

Laxmi India Finleasecap Private Limited

CIN: U65929RJ1996PTC073074

Registered office: 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan Tel. No.: 0141-4031166 • Website: www.lifc.co.in • Email Id: info@lifc.in

NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the members of the Laxmi India Finleasecap Private Limited will be held at its registered office of the company situated at 2, DFL Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan on 29th December, 2021 at 11.00 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the company for the period ended on 31st March, 2021 together with the Report of Board of Directors and Auditors thereon.

Special Business:

2. To approve the re-appointment of Mr. Surendra Mehta (DIN: 00298751) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Surendra Mehta (DIN: 00298751), who holds office of Independent Director up to 30th December, 2021 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and a declaration that he is in compliance of sub-rule (1) and sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 be and is hereby re-appointed effective from 31st December, 2021 for a second term of five consecutive years (which expression shall include continuation of his said term as Independent Director of the Company beyond the age of seventy five (75) years)."

3. Approval for Regularization of Mr. Anil Balkrishna Patwardhan (DIN: 09441268) as Non-Executive Independent Director on the Board of the Company and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder read with Schedule IV of the Act, read-with Articles of Associations of the Company (including any statutory modification(s) or reenactment thereof) and other applicable law, if any, Mr. Anil Balkrishna Patwardhan (DIN-09441268), who was appointed as an Additional Director (Category as Independent) by the Board of Directors of Company, be and is hereby appointed as director on the Board of Directors of the Company.

RESOLVED FURTHER THAT in compliance of provision of section 149 of the Act, and any other applicable provisions, if any, Mr. Anil Balkrishna Patwardhan (DIN-09441268), who has submitted a declaration that he meets the criteria for independence as provided under said provisions and who is eligible for appointment, shall be treated as Independent Director of the company on following terms and conditions:

- a) He shall hold office as an Independent Director for a term of three consecutive years on the Board of a company commencing from 23rd day of December, 2021 and shall be eligible for reappointment subject to provisions of the Act.
- b) He shall not be liable to retire by rotation.



4. Approval for Increasing the Authorised Share Capital of the Company and in this connection, 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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed there under, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.20,00,00,000/- (Rupees Twenty Crores only) consisting of 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten) each by creation of additional capital of Rs. 5,00,00,000 (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company and consequently, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

'V. The Authorised Share Capital of the Company shall be Rs. 20,00,00,000/-(Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs.10/- (Rupee Ten) each with the right, privileges and conditions attached thereto as are provided by the regulation of the company for the time being, with the power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company. The rights of the preference shall be determined at the time of issue thereof."

"FURTHER RESOLVED THAT any director or company secretary of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

5. Approval of continuation of Mrs. Prem Devi Baid (DIN: 00774922) as Non-Executive Director of the company and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 152 of the Companies Act, 2013 and any other applicable provisions thereof and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedules of the Companies Act, 2013 (to the extent applicable on Private Company) and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for continuation of Mrs. Prem Devi Baid (DIN: 00774922) in the capacity as Non-Executive Director of the Company on the Board of Directors as per her request, on existing remuneration."

RESOLVED FURTHER THAT Mr. Deepak Baid (DIN-03373264), Director of the company be and are hereby authorized, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

By Order of the Board of Director For Laxmi India Finleasecap Private Limited

SD/-Gajendra Singh Shekhawat Company Secretary and Compliance Officer

DATE: December 28, 2021

PLACE: Jaipur



NOTES:

- 1. A member entitled to attend and vote at the 24th Annual General Meeting (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. A proxy may be sent by submitting form no. MGT-11 enclosed and in order to be effective, it must reach the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
- 2. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3. A person can act as proxy for maximum 50 members and aggregate holding of such members shall not be more than 10% of total share capital of the company having voting rights.
- 4. The meeting is being called at a shorter Notice than the statutory requirement of minimum 21 clear days' notice to the members. Pursuant to the provision of Section 101 of the Companies Act 2013, General Meeting may be called after giving notice for period shorter than 21 days if at least 95% of the members entitled to vote in the meeting agree to the shorter notice.
- 5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms part of Notice.
- 6. Body corporate can be represented at the meeting by such person(s) as are authorised. The scan copy/physical copy of relevant Board Resolution/ Authority letter etc. as required under section 113 of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be sent to the Company Secretary at cs@lifc.in, prior to the meeting or can be submitted at the time of meeting.
- 7. Members / Proxy are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Meeting.
- 10.A copy of audited financial statements of the company for the year ended on 31st march 2021 together with the board's report and auditor's report thereon is enclosed herewith.
- 11. The register of directors and key managerial personnel (KMP) and their shareholding and register of contracts or arrangements in which director are interested, maintained under section 170 and 189 of the Companies act, 2013 respectively will be available for inspection by the members at AGM.
- 12. Members seeking any information with regard to the accounts are requested to write to the company at least 7 days in advance, so as to enable the management to keep the information ready at the meeting.



- 13.In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
- 14.Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's registered office.
- 15. The company has taken all the preventive/precautionary measures while making arrangement for this annual general meeting to ensure the safety of all its shareholders, employees and other stakeholders participating in the annual general meeting in accordance with the guidelines on preventive measures to contain spread of covid-19 issued by ministry of health and family welfare, government of India.
- 16.Kindly note the following precautions to be undertaken while attending the AGM in person due to the outbreak of pandemic covid-19:
- a. Members are requested to wear mask at the entry and at all time during the meeting;
- b. Members are requested to follow the disinfectant process and make themselves subject to temperature check available at the venue of the meeting before entering into the office premises and to sanitize their hands frequently throughout the meeting;
- c. Members are requested to maintain physical distance of at least 6 feet (about 2 arm's length);
- d. Members are requested to cover their mouth and nose with a disposable tissue while coughing or sneezing and use the nearest waste receptacle to dispose of the tissue after use.
- e. Note: Any member displaying symptoms of illness or being part of a risk group is specifically requested not to attend the AGM.
- 17. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under:

Venue of the meeting: 2, DFL Gopinath Marg M.I. Road Jaipur Rajasthan 302001 Route Map: The Red Balloon Mark indicate the venue of AGM





By Order of the Board of Director For Laxmi India Finleasecap Private Limited

SD/-

Gajendra Singh Shekhawat Company Secretary and Compliance Officer

DATE: December 28, 2021

PLACE: Jaipur



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 2

Mr. Surendra Mehta, (DIN: 00298751) was appointed as a Non-Executive Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, in General Meeting held on 31 December 2016 to hold office for a period of Five Years commencing from 31 December 2016 upto 31 December 2021.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company for another term of upto five consecutive years on the Board of Company.

Based on the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Surendra Mehta (DIN: 00298751), being eligible for re-appointment as an Independent Director, is proposed for re-appointment as an Independent Director, for second term of five consecutive years effective from 31st December, 2021

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, and a declaration that he is in compliance of sub-rule (1) and sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014. He has also given his consent to continue as Director of the Company, if so appointed by the members.

The Board of Directors took into account the performance evaluation of the Independent Director, during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by the Director during his tenure as an Independent Director since his appointment. In the opinion of the Board, Mr. Surendra Mehta (DIN: 00298751), fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

A copy of draft letter of appointment as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM.

The brief resume of Mr. Surendra Mehta (DIN: 00298751), nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice at Annexure A.

Except Mr. Surendra Mehta (DIN: 00298751), and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends the said resolution as set out in Item, No. 2 as Special Resolution.

Item No-3

Mr. Anil Balkrishna Patwardhan (DIN: 09441268) was appointed as an Additional Independent Director with effect from December 23, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Accordingly, he shall hold office up to the date of ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Anil Balkrishna Patwardhan (DIN: 09441268) on the Board of the Company further as per the requirement of section 152 of Companies Act, 2013 Director of the company shall be appointed with the consent of the members and hence the board recommends the said Item No. 3 for approval by the members of the Company.



The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, and a declaration that he is in compliance of sub-rule (1) and sub-rule (2) of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014. He has also given his consent to continue as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Anil Balkrishna Patwardhan (DIN: 09441268), fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

The brief resume of Mr. Anil Balkrishna Patwardhan (DIN: 09441268) nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice at Annexure A.

Except Mr. Anil Balkrishna Patwardhan (DIN: 09441268) and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends the said resolution as set out in Item, No. 3 as Ordinary Resolution.

Item No-4

The Current Authorized Share Capital of the Company is Rs. 15,00,00,000/- divided into 1,50,00,000 equity shares of Rs. 10/- each. The Company proposes to increase its authorized share capital to Rs. 20,00,00,000/- to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

The Directors recommend the Resolution set out in the Notice for the approval of the Members. A copy of MOA, Registers and other requisite documents are available for inspection by the Members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends the said resolution as set out in Item, No. 4 as an Ordinary Resolution.

Item No-5

Mrs. Prem Devi Baid (DIN: 00774922) has requested the board for continuation as Non-Executive Director on the Board of the Company. The Board of Directors recommended her for continuation of as Non-Executive Director of the company by passing the Board Resolution on December 23, 2021.

The brief resume of Mrs. Prem Devi Baid, nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Secretarial Standard on General Meeting (SS-2) is set out in this Notice at Annexure A

Except Mrs. Prem Devi Baid (DIN: 00774922) and her relatives none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.



The Board of Directors recommends the said resolution as set out in Item, No. 5 as Ordinary Resolution.

By Order of the Board of Director For Laxmi India Finleasecap Private Limited

SD/-Gajendra Singh Shekhawat Company Secretary and Compliance Officer

DATE: December 28, 2021

PLACE: Jaipur



Annexure-A

Brief Profile of Mr. Surendra Mehta (DIN: 00298751)

Name of the Director	Mr. Surendra Mehta
DIN	00298751
Date of Birth	12-01-1946
Nationality	Indian
Age	76 Years
Date of first Appointment on the Board	31-12-2016
Relationship with Directors, members and Key Managerial	None
Personnel	
Expertise in specific functional area	Having experience in financial matters.
Qualification(s)	Graduation in Commerce
Terms and conditions of appointment or re-appointment	As per Appointment Letter
Remuneration sought to be paid	As per Appointment Letter
Remuneration last drawn by such person, if applicable	NIL
The number of Meetings of the Board attended during the	2
year	
Board Membership of other listed Companies as on March	None
31, 2021	
Number of equity shares held in the Company as at March 31,	None
2021	
Chairmanships/Memberships of the Committees of other	None
companies	

Brief Profile of Mr. Anil Balkrishna Patwardhan (DIN: 09441268)

Name of the Director	Mr. Anil Balkrishna Patwardhan
DIN-	09441268
Date of Birth	02/11/1954
Nationality	Indian
Age	67
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	40 Years of Banking Experience with Reputed PSU Bank. Held various positions at Different levels with Leadership Role in different Parts of Country and Overseas PlaceSan Francisco USA. Head of International Syndication Team and Head of large Corporate with Asset size of Rs 18000 Cr. Last Post was General Manager Large Corporate-Medium Corporate. Post Superannuation Head of Syndication Team of Centrum Broking Ltd.
Reason for change viz.	Appointment
appointment, resignation,	
removal, death or otherwise	
Date of appointment/	December 23, 2021
cessation (as applicable)	A
Remuneration sought to be paid	As per Appointment Letter
Remuneration last drawn by such person, if applicable	NA
The number of Meetings of the Board attended during the year	NA
Term of Appointment	3 years



Board Membership of other listed Companies as on March 31, 2021	None
Number of equity shares held in the Company as at March 31, 2021	None
Chairmanships/Memberships of the Committees of other companies	None

Brief Profile of Mrs. Prem Devi Baid (DIN: 00774922)

Name of the Director	Mrs. Prem Devi Baid
DIN	00774922
Date of Birth	02/02/1950
Nationality	Indian
Age	71
Date of first Appointment on the Board	February 04, 2011
Relationship with Directors, members and Key Managerial	Relative of Mr. Deepak Baid (Son) and
Personnel	Mrs. Aneesha Baid (Daughter in Law)
Expertise in specific functional area	Expertise in functional area of the
	company business.
Qualification(s)	B.Com
Terms and conditions of appointment or re-appointment	As per existing Terms
Remuneration sought to be paid	As per existing Terms
Remuneration last drawn by such person, if applicable	As per existing Terms
The number of Meetings of the Board attended during the	6
year	
Board Membership of other listed Companies as on March	NIL
31, 2021	
Number of equity shares held in the Company as at March 31,	590240
2021	
Chairmanships/Memberships of the Committees of other companies	NIL



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Laxmi India Finleasecap Private Limited

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Registered office: 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan **Tel. No.**: 0141-4031166 • **Website**: www.lifc.co.in • **Email Id**: info@lifc.in

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Laxmi India Finleasecap Private Limited Registered Office: 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: I/We, being the member (s) of shares of the Laxmi India Finleasecap Private Limited, hereby appoint Address: E-mail Id: Signature: Signature: or failing him E-mail Id: Signature: or failing him

3. Name:



E-mail Id:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on the **Wednesday**, **December 29**, **2021 at 11.00 A.M.** at registered office of the company situated at 2, DFL, Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1. To receive, consider and adopt the audited Financial Statement of the company for the period ended on 31st March, 2021 together with the Report of Board of Directors and Auditors thereon.
- 2. To approve the re-appointment of Mr. Surendra Mehta (DIN: 00298751) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.
- 3. Approval for Regularization of Mr. Anil Balkrishna Patwardhan (DIN: 09441268) as Non-Executive Independent Director on the Board of the Company and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.
- 4. Approval for Increasing the Authorised Share Capital of the Company and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.
- **5.** Approval for continuation of Mrs. Prem Devi Baid (DIN: 00774922) as Non-Executive Director of the company and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

Signed	this	day of	2021
Signou	шиэ	uav or	. 4041

Please Affix Revenue Stamp

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JI	gnature or snarcholder	Of I lox	LY IIOIUCI(S)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





1 Laxmi India Finleasecap Private Limited

CIN: U65929RJ1996PTC073074

Registered office: 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan Tel. No.: 0141-4031166 • Website: www.lifc.co.in • Email Id: info@lifc.in

ATTENDANCE SLIP

Name of the Company: Laxmi India Finleasecap Private Limited Registered Address: 2, DFL, Gopinath Marg M.I. Road, Jaipur-302001, Rajasthan

CIN: U65929RJ1996PTC073074 Email: info@lifc.in Telephone: 0141-4031166 Website: www.lifc.co.in

> Meeting Number: 24th AGM Date: 29.12.2021

Folio NoDP ID No:Client ID
Name of First named Member/Proxy/Authorised Representative
Name of Joint Member(s), if any:
No. of Shares held.
/we certify that I/we am/are member(s)/proxy for the member(s) of the company.
Wednesday, December 29, 2021 at 11.00 A.M. at the Registered Office of the Company at 2, DFL, Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan.
Signature of First holder/Proxy/Authorised Representative
Signature of 1st Joint holder
Note(s): 1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the

Note(s): 1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.



Notes: