



NOTICE OF 25th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **25th Annual General Meeting** of the members of **Laxmi India FinleaseCap Private Limited** will be held on **Monday, September 19, 2022 at 11:00 A.M.** at the registered office of the Company situated at **2, DFL, Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan** to transact the following business:

Ordinary Business:

- 1. To adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the report of Board of Directors and Auditors thereon.**

Special Business:

- 2. To approve the limit for issuance of Non-Convertible Debentures on private placement basis under Section 42 and 71 of the Companies Act, 2013.**

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 42, Section 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 and The Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and all other applicable laws, rules, regulations, directions, guidelines, circulars and notifications including but not limited to the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), (including any statutory modifications, clarifications, exemptions thereto or re-enactments thereof, for the time being in force), and pursuant to enabling provisions of Articles of Association of the Company and subject to applicable laws, rules and regulations and guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted / to be constituted/ reconstituted to exercise its powers, including the powers conferred by this resolution) to offer, issue and allot in one or more

tranches, Non-convertible Debentures (NCDs), whether secured or unsecured and/or with or without green shoe option, listed or unlisted including but not limited to subordinate debentures, bonds, and/or other debt securities as per Section 2(30) of the Act on private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members for an amount not exceeding **INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only)** on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including to one or more Company(ies), bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board /Committee may decide so for onward lending business of the Company and general corporate purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution and for matters connected therewith or incidental thereto.”

- 3. To approve the Regularization of Mr. Yaduvendra Mathur (DIN: 00307650) as Non-Executive Independent Director on the Board 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 pursuant to the provisions of Sections 149, 150, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yaduvendra Mathur (DIN: 00307650), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from May 06, 2022, and whose term of office expires at this Annual General Meeting (‘AGM’) in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing



his candidature for the office of Director of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as Independent Director to hold office for a term of 5 (five) years with effect from May 06, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to the above resolutions.”

4. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of concerned authorities consent of members of the company be and is hereby accorded that the regulations contained in the existing Articles of Association of the Company be and are hereby replaced by new set of Regulations of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. To approve the Amendments to Clause III B and Clause III C of the Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of concerned authorities, the existing Clause III B and Clause III C of the Memorandum of Association, in relation to the objects incidental or ancillary to the attainment of the main objects and other objects, be and is hereby amended as follows:

1. By deleting the heading of Clause III B “THE OBJECTS INCIDENTAL OR ANCILLARY to the attainment of the Main Objects: -” and replacing it with the heading “**Matters which are necessary for furtherance of the objects specified in clause 3(A)**” are: -”
2. Other Objects Clause of the Memorandum of Association of the Company be removed completely by deleting the clause III C (1) to III C (54).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, applications, files, reports, returns and documents with such appropriate authorities, including delegating all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

6. To approve the Amendment to Clause IV of the Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals,



consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors be and is hereby authorised to amend Clause IV of the Memorandum of Association of the Company, by replacing it with the following and to be read as under:

“The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required including filing of requisite forms, applications, files, reports, returns and documents with such appropriate authorities, delegating all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

7. To approve the appointment of Mrs. Prem Devi Baid (DIN: 00774922) as Whole-Time Director of the Company (Designated as Executive Director).

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and pursuant to exemptions granted to private companies vide notification issued by Government of India, Ministry of Corporate Affairs dated 5th June, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 (to the extent applicable on Private Company) and Articles of Association of the Company and to the extent of applicable rules and regulations of RBI, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mrs. Prem Devi Baid (DIN: 00774922) as Whole-Time Director (Designated as Executive Director) of the Company for a period of 5 (Five) years w.e.f. **August 06, 2022** on the existing terms and conditions decided as per the resolution passed in the Board Meeting held on May 06, 2022.

RESOLVED FURTHER THAT Mr. Deepak Baid (DIN:03373264), Managing Director and Mr. Gajendra Singh Shekhawat, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to the above resolutions.”

8. To approve the appointment of Mrs. Aneesha Baid (DIN: 07117678) as Whole-Time Director of the Company (Designated as Executive Director).

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under and pursuant to exemptions granted to private companies vide notification issued by Government of India, Ministry of Corporate Affairs dated 5th June, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 (to the extent applicable on Private Company) and Articles of Association of the Company and to the extent of applicable rules and regulations of RBI , and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mrs. Aneesha Baid (DIN: 07117678) as Whole-Time Director (Designated as Executive Director) of the Company for a period of 5 (Five) years w.e.f. **August 06, 2022** on the existing terms and conditions decided as per the resolution passed in the Board Meeting held on May 06, 2022.

RESOLVED FURTHER THAT Mr. Deepak Baid (DIN:03373264), Managing Director and Mr. Gajendra Singh Shekhawat, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to the above resolutions.”

**By Order of the Board of Directors
For Laxmi India Finlease Private Limited**

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

**Sd/-
Gajendra Singh Shekhawat
Company Secretary and Compliance Officer
Reg. Office Address- 2, DFL, Gopinath Marg,
M.I. Road, Jaipur-302001**



NOTES

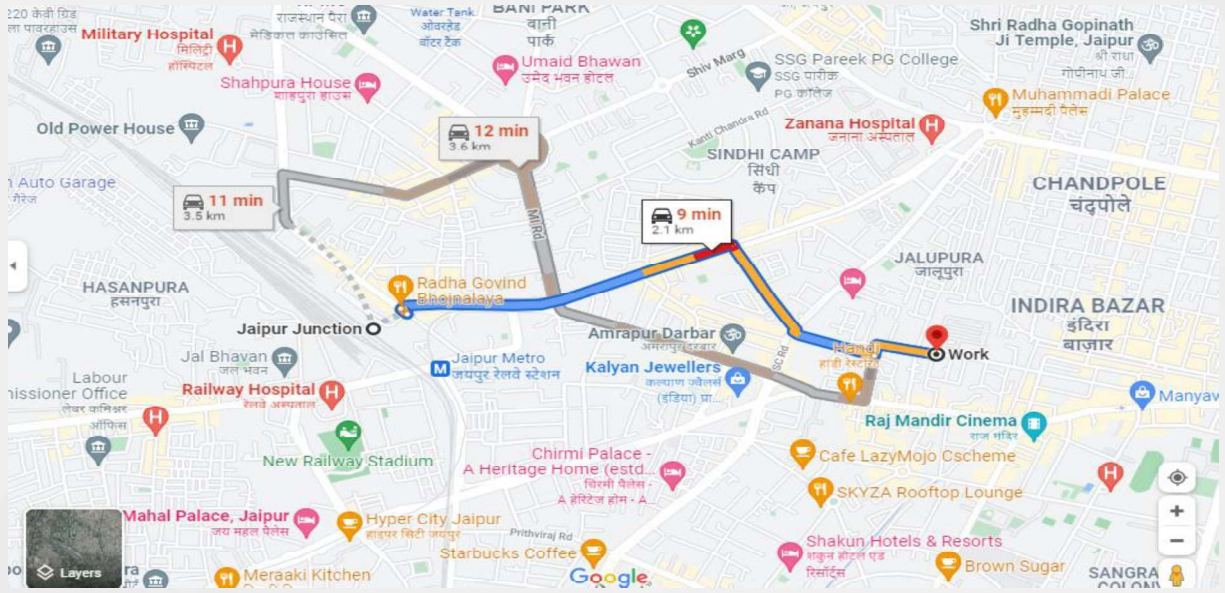
1. A member entitled to attend and vote at the 25th Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. A proxy may be sent by submitting form no. MGT-11 enclosed and in order to be effective, the duly stamped, filled and signed instrument appointing the proxy 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 on behalf of 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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts concerning the special business is annexed hereto and forms part of Notice.
5. Body corporates 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. together with their respective specimen signatures as required under section 113 of the Companies Act, 2013, authorizing such person(s) to attend the meeting and vote on their behalf at 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.
6. Members / Proxies attending the meeting are requested to bring their attendance slip duly filed in along with their copy of Annual Report to the Meeting.
7. In view of the prevailing situation and owing to the difficulties involved in dispatching of physical copies of the Notice of AGM and Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022 together with the Board's report and Auditor's report thereon and other documents attached thereto, the same shall be sent only by e-mail to the members, debenture trustees and to all the persons entitled to receive the same at their e-mail ids registered with the Company. The same has also been uploaded on the website of the Company at <https://www.lifc.co.in/annual-report/>.
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.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the date of the AGM and during the continuance of AGM.
10. A copy of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022 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 directors 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 or any other matter to be placed at AGM are requested to write to the Company on cs@lifc.in 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 safety of all its members, 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. With reference to SS-2 for the convenience of recipients of notice. 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 indicates the venue of AGM



Date: August 27, 2022
Place: Jaipur

**By Order of the Board of Directors
For Laxmi India Finleaseap Private Limited**

**Sd/-
Gajendra Singh Shekhawat
Company Secretary and Compliance Officer
Reg. Office Address- 2, DFL Gopinath Marg
M.I. Road Jaipur 302001**



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

The following statement sets out the material facts concerning the special business mentioned in the accompanying notice to be transacted at the Meeting

Item No. 2

In order to augment the long-term resources for financing inter alia, and meeting the working capital requirements in the Company for its expansion, for expanding the growth of its loan portfolio and general corporate purposes in the ordinary course of business of the Company, it is the need of the hour to infuse funds in the Company by way of borrowings. Therefore, the Company is desirous to raise funds by way of issuing NCDs including bonds, and/or other debt securities as per Section 2(30) of the Act to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Board

In terms of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation to subscribe to non-

convertible debentures ("NCDs") on private placement, the Company can obtain previous approval of its shareholders by means of a Special Resolution once a year for all the offers or invitations for such non-convertible debentures during the year through a private placement basis in one or more tranches.

An enabling resolution as set out in Item No. 2 of the Notice is therefore being sought to be passed, to borrow funds by offer or invitation to subscribe to secured/unsecured, listed/ unlisted, with or without green shoe option, redeemable, non-convertible debentures for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) in one or more tranches. This resolution would be valid for a period of one year from the date of this Annual General Meeting.

Accordingly, the proposed special resolution as set out in Item No.2 of the Notice is placed for approval of the members by way of Special Resolution.

None of the Director or and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying notice.

Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

(a)	Particulars of the offer including date of passing of Board Resolution	Secured/Unsecured, Listed/ Unlisted, with or without green shoe option, redeemable, Non-Convertible Debentures (" NCDs ") for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors/Committee of the Company. Date of passing Board Resolution: May 06, 2022.
(b)	Kinds of securities offered and the price at which security is being offered	Secured/Unsecured, Listed/ Unlisted, with or without green shoe option, Redeemable, Non-Convertible Debentures (" NCDs ") at a price as may be determined by the Board of Directors of the Company in accordance with applicable laws.
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors of the Company in accordance with applicable laws and with prevailing market conditions at the time of issue.



(d)	Name and address of valuer who performed valuation	Not Applicable in case of NCDs
(e)	Amount which the company intends to raise by way of such securities	INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only)
(f)	Material terms of raising such securities,	Since the issuance would be in one or more tranches, the material terms will be determined by Board of Directors of the Company based on the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws for the time being in force.
	Proposed time schedule	This resolution would be valid for a period of one year from the date of this Annual General Meeting
	Purpose or Objects of the Offer	The proceeds of the issues would be used for (a) deployment in business and growth of asset book by on lending including the expansion of growth of loan portfolio (b) General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board/Committee feels appropriate.
	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Presently, the company is seeking enabling approval by way of the proposed resolution as set out in item no -2 of the notice calling this meeting. The terms and other conditions including proposed investors shall be determined by the board as and when the company will proceed for same.
	Principle terms of assets charged as securities (in case of issuance of Secured NCDs)	The principal amount of the Secured NCDs issued along with all interest due will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned/interested financially or otherwise, in the aforesaid Resolution.

Item No. 3

Mr. Yaduvendra Mathur (DIN: 00307650) was appointed as an Additional Director (Independent) with effect from May 06, 2022, by the board of directors in accordance with the provisions of Section 161 of the Companies Act, 2013. 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. Yaduvendra Mathur (DIN: 00307650) on the Board is desirable and would be beneficial to the Company and hence, it recommends the said resolution No. 3 for approval by the members of the Company.

The Company has received a 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 in form DIR-2 to continue as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Yaduvendra Mathur (DIN: 00307650), fulfills 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. Yaduvendra Mathur (DIN: 00307650), 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. Yaduvendra Mathur (DIN: 00307650), and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives or any 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 set out at Item no 3 in the accompanying Notice.

**Brief Profile of Mr. Yaduvendra Mathur (DIN: 00307650) as per SS-2 on General Meetings**

Name of the Director	Mr. Yaduvendra Mathur
DIN	00307650
Date of Birth	09/11/1959
Nationality	Indian
Age	62
Date of first Appointment on the Board	NA
Relationship with Directors, members and Key Managerial Personnel	Not related to Directors, members and Key Managerial Personnel
Expertise in specific functional area	Expertise in functional area of the company business.
Qualification(s)	MBA
The number of Meetings of the Board attended during the year 2021-22	He was not on the board during the year.
Board Membership of other listed Companies as on March 31, 2022	1
Number of equity shares held in the Company as at March 31, 2022	He is not holding equity shares held in the Company as at March 31, 2022
Chairmanships/Memberships of the Committees of other companies	1
Details of past remuneration	Rs. 50,000 Per Meeting as Sitting Fees
Proposed remuneration	Rs. 50,000 Per Meeting as Sitting Fees
Date of first appointment on the Board	May 06, 2022
Experience	40
Terms and conditions of appointment	Appointed as an Additional Independent Director on the board of the company on May 06, 2022.
Shareholding in the company	NA
Brief Profile	Mr. Yaduvendra Mathur is an Indian Administrative Service Officer of the 1986 batch who retired on 30 Nov 2019 from the rank of Secretary to Government of India. After a degree in Economics and an MBA in Finance, Mr. Yaduvendra Mathur worked with a Tata Company (Associated Cement Companies 1982-1984) before joining the IAS in 1986, topping his batch. As Chairman and Managing Director of Exim Bank (2014-17) he was part of the initiative of Prime Minister to promote project exports from India by engaging friendly nations through concessional lines of Credit extended by the Bank. From Feb 2017 till his retirement, he was heading the Knowledge and Infrastructure Verticals of NITI Aayog as Special Secretary.

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

Item No. 4

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same, the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in their meeting held on August 06, 2022 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of

and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.



In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Summary of amendments in AOA of the Company

S. No	Changes
1.	<ul style="list-style-type: none"> The New AOA has been restructured and aligned with the provisions of the Companies Act 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; References to the sections, sub-sections, clauses etc. of the Companies Act 2013, which have been amended are substituted with the new provisions of the Companies Act 2013, The new AOA to be substituted in place of the existing AOA which is based on "Table-F" of the Act which sets out the model AOA for a company limited by shares, Rules, Regulations and Provisions of the Companies Act 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 as applicable and amended from time to time which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs of the company, or their relatives are in any way interested or concerned, financially or otherwise, in the resolution set out at item no. 4.

Item No. 5 & 6

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, the Company needs to rename the heading of clause III B to "Matters which are necessary for furtherance of the objects specified in clause III(A) are: -" and delete the Other Objects Clause i.e. III C from the Memorandum of Association. Further the liability clause i.e. Clause IV is required to be substituted with the following: "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends passing of the Resolutions set out at Item Nos. 5 and 6 as a special resolutions.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

The copy of current and amended Memorandum & Articles of Association is available for inspection by the members at the Registered Office of the Company on all working days (except Sundays and Public Holidays), during the business hours from the date hereof upto the date of the Meeting.

Item No. 7

Mrs. Prem Devi Baid (DIN: 00774922) was appointed as an Executive Director in the Board meeting held on May 06, 2022. The Board has approved the same in their meeting held on August 06, 2022, subject to the approval of the shareholders of the Company, as Mrs. Prem Devi Baid is involved in day to day business decisions of the Company and withdrawing salary as an employee of the Company. Therefore, the change in designation will give the true impact.

As per the provisions of sec 196 (3)(a) the appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. As per this provision, Mrs. Prem Devi Baid has attained the age of seventy years, hence, shareholders' approval is required for her appointment.

Further, the Company has received the consent (DIR-2) and declarations (MBP-1, DIR-8) from Mrs. Prem Devi Baid (DIN: 00774922) and is eligible for appointment as Whole-time Director of the Company. The Board considers that her association as Whole-time Director would be of immense benefit to the Company.

Mrs. Prem Devi Baid (born on February 2, 1950) mother of Mr. Deepak Baid, Director of the Company, is an Entrepreneur and Businesswoman. For two decades, she contributed to several family companies in India in various positions. She is the Co-founder & Promoter of a trading Company namely, Prem Dealers Pvt. Ltd.

None of the other Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as per the provisions of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution except Mrs. Prem Devi Baid (DIN: 00774922), Mr. Deepak Baid and Mrs. Aneesha Baid and her relatives.

**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 Personnel	Relative of Mr. Deepak Baid (Son) and Mrs. Aneesha Baid (Daughter in Law)
Expertise in specific functional area	Expertise in functional area of the company business.
Qualification(s)	B.Com
The number of Meetings of the Board attended during the year 2021-22	6
Board Membership of other listed Companies as on March 31, 2022	NIL
Number of equity shares held in the Company as at March 31, 2022	707135
Chairmanships/Memberships of the Committees of other companies	NIL
Details of past remuneration	Rs. 1,38,00,000/- (Rupees One Crore Thirty-Eight Lakhs only) per annum plus Perquisites
Proposed remuneration	Rs. 1,38,00,000/- (Rupees One Crore Thirty-Eight Lakhs only) per annum plus Perquisites
Experience	12
Terms and conditions of appointment	Appointed as an Executive Director on February 04, 2011 and now been appointed as an Whole Time Director of the Company
Brief Profile	Mrs. Prem Devi Baid (born on February 2, 1950) mother of Mr. Deepak Baid, Director of the company since 2011, is an Entrepreneur and Businesswoman. For two decades, she contributed to several family companies in India in various positions. She is Co-founder & promoter of a trading company namely Prem Dealers Pvt. Ltd.

The Board of Directors recommends the said resolution as set out in Item No. 7 as Special Resolution.

Item No. 8

Mrs. Aneesha Baid (DIN: 07117678) was appointed as a Director on the Board of the Company on December 31, 2016. The Board has approved the same in their meeting held on August 06, 2022, subject to the approval of the shareholders of the Company, as she is involved in day to day business decisions of the Company and withdrawing salary as an employee of the Company. Therefore, the change in designation will give the true impact.

Further, the Company has received the consent (i.e. DIR-2) and declarations (MBP-1, DIR-8) from Mrs.

Aneesha Baid (DIN: 07117678) and is eligible for appointment as Whole-time Director of the Company. The Board considers that her association as Whole-time Director would be of immense benefit to the Company. Mrs. Aneesha Baid is the wife of Deepak Baid, the Co-founder of Deepak Finance & Leasing Co., a unit of LIFC Group, acquired in 2011 by Laxmi India FinleaseCap Private Limited. She has been involved in the operations and growth of the business empire since its inception. She was appointed as Director in the Company w.e.f. December 31, 2016 and she assists us time to time in the activities of the company to make operation smooth and effective.



None of the other Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as per the provisions of the Companies Act, 2013 is, in any way, financially or otherwise,

concerned or interested in the resolution except Mrs. Aneesha Baid (DIN: 07117678), Mr. Deepak Baid and Mrs. Prem Devi Baid and her relatives.

Brief Profile of Mrs. Aneesha Baid (DIN: 07117678)

Name of the Director	Mrs. Aneesha Baid
DIN	07117678
Date of Birth	10/10/1981
Nationality	Indian
Age	40
Date of first Appointment on the Board	December 31, 2016
Relationship with Directors, members and Key Managerial Personnel	Relative of Mr. Deepak Baid (Son) and Mrs. Prem Devi Baid (Mother in Law)
Expertise in specific functional area	Expertise in functional area of the company business.
Qualification(s)	B.Com
The number of Meetings of the Board attended during the year 2021-22	6
Board Membership of other listed Companies as on March 31, 2022	NIL
Number of equity shares held in the Company as at March 31, 2022	6,02,668
Chairmanships/Memberships of the Committees of other companies	NIL
Details of past remuneration	Rs. 1,72,50,000/- (Rupees One Crore Seventy-Two Lakhs Fifty Thousands only) per annum plus Perquisites and Performance Linked Variable Pay.
Proposed remuneration	Rs. 1,72,50,000/- (Rupees One Crore Seventy-Two Lakhs Fifty Thousands only) per annum plus Perquisites and Performance Linked Variable Pay.
Experience	6
Terms and conditions of appointment	Appointed as an Executive Director on December 31, 2016 and now been appointed as an Whole Time Director of the Company
Brief Profile	Mrs. Aneesha Baid is the wife of Deepak Baid, the co- founder of Deepak Finance & Leasing Co., a unit of LIFC Group, acquired in 2011 by Laxmi India Finleaseap Private Limited. She has been involved in the operations and growth of the business empire since its inception. She was appointed as Director in the company w.e.f 31st December 2016 and she assists us time to time in the activities of the company to make operation smooth and effective.

The Board of Directors recommends the said resolution as set out in Item No. 8 as Special Resolution.

Date: August 27, 2022

Place: Jaipur

**By Order of the Board of Directors
For Laxmi India Finleaseap Private Limited**

**Sd/-
Gajendra Singh Shekhawat
Company Secretary and Compliance Officer
Reg. Office Address- 2, DFL Gopinath Marg
M.I. Road Jaipur 302001**



BOARD'S REPORT

To,

The Members,

Laxmi India Finleaseap Private Limited ("The company or Laxmi India or LIFC")

Your Directors have pleasure in presenting the 25th Board Report on the business and operations of your Company together with the audited Financial Statements for the Financial Year ended March 31, 2022.

1. FINANCIAL SUMMARY AND HIGHLIGHTS/STATE OF COMPANY'S AFFAIR

The Company's performance for the financial year ended 31st March, 2022 is summarized as below:

(Amount in Lakhs except per share data)

PARTICULARS	Year ended 31st March 2022	Year ended 31st March 2021
Total Revenue	9820.65	8877.60
Total Expenditure (excluding Finance Cost & Depreciation)	2767.95	2061.59
Profit Before Finance Cost & Depreciation	7052.70	6816.01
Less: Finance Cost	4986.72	4950.54
Less: Depreciation	88.34	90.43
Profit Before Tax	1977.64	1775.04
Total Tax Expenses (Current & Deferred)	489.17	726.07
Profit After Taxation	1488.47	1048.97
Other Comprehensive Income (Net of Tax)	-7.98	9.94
Total Comprehensive Income for the period	1480.49	1058.91
APPROPRIATION :-		
Dividend on Equity Shares	-	-
Dividend on Preference Shares	-	-
Tax on Dividend	-	-
Transfer to General Reserve	-	-
Transfer to Statutory Reserve Fund	296.10	211.78
EPS:-		
Basic	10.15	7.51
Diluted	10.15	7.51

1.1 Your Company posted total income and net profit of Rs. 9820.65 Lakhs and Rs. 1488.47 Lakhs respectively, for the financial year ended March 31, 2022, as against Rs. 8877.60 Lakhs and Rs. 1048.97 Lakhs respectively, in the previous financial year ended March 31, 2021.

2. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of business of the company.

3. DIVIDEND

For expansion of business and for general corporate requirement, the Board of Directors of your company has decided that it would be prudent, not to recommend any Dividend for the year under review.

4. RESERVES

Since the Company is a Non-Banking Financial Company registered with Reserve Bank of India



(RBI) therefore as per section 45-IC of the RBI Act, 1934, every non-banking financial company shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

Therefore, the Company has transferred **Rs. 296.10 Lakhs** in the statutory reserves out of profits as required under section 45-IC of the Reserve Bank of India Act, 1934. Further, your Board of Directors does not propose to transfer any amount to general reserves of the company

5. OPERATIONAL HIGHLIGHTS

a. Disbursement

The company offers, a wide range of MSME Loan (Loan Against Property-backed up with registered mortgage of property), Auto Loan (Used car loans, Commercial Vehicle Loans, Tractor Loan and Two Wheeler Loans), Business Loan (MSME), Personal Loan. Disbursement in FY 2021-22 aggregated to Rs. 23660 Lakhs as compared to Rs. 15982 Lakhs in FY 2020-21.

b. Assets Under Management (AUM)

During the period under review the AUM of the Company stood at **Rs. 53160 Lakhs** as on March 31, 2022 against March 31, 2021 which stood at **Rs. 46209 Lakhs**.

c. Performance Review

Laxmi India is emerging as the leading Financing Solutions provider and a one-step for customer providing a suite of financing and leasing solutions across varied assets. Laxmi India aspires to scale up the business through strategic initiatives and leveraging a strong foothold in the Commercial Finance Business. The Commercial Finance Business is committed to being a complete financial solutions partner to its customers, through high quality service and innovative products, which provide value to its customers.

6. RESOURCE MIX

• Borrowings

The Company has diversified funding sources from Public Sector Banks, Private Sector Banks, and Financial Institutions etc. Funds were raised in line with Company's Resource Planning Policy through Term Loans, Non-Convertible Debentures (NCDs). The details of funds raised during the year are as below:

S. No.	Borrowings / Security Type	Credit Rating	Amount Raised (In Crs)
1	Term Loan from Banks and Financial Institutions (including overdraft)	A- (Stable) (Acuite) BBB+ (Stable)(BWR)	221.50
2	Assignment	Unrated	63.81

Going forward, Laxmi India plans to grow its MSME business as well as a continued focus on Commercial Vehicle, Light Commercial Vehicle and Two Wheeler Loans. Additionally, it continues to focus on high NIM (Net Interest Margin) products, increase customer acquisition, especially through expanding its customer Durables Loans business, balancing its product mix, ramping up fee based income, optimizing operating costs and improving collection efficiency for further enhancing its profitability. Laxmi India also plans to leverage analytics capabilities to explore opportunities in the market and offer unique products and solutions to new as well as existing customers. There are plans to automate several processes to ensure Quick Turnaround.

While fulfilling our mission of Financial Inclusion, your Company has also built a deep knowledge of customers with micro-data points ranging from income, payment behaviors, socio-economic status and other indirect data. The Company is successfully mining this data by building a powerful analytics models extended through digital platforms for customer acquisition, collections, NPA management, customer engagement, forecasting business trend, etc.

During the year, your Company further expanded its geographical presence by reaching out to untapped villages and increased its footprints by opening new branches and making it more accessible to its customers.

The company's total income grew by **10.62% to Rs. 9820.65 Lakhs from Rs. 8877.60 Lakhs during the reporting period**. Judicious pricing decisions coupled with alterations in the product mix designed to provide the optimum risk benefit led to increase in yields during Financial Year 2021-22.



No Interest payment or principle repayment of the Term Loans and Non-Convertible Debentures was due and unpaid as on March 31, 2022. The assets of the company which are available by way of security are sufficient to discharge the claims of the banks and debenture holders as and when they become due.

- **Securitization/Assignment**

During the year, your company had assigned a loan portfolio having a total principal amount of Rs. 63.81 Crores under Direct Assignment route. In

previous year, the company had assigned a loan portfolio having a total principal amount of Rs. 15.35 Crores under Direct Assignment route.

- **Debt to Equity Ratio (Leverage Ratio)**

As on March 31, 2022, the debt and equity ratio of the Company stood at **3.24** against March 31, 2021 which stood **3.95** times. The leverage ratio of an applicable NBFC (except NBFC-MFI and NBFC-IFCs) shall not be more than 7 at any point of time and our leverage ratio is under better position.

7. CREDIT RATING

The company has received ratings as under:

Particulars	Rating Agencies	Date of Rating Agencies	Rating valid upto	2021-22
Bank Loan rating	Acuité Ratings & Research Limited	30.03.2022	25.02.2023	A-
	BWR	28.10.2021	28.10.2022	BBB+
Non-Convertible Debentures	Acuité Ratings & Research Limited	30.03.2022	25.02.2023	A-
	Brickwork Ratings	28.10.2021	28.10.2023	BBB+

8. CAPITAL ADEQUACY

Consequent upon the allotment of Equity Shares issued on a right issue basis to existing shareholders, the paid up share capital of the Company has increased from **Rs. 1431 Lakhs to Rs. 1589.02 Lakhs** as on March 31, 2022.

As a result of increased net worth, your Company was able to enhance the Capital to Risk Weighted Assets (CRAR) to **23.86%** as on March 31, 2022 well above the minimum requirement of 15.00% CRAR prescribed by the Reserve Bank of India. Out of the above, Tier I capital adequacy ratio stood at **23.56%** and Tier II capital adequacy ratio stood at **0.30%** respectively.

9. SOCIAL & RELATIONSHIP CAPITAL (HUMAN RESOURCES)

The Company recognized people as its most valuable assets and it has built an open, transparent and meritocratic culture to nurture this asset. Laxmi India's mission of creating a high performance culture has been further strengthened through areas such as building a capability model (identification of critical competences) nurturing talent through interventions such as coaching, competency bases training programs and cross functional projects.

Your Company has a work environment that inspires people to do their best and encourages an ecosystem of teamwork, continuous learning and work life balance.

Your Company believes that people perform to the best of their capability in organization to which they feel truly associated. Your Company focuses on widening organizational capabilities and improving organizational effectiveness by having a competent and engaged workforce. Our people are our partners in progress and employee empowerment has been critical in driving our organizational growth to the next level.

In the time of COVID-19, company has always supported employees and during the financial year 2021-2022, management did not left the hands of employee in any situation and provided many benefits to the employees and their family like financial support for Covid affected employees & family on easy repayment terms, special paid leaves for covid affected employees, 50% salary credit to the family of the deceased employees up to 1 year, employment opportunities on merits for the eligible dependents, vaccination support program etc.

The Company had 605 employees on the rolls of the company as on March 31, 2022 as compared to 445 as on March 31, 2021.

10. NETWORK EXPANSION (BRANCHES)

The Company is growing at fast pace and continuously expanding its business in the state of Rajasthan, Gujarat and Madhya Pradesh. During the financial year, the company has opened 09 branches in the state of



Rajasthan and 04 branches in the state of Madhya Pradesh and 03 branches in the state of Gujarat. On the closing of financial year March 2022, the company is having total 93 count of branches which covers three states - Rajasthan, Gujarat and Madhya Pradesh. During the period under review company has closed its 07 branches in the state of Rajasthan. The details of branches are as mentioned below:

State	Branches
Rajasthan	75
Gujarat	10
Madhya Pradesh	8
Total	93

11. TECHNOLOGY INITIATIVES

The Indian financial market sector is becoming both more strategically focused and technologically advanced to respond to consumer expectations while trying to defend market share against an increasing array of competitors. A great deal of emphasis is being placed on digitizing core business process and reassessing organizational structures and internal talent to be better prepared for the future. This transformation illustrates the increasing desire to become a 'digital institutions'.

The Management of your company realizes that and has been investing in technological up-gradation and also fine-tuning the systems and process to ensure that those are in sync with the technology platforms. With the goal aimed to the future and service aimed to customers, both 'Internal & External', we have established a goal of techno driven company.

Laxmi India is very keen to adapt new technology whether in term of accounting software's for better reporting purpose or in order to reduce Turn Around Time ("TAT") moving to the Tab based LOS. Company is using more than 10 digital techniques for getting the optimized results with least cost that enhances the quality of the portfolio along with the reduction in overall TAT.

As a part of seeing more functions towards the technology, we are experimenting with the technologies such as more mobile based applications and some of the initiatives taken are as under:

- **Laxmi Mitra (Referral Application):** Referral application for lead generation is done in least cost with real time tracking of file processing. Laxmi Mitra is available on Google play store for android based platform users.
- **M Collection:** This application gives a real time Collection receipt by a mobile operated thermal printer to customer. Collection executives have to put loan account number into the application and application fetches the data of the respective customers and generates a print.
- **E-NACH:** Activation of NACH in less than 48 hours and it gave a reduction from 15 days to 2 days' time. Least manual intervention, improve higher accuracy with minimal cost.
- **Vehicle valuation Application:** Vehicle Valuation in less than 2 hours with real time valuation and least manual intervention with higher accuracy.
- **LOS application:** Very soon we are coming with LOS which will be based upon mobile and can help in reducing TAT and moved towards next level of Digitalization.
- **Time Labs:** Geo Tagging, Mobile based attendance application software with real time access to Pay slip, Reimbursement of expenses and download form 16 A.
- **Auto Dialer:** Customer get the auto reminder call for every EMI's and the same is send in Text message by this application
- **IT Portal & Asset Tracking Application:** Company has developed the real time basis assets tracking application with the details of all fixed assets of the company in more systematic and easy way.
- **CRM:** In the previous year we have built a Customer Relationship Management software which was built for incorporation of better and smooth functioning of post disbursement services or queries raised by either customer or staff of the company. Complaints like functions of legal actions, foreclosure, release of property papers, pendency's in the document, etc. can be solved through the app.