



NOTICE OF 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the members of Laxmi India Finance Private Limited (Formerly known as Laxmi India Finleasecap Private Limited) will be held on Saturday, June 29, 2024 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, 2024 together with the report of Board of Directors and Auditors thereon.

2. To approve the appointment of M/s S.C. Bapna and Associates, Chartered Accountants as the Statutory Auditors of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to relevant provision of Articles of Association of the Company and based on the recommendation of Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint M/s S.C. Bapna and Associates, Chartered Accountants (Firm Registration No.: 115649W) as Statutory Auditors of the Company to hold office for a period of three (3) consecutive years from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of 30th AGM to be held in the calendar year 2027, subject to the firm satisfying the eligibility norms each year at a remuneration as may be mutually agreed by the Board of Directors and Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Special Business:

3. To take approval for the grant of options to issue securities equal to or exceeding one percent of the issued capital of the company during any one financial year to identified employees under Laxmi India Finance Private Limited Employees Stock Option Scheme- 2023

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 62 (1) (b) of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and all the other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Shareholders be and is hereby accorded for Grant of options to identified employees under “Laxmi India Finance Private Limited Employees Stock Option Scheme 2023” (ESOP – 2023) during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one or more tranches, on such terms and in such manner as stated in “Laxmi India Finance Private Limited Employees Stock Option Scheme 2023”.



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(Formerly Known as Laxmi India Finleasecap Private Limited)

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

**By Order of the Board of Directors
For Laxmi India Finance Private Limited
(Formerly known as Laxmi India Finleasecap Private Limited)**



**Mr. Sourabh Mishra
Company Secretary and Compliance Officer
M. No.: A51872**

**Date: June 07, 2024
Place: Jaipur**

**Registered Office: 2, DFL, Gopinath Marg,
M.I. Road, Jaipur, 302001 (Rajasthan)
CIN: U65929RJ1996PTC073074
Website: www.lifc.in
E-mail: cs@lifc.in
Tel.: +91 0141-4031166**





NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “AGM/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, it must be duly stamped, filled and deposited at 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 carrying voting rights.
4. If a proxy is appointed for more than 50 members, the proxy shall choose any 50 members and confirm the same to the company not later than 48 hours before the commencement of the meeting. In case, the proxy fails to do so, only the first fifty proxies received by the company shall be considered valid.
5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged, during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Notice is being sent to all the Members, whose names appear in the Register of Members as on **May 31, 2024**.
7. 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. 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.
8. 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 (except Saturday(s), Sunday(s) and Public Holidays) from the date of circulation of this notice up to the date of the Meeting and during the continuance of the AGM.
9. 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 during the AGM.
10. 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.
11. 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.
12. Members/Proxies/Authorized Representatives attending the meeting should bring the attendance slip annexed herewith duly filled and signed.
13. 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.
14. A copy of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024



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together with the Board's report and Auditor's report thereon is enclosed herewith.

- 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 at least 7 days in advance at cs@lifc.in, so as to enable the management to keep the information ready at the meeting.
- The Notice of 27th AGM and Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Board's report and Auditor's report thereon and other documents attached thereto 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/ Depository Participant, unless the member has specifically requested for a hard copy of the Annual Report. The same has also been uploaded on the website of the Company at <https://www.lifc.co.in/annual-report/>.
- With reference to Secretarial Standard on General Meetings ("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 indicate the venue of AGM



**By Order of the Board of Directors
For Laxmi India Finance Private Limited
(Formerly known as Laxmi India Finleasecap Private Limited)**



**Mr. Sourabh Mishra
Company Secretary and Compliance Officer
M. No.: A51872**

**Date: June 07, 2024
Place: Jaipur
Registered Office: 2, DFL, Gopinath Marg,
M.I. Road, Jaipur, 302001 (Rajasthan)
CIN: U65929RJ1996PTC073074
Website: www.lifc.in
E-mail: cs@lifc.in
Tel.: +91 0141-4031166**

Registered & Corporate Office: 2, DFL, Gopinath Marg, M. I. Road, Jaipur-302 001, Rajasthan India

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8265826531

0141-4031166

CIN: U65929RJ1996PTC073074

www.lifc.co.in

info@lifc.in, customerhelpdesk@lifc.in





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

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

According to the “Laxmi India Finance Private Limited Employees Stock Option Scheme 2023”, the Company may grant option to an employee and to a director of the Company not exceeding one percent of the issued equity share capital of the Company in one year. However, the Company may identify certain employee/s to whom it may be necessary to grant option exceeding one percent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 3 provides that the Company may grant options to identified employees under “Laxmi India Finance Private Limited Employees Stock Option Scheme 2023” (ESOP-2023) during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

The Board of Directors recommends the resolution set out at item no. 3 of the Notice for the approval by the Shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution set out at Item No. 3, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

**By Order of the Board of Directors
For Laxmi India Finance Private Limited
(Formerly known as Laxmi India Finleasecap Private Limited)**



**Mr. Sourabh Mishra
Company Secretary and Compliance Officer
M. No.: A51872**

**Date: June 07, 2024
Place: Jaipur
Registered Office: 2, DFL, Gopinath Marg,
M.I. Road, Jaipur, 302001 (Rajasthan)
CIN: U65929RJ1996PTC073074
Website: www.lifc.in
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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 Finance Private Limited
(Formerly known as Laxmi India Finleasecap Private Limited)
CIN: U65929RJ1996PTC073074

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:

DP ID:

I/We, being the member (s) of shares of the Laxmi India Finance Private Limited (Formerly known as Laxmi India Finleasecap Private Limited), hereby appoint

Name:

Address:

.....

E-mail Id..... Signature:

or failing him/her

Name:

Address:

.....

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 27th AGM of the Company, to be held on **Saturday, June 29, 2024 at 11:00 A.M.** at the 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 adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 together with the report of Board of Directors and Auditors thereon.
2. To approve the appointment of M/s S.C. Bapna and Associates, Chartered Accountants as the Statutory Auditors of the Company
3. To take approval for the grant of options to issue securities equal to or exceeding one percent of the issued capital of the company during any one financial year to identified employees under Laxmi India Finance Private Limited Employees Stock Option Scheme- 2023

Signed this..... day of..... 2024

Please Affix
Revenue
Stamp of Re. 1

Signature of shareholder.....

Signature of Proxy holder(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.



ATTENDANCE SLIP



Name of the Company: Laxmi India Finance Private Limited
(Formerly known as 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

27th Annual General Meeting

Date: Saturday, June 29, 2024 at 11:00 A.M.

Folio No..... DP ID No Client ID				
Name Representative.....	of	First Named	Member/Proxy/Authorized	
Name of Joint Member(s), if any:				
No. of Shares held.				

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 27th Annual General Meeting of the company held on **Saturday, June 29, 2024 at 11:00 A.M.** at the Registered Office of the Company situated at 2, DFL, Gopinath Marg, M.I. Road, Jaipur-302001, Rajasthan.

Signature of First holder/Proxy/Authorized Representative.....

Signature of 1st Joint holder.....

Signature of 2nd Joint holder.....

Note(s): 1. Please sign this attendance slip and hand it over to 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.

