to March 26, 2024, and being eligible for re-appointment, and 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 the office of Non-Executive Independent Director and who has submitted a declaration confirming meeting the criteria of independence under Sections 149(6) and 150 of the Act, be and is hereby re-appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from March 27, 2024.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby severally 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: March 20, 2024  
Place: Mumbai**

**Darshil Shah  
Company Secretary & Compliance Officer  
ICSI Membership No. A55488**

**Notes:-**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 20 /2020 dated May 5, 2020, and General Circular No. 9/2023 dated September 25, 2023 (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.
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. 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.
4. 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 the 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.
5. 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 as **Annexure-1** and forms part of this Notice.
6. 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 [cs@lendingkart.com](mailto:cs@lendingkart.com) (“**Designated E-mail Address**”) in a format annexed hereto as **Annexure-2** and forming part of this Notice.
7. Since the Meeting 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 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.
9. 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.
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 extraordinary general meeting to the Designated E-mail Address.
11. 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**.

**12. 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 EGM](#)

- iii) Notice of this Meeting will also be available on the website of the Company viz. [www.lendingkartfinance.com](http://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. Darshil Shah  
Company Secretary & Compliance Officer  
Email: [cs@lendingkart.com](mailto:cs@lendingkart.com)  
Phone: +91 9910322507

**Annexure-1**

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

The Board of Directors appointed Ms. Uma Subramaniam (DIN: 07434953) as the Non-Executive Independent Director vide Circular resolution dated March 27, 2021, for a period of 3 (three) years, which was subsequently approved by the shareholders of the Company at their Annual General Meeting held on September 30, 2021, whose term is due to expire on close of working hours of March 26, 2024.

In terms of Section 149(10) of the Companies Act, 2013, an independent director shall be eligible for re-appointment on passing a special resolution by the members of the company.

The Company has received a notice in writing under Section 160 of the Act from a member proposing candidature of Ms. Uma Subramaniam for the office of the Non-Executive Independent Director. Ms. Uma Subramaniam fulfils the conditions specified in the Act, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, is independent of the management and is fit and proper person, in compliance with the provisions of Act and the Company’s policy on ‘Fit And Proper Criteria in respect of Directors’, to be re-appointed as the Non-Executive Independent Director of the Company. The Board considers it desirable to avail the expertise and guidance of Ms. Uma Subramaniam as an Independent Director and recommends passing the Resolution.

Copy of the draft letter of re-appointment of Ms. Uma Subramaniam as the Non-executive Independent Director setting out the terms and conditions, is available for inspection at the registered and corporate office of the Company until the date of the extraordinary general meeting.

Based on the outcome of the performance evaluation of Ms. Subramaniam and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide circular resolution dated March 20, 2024 have approved the re-appointment of Ms. Uma Subramaniam for the second term as provided in the resolution.

The details/ information pursuant to Secretarial Standard-2 with respect to re-appointment of the Director are detailed below.

<b>Name of the Director</b>	Ms. Uma Subramaniam
<b>Director Identification Number</b>	07434953
<b>Date of birth/Age</b>	November 18, 1955/ 68 years
<b>Date of first appointment on the Board</b>	March 27, 2021
<b>Profile of director (to include age and qualification of the director)</b>	Ms. Uma Subramaniam, aged 68 years, holds following qualifications:

**LENDINGKART FINANCE LIMITED**

CIN: U65910MH1996PLC258722

Registered Office: Unit Number PS 40 and 41, 3<sup>rd</sup> Floor, Birla Centurion, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra - 400030

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

	<u>Qualification:</u> <ul style="list-style-type: none"> <li>• MA</li> <li>• CAIIB</li> <li>• CFA</li> </ul>
<b>Experience</b>	Ms. Uma Subramaniam has working experience of two decades in Department of Financial Supervision -RBI; fair knowledge of finance, risk management, accounting.
<b>Terms and conditions of re-appointment.</b>	Re-appointment as the Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from March 27, 2024.
<b>Details of Remuneration sought to be paid.</b>	Sitting fees for attending the meeting of the Board of Directors and Committees of the Board.
<b>Justification for choosing the appointee for re-appointment as Independent Director.</b>	The Board based on the experience and expertise of Ms. Uma Subramaniam is of the opinion that Ms. Subramaniam has the requisite qualification to continue to act as the Independent Director.
<b>Summary of performance evaluation done by Nomination and Remuneration Committee/ Board.</b>	The Board based on the performance evaluation of Ms. Uma Subramaniam considers that, given her background and experience and contributions made by her during her tenure as an Independent Director, the continued association of Ms. Uma Subramaniam would be beneficial to the Company and it is desirable to re-appoint her as an Independent Director.
<b>Chairmanships/Directorships of other companies (excluding Foreign Companies and Section 8 Companies)</b>	None
<b>Chairmanships/Memberships of Committees of other companies.</b>	None
<b>Remuneration last drawn in the Company.</b>	Only sitting fees was paid for attending Board and the Board Committee meetings.
<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 31<sup>st</sup> March, 2023.</b>	5

<b>Number of meetings of the Board attended during the period from 01<sup>st</sup> April, 2023 till date.</b>	<b>5</b>
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Except Ms. Uma Subramaniam, none of the other directors, key managerial personnel or their relatives are concerned or interested in the said Resolution of this Notice.

The Board recommended the Special Resolution set forth in the Notice for the approval of the Members.

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

**Date: March 20, 2024**

**Place: Mumbai**

**Darshil Shah**

**Company Secretary & Compliance Officer**

**ICSI Membership No. A55488**

## Annexure-2

Subject: Voting on Item 1 – EGM dated March 22, 2024 – Lendingkart Finance Limited.

1. I/We, <<Name of the Member>>, <<Registered Folio/Client ID No>> being the Member of Lendingkart Finance Limited (“**Company**”) holding << No>> equity shares, hereby give my/our **[assent/ dissent]1** on the Resolution concerning the re-appointment of Ms. Uma Subramaniam (DIN: 07434953), as the Non-Executive Independent Director of the Company to hold office for the second term of 5 (five) consecutive years with effective from March 27, 2024.

Note:

1 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]

The Board of Directors,  
Lendingkart Finance Limited (“**Company**”),  
Unit Number PS 40 and PS 41, 3<sup>rd</sup> Floor,  
Birla Centurion, Pandurang Budhkar Marg,  
Worli, Mumbai, Maharashtra - 400 030.

Dear Sirs,

I/We, <<>>/<<nominee of Lendingkart Technologies Private Limited>>,  
<<address>>, holding <<>> equity share of INR 10/- each in the Company,  
hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to  
hold extraordinary general meeting of the Company on Friday, March 22, 2024 at  
shorter notice.

Thank you.

Yours sincerely,

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Name: <<>>

Date:<<>>