



LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.

Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (the “SEBI Listing Regulations”), General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020, General Circular No. 10/2021 dated 23 June 2021, General Circular No. 20/2021 dated 8 December 2021, General Circular No. 03/2022 dated 5 May 2022, General Circular No. 11/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3 October 2024 issued by Securities and Exchange Board of India, the resolution set out below is proposed to be passed by the Members of LKP Finance Limited (the “Company”) through Postal Ballot, by way of remote e-voting (“e-Voting”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

The Company has engaged the services of Central Depository Services (India) Limited for facilitating e-Voting to enable the Members to cast their votes electronically. The e-Voting will commence on Wednesday, 09th April 2025 (9:00 A.M. (IST)) and end on Thursday, 08th May 2025 (5:00 P.M. (IST)).

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolution.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, on 03rd April, 2025, has appointed Mr. Abhay Kumar, Practicing Company Secretary, having ICSI Membership No. F-13343 and Certificate of Practice No.22630, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated his willingness to be appointed and will be available for the said purpose., as the Scrutinizer for scrutinizing the Postal Ballot (e-Voting process) in a fair and transparent manner.

The Scrutinizer will submit the results of the e-Voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-Voting, who shall counter sign the same. The Postal Ballot (e-Voting process) results will be submitted within 2 (two) working days from conclusion of the e-Voting period to the stock exchanges in accordance with the SEBI Listing Regulations.



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The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.lkpfinance.com, on the website of the Central Depository Services (India) Limited at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited ("BSE") where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-Voting, by the requisite majority of Members by means of Postal Ballot, i.e., on Thursday, 08th May, 2025.

PROPOSED RESOLUTIONS:

ITEM NO. 1: APPOINTMENT OF MR. UMESH AGGARWAL (DIN: 03109928) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 and section 161 (1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, and based on the approval of the Board of Directors of the Company, Mr. Umesh Aggarwal (DIN: 03109928) who was appointed as an Additional Director on the Board of the Company with effect from 28th March, 2025 and who holds office upto the date of the approval received from shareholders at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company are severally authorized to sign and execute requisite forms /returns, instruments, writings and documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO. 2: APPOINTMENT OF MR. UMESH AGGARWAL (DIN: 03109928) AS A WHOLE-TIME DIRECTOR 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 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded to the appointment of Mr. Umesh Aggarwal (DIN: 03109928) as a Whole-time Director of the Company for the period of 5 years from 28th March, 2025, shall not be liable to retire by rotation and on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;



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RESOLVED FURTHER THAT the remuneration payable to Mr. Umesh Aggarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and schedule V of Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profit or its profit are inadequate, the remuneration payable to Mr. Umesh Aggarwal, Whole Time Director by way of salary, perquisites and allowance shall not exceed the maximum remuneration payable in accordance with Section II of Part II of schedule V of Companies Act, 2013 with liberty to Board/ Committee to decide the breakup of the remuneration from time to time in consultant with the Whole Time Director.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3: APPOINTMENT OF MR. KAPIL GARG (DIN: 01716987) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, and based on the approval of the Board of Directors of the Company, Mr. Kapil Garg (DIN: 01716987) who was appointed as an Additional Director on the Board of the Company with effect from 28th March, 2025 and who holds office upto the date of the approval received from shareholders at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation..

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company are severally authorized to sign and execute requisite forms /returns, instruments, writings and documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO. 4: APPOINTMENT OF MRS. GUNJAN JAIN (DIN: 10496273) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), such other approvals, permissions and sanctions, as may be required, and based on the approval of the Board of Directors of the Company, Mrs. Gunjan Jain (DIN: 10496273) who was appointed as an Additional Director on the Board of the Company with effect from 28th



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March, 2025 and who holds office upto the date of the approval received from shareholders at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation..

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company are severally authorized to sign and execute requisite forms /returns, instruments, writings and documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO. 5: APPOINTMENT OF MR. HEMANT BHAGERIA (DIN: 06476292) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and such other approvals, permissions and sanctions, as may be required, Mr. Hemant Bhageria (DIN: 06476292), who was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company with effect from 28th March, 2025 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 28th March, 2025 till 27th March, 2030.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6: APPOINTMENT OF MR. MANOJ KUMAR BHATT (DIN: 09452843) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and such other approvals, permissions and sanctions, as may be required, Mr. Manoj Kumar Bhatt (DIN: 09452843), who was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company with effect from 28th March, 2025 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as



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a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 28th March, 2025 till 27th March, 2030.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 7: APPOINTMENT OF MS. MEENU SHARMA (DIN: 10825075) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and such other approvals, permissions and sanctions, as may be required, Ms. Meenu Sharma (DIN: 10825075), who was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company with effect from 3rd April, 2025, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 03rd April, 2025 till 02nd April, 2030.

RESOLVED FURTHER THAT any director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 8: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE AND TO ALTER THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, Securities and Exchange Board of India (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, powers delegated to Regional Director, and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the one state to another state i.e. from the “**STATE OF MAHARASHTRA**” to the “**STATE OF HARYANA**”



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RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the consent of the members of the Company be and is hereby accorded for substituting Clause II of the Memorandum of Association of the Company with the following clause:

II. *The registered office of the company will be situated in the State of Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the company and company secretary be and are hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate, to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and including filing of e-forms and to do all such acts, deeds, things necessary or incidental to give effect to this resolution.”

ITEM NO. 9: TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH MUFIN GREEN FINANCE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Mufin Green Finance Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Mufin Green Finance Limited and remaining outstanding at any one point in time shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores) during the financial year 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Umesh Aggarwal, Director and Mrs. Ruby Chauhan, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 10: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH HINDON MERCANTILE LIMITED

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



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“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Hindon Mercantile Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Hindon Mercantile Limited and remaining outstanding at any one point in time shall not exceed Rs. 100 Crores (Rupees Hundred Crores) during the financial year 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Umesh Aggarwal, Director and Mrs. Ruby Chauhan, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 11: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH BIMAPAY FINSURE PRIVATE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Bimapay Finsure Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Bimapay Finsure Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 100 Crores (Rupees Hundred Crores) during the financial year 2025-26.



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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Umesh Aggarwal, Director and Mrs. Ruby Chauhan, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 12: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MUFINPAY PAYMENT SOLUTIONS PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Mufinpay Payment Solutions Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Mufinpay Payment Solutions Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 100 Crores (Rupees Hundred Crores) during the financial year 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Umesh Aggarwal, Director and Mrs. Ruby Chauhan, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 13: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH HEDGE MONEY PRIVATE LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



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(hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Hedge Money Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Hedge Money Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 50 Crores (Rupees Fifty Crores) during the financial year 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Umesh Aggarwal, Director and Mrs. Ruby Chauhan, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 14: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MUFIN TECHNOLOGIES PRIVATE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Mufin Technologies Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Mufin Technologies Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 50 Crores (Rupees Fifty Crores) during the financial year 2025-26.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Umesh Aggarwal, Director and Mrs. Ruby Chauhan, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or



LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.

Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 15: TO APPROVE MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 1000 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board of Director (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

ITEM NO. 16: TO CONSIDER AND APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 read with section 186 of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crores only).



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CIN : L65990MH1984PLC032831

RESOLVED FURTHER THAT the Board of Director (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

ITEM NO. 17: TO INCREASE BORROWING POWERS OF THE BOARD AND AUTHORIZATION LIMIT TO SECURE THE BORROWINGS UNDER SECTION 180(1)(C) AND 180(1)(A) OF THE COMPANIES, ACT, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 1,000 crores (Rupees One Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 1,000 crores (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



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CIN : L65990MH1984PLC032831

**For and on behalf of the Board of Directors
LKP Finance Limited**

**Ruby Chauhan
Company Secretary & Compliance Officer
M. No. A69210**

Date: 03.04.2025
Place: Delhi

Reg Off: 203 Embassy Centre, Nariman Point, Mumbai, Maharashtra-400021

Corporate Off: 201, 2nd Floor Best Sky Tower, Netaji Subhash Place, Pitampura, New Delhi-110034

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the notice above is set to be passed through postal ballot, by way of remote e-voting process.
3. This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, 04th April, 2025 and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on Friday, April 04, 2025, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants/ Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
4. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on Friday, 04th April, 2025. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., Friday, 04th April, 2025. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the relevant Circulars issued by the Ministry of Corporate Affairs ("the MCA Circulars"), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited ("CDSL") ("CDSL"). The instructions for electronic voting are annexed to this Notice.



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6. Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.
7. E-voting will be available **from 9.00 a.m. (IST) on Wednesday, April 09, 2025 upto 5.00 p.m. (IST) on Thursday, May 08, 2025**. The e-voting module shall be disabled by CDSL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
8. During the e-voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
9. Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Resolution are not less than three times the number of votes cast against the Special Resolution.
10. In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company's website, viz., www.lkpfinance.com and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at Mr. Abhay Kumar, Practicing Company Secretary, R-8/2, 3rd Floor, Ramesh Park, Laxmi Nagar, Delhi-110092, India, on or before 5.00 p.m. (IST) on 8th May, 2025, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.
11. Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set-out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

1. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not



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CIN : L65990MH1984PLC032831

be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies)/ Depository Participant(s), as on Friday, 04th April, 2025, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants. Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Adroit Corporate Services Private Limited, our Registrar and Share Transfer Agent (“RTA”) (in case of Shares held in physical form).

2. Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Adroit Corporate Services Private Limited on its website (at www.adroitcorporate.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to lkpfinceltd@gmail.com Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company www.lkpfinance.com and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com).
3. The result of voting on the Resolution will be declared within 2 (two) working days from conclusion of the e-Voting period to the stock exchanges in accordance with the SEBI Listing Regulations at the Registered Office of the Company and will also be displayed on the website of the Company www.lkpfinance.com besides being communicated to the Stock Exchanges and CDSL.

4. INSTRUCTIONS FOR VOTING

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically through e-Voting services provided by CDSL on the resolution set forth in this notice.

The e-Voting shall commence on **Wednesday, 09th April, 2025 (09:00 a.m. IST)** and end on **Thursday, May 8, 2025 (05:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.



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Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

A) Login method for e-Voting for Individual Shareholders holding securities in Demat mode through Central Depository Services (India) Limited (“CDSL”)/National Securities Depositories Limited (“NSDL”) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest is https://web.cdslindia.com/myeasi/home/login or users can visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login, the Easi /Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, links to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME is also provided, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest; option to register is available at CDSL website at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. The URL for users to login to NSDL IDeAS facility is https://eservices.nsdl.com. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.



LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.

Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

	<p>4. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click on the following link on the website - https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>5. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Members’ section.</p> <p>6. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>7. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p>

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at



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CIN : L65990MH1984PLC032831

	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886700 and 022-24997000

B) Login method for e-Voting for Shareholders holding securities in physical mode and Shareholders other than individual holding in Demat form.

- The Shareholders should log on to the e-Voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID:
 - For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Shareholders holding securities in physical mode and other than individual Shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric “PAN” issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in demat mode will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.

Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

- i. For Shareholders holding shares in physical mode, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j. Click on the EVSN of LKP Finance Limited.
- k. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- m. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. If a demat account holder has forgotten the login/password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- a. For Physical Shareholders - please provide necessary details like Folio No., Name of Shareholders, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to rtaclientservice@adroitcorporate.com.
- b. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.



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EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is given below:

ITEM NO. 1 & 2: APPOINTMENT OF MR. UMESH AGGARWAL (DIN: 03109928) AS DIRECTOR AND WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors of the Company (“the Board”) on the recommendation of the Nomination and Remuneration Committee (“the NRC”), has recommended for the approval of the Members, the appointment of Mr. Umesh Aggarwal (DIN: 03109928), as Whole time Director (Key Managerial Personnel) of the Company, for a period of five years with effect from 28th March, 2025, in terms of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the remuneration proposed to be paid to Mr. Umesh Aggarwal, in capacity of being the Whole-time Directors of the Company and the terms and condition of his appointment are as under:

- Period of 5 years effective from 28th March, 2025
- Remuneration:
 - ₹ 2,50,000 (Two Lakh Fifty Thousands Only) per month, with such increment(s) as may be decided by the Board of Directors/Committee from time to time in accordance with the HR policy of the Company;
 - He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Committee from time to time;
 - The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

The aforesaid remuneration shall be paid as minimum remuneration to Mr. Umesh Aggarwal in terms of Schedule V of the Act.

The Company has received notices in writing pursuant to the provisions of Section 160 of the Act, proposing their candidature for the office of Directors.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Umesh Aggarwal is competent to carry on the responsibilities entrusted to them as the Whole-time Directors of the Company and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Umesh Aggarwal, the proposed remuneration, as stated above, is fair and reasonable.



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The detailed profiles of Mr. Umesh Aggarwal as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings, are enclosed herewith as **Annexure 1**, which forms part of this Notice.

In accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the proposed remuneration payable to Mr. Umesh Aggarwal require approval of Members by passing Special Resolution. Accordingly on the recommendation of the NRC, the Board recommends passing of the Special Resolutions as set out at Item nos. 1 & 2 of this Notice, for approval by the Members of the Company.

The above proposal is in the interest of the Company and pursuant to the recommendation of the NRC, the Board recommends the Resolution as set out at Item No. 1 & 2 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 1 & 2 be passed as an **Ordinary Resolution**.

Except Mr. Umesh Aggarwal and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out at Item nos. 1 & 2 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3 & 4: APPOINTMENT OF MR. KAPIL GARG (DIN: 01716987) AND MRS. GUNJAIN JAIN (DIN: 10496273) AS DIRECTORS OF THE COMPANY

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and Remuneration Committee ("the NRC"), has recommended for the approval of the Members, the appointment of Mr. Kapil Garg (DIN: 01716987) and Mrs. Gunjan Jain (DIN: 10496273) as Non-Executive Directors of the Company, with effect from 28th March, 2025. The detailed profiles of Mr. Kapil Garg and Mrs. Gunjan Jain as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings, are enclosed herewith as **Annexure 1**, which forms part of this Notice.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Mr. Kapil Garg and Mrs. Gunjan Jain would be beneficial to the Company, and it is desirable to avail their services as non- executive Director.

Further, Mr. Kapil Garg and Mrs. Gunjan Jain have also confirmed they are not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and are also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notices in writing pursuant to the provisions of Section 160 of the Act, proposing their candidature for the office of Directors.

During their tenure of appointment, they shall be liable to retire by rotation as provided under Section 152(6) of the Act.

The above proposal is in the interest of the Company and pursuant to the recommendation of the NRC, the Board recommends the Resolution as set out at Item No. 3 & 4 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 3 & 4 be passed as **Ordinary Resolutions**.



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Except Mr. Kapil Garg, Mrs. Gunjan Jain and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item nos. 3 & 4 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5 & 6: APPOINTMENT OF MR. HEMANT BHAGERIA (DIN: 06476292) AND MR. MANOJ KUMAR BHATT (DIN: 09452843) AS INDEPENDENT DIRECTORS OF THE COMPANY

The Board on the recommendation of the NRC, has recommended for the approval of the Members, the appointment of Mr. Hemant Bhageria (DIN: 06476292) and Mr. Manoj Kumar Bhatt (DIN: 09452843) as Independent Directors of the Company, to hold office for a term of 5(five) consecutive years w.e.f. 28th March 2025. The detailed profiles of Mr. Bhageria and Mr. Manoj Kumar Bhatt as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings, are enclosed herewith as **Annexure 1**, which forms part of this Notice.

Mr. Hemant Bhageria and Mr. Manoj Kumar Bhatt have given their consents for being appointed as Independent Directors as well as declarations to the effect that they meet the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI LODR.

Further, Mr. Hemant Bhageria and Mr. Manoj Kumar Bhatt have also confirmed they are not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and are also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notices under Section 160 of the Act proposing their candidature for appointment as Independent Directors.

In the opinion of the Board, Mr. Hemant Bhageria and Mr. Manoj Kumar Bhatt, fulfil the conditions specified in the Act and in SEBI LODR for appointment as Independent Directors and are independent of the Management.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Mr. Hemant Bhageria and Mr. Manoj Kumar Bhatt would be beneficial to the Company, and it is desirable to avail their services as an Independent Director.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than Saturdays and Sundays till the date of the Postal Ballot.

As per Regulation 17 (1)(c) of the SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment of a person as an Independent Director on the Board is taken, by way of special resolution, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



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The above proposal is in the interest of the Company and pursuant to the recommendation of the NRC, the Board recommends the Resolution as set out at Item No. 5 & 6 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 5 & 6 be passed as a **Special Resolution**.

Except Mr. Hemant Bhageria, Mr. Manoj Kumar Bhatt and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item nos. 5 & 6 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7: APPOINTMENT OF MS. MEENU SHARMA (DIN: 10825075) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board on the recommendation of the NRC, has recommended for the approval of the Members, the appointment of Ms. Meenu Sharma (DIN: 10825075) as Independent Director of the Company, to hold office for a term of 5(five) consecutive years w.e.f. 3rd April, 2025. The detailed profile of Ms. Meenu Sharma as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings, are enclosed herewith as **Annexure 1**, which forms part of this Notice.

Ms. Meenu Sharma has given their consents for being appointed as Independent Director as well as declarations to the effect that they meet the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI LODR.

Further, Ms. Meenu Sharma has also confirmed she is not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and is also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notice under Section 160 of the Act proposing their candidature for appointment as Independent Director.

In the opinion of the Board, Ms. Meenu Sharma, fulfils the conditions specified in the Act and in SEBI LODR for appointment as Independent Director and are independent of the Management.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Ms. Meenu Sharma would be beneficial to the Company, and it is desirable to avail their services as an Independent Director.

During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than Saturdays and Sundays till the date of the Postal Ballot.



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As per Regulation 17 (1)(c) of the SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment of a person as an Independent Director on the Board is taken, by way of special resolution, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The above proposal is in the interest of the Company and pursuant to the recommendation of the NRC, the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 7 be passed as a **Special Resolution**.

Except Ms. Meenu Sharma and her respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item nos. 7 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE AND TO ALTER THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION

The Board of Directors of LKP Finance Limited ("the Company"), at its meeting held on 03rd April, 2025, has approved the proposal to shift the **Registered Office of the Company from the State of Maharashtra to the State of Haryana** and to amend Clause II of the **Memorandum of Association (MOA)**, subject to the approval of shareholders by way of a **special resolution** through **postal ballot/e-voting**, and subsequent approval from the **Regional Director , Registrar of Companies (ROC), Reserve Bank of India (RBI), and other regulatory authorities**, as may be applicable.

To ensure better administrative control, seamless integration, and efficient decision-making, it is necessary to relocate the registered office closer to the new management's operational base.

Shifting the registered office will help **reduce administrative and compliance costs** by consolidating operations under the acquiring company's existing infrastructure.

It will also streamline corporate governance and compliance processes by aligning with the policies of the **parent company**.

There will be no impact on the rights of shareholders, creditors, or employees due to this shift.

Considering the above reasons, the **Board of Directors recommends the approval of the shifting of the Registered Office** to Haryana.

A draft of altered Memorandum with the aforesaid alterations, shall be available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to 08th May, 2025, at the Registered Office of the Company.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 8 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 8 be passed as a **Special Resolution**.



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CIN : L65990MH1984PLC032831

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice.

ITEM NO. 9: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MUFIN GREEN FINANCE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Mufin Green Finance Limited upto an amount of Rs. 500 crores. Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Purchase of Loans/Exposure (ii) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits (iii) Availing and Rendering of Services (iv) Investments
2.	Name of Related Party	Mufin Green Finance Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2025-26 and thereafter till the next Annual General Meeting scheduled to be held during FY 2026-27.
5.	Value of proposed transaction	The Value of proposed transactions with Mufin Green Finance Ltd. in the financial year 2025-26 is expected to be upto 500 Crore.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Mufin Green Finance Ltd. during the FY 2025- 26 is more than 100% of the annual turnover of the Company for the FY 2023-24.



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CIN : L65990MH1984PLC032831

7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- <u>The Information pertaining to Loans and Advances provided by the Company</u>	Details of the source of funds in connection with the proposed transaction;	The Company being a listed NBFCs, disclosure of source of funds is Not Applicable.
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Indebtedness incurred as short term loans. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Purpose
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Mufin Green Finance Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Mufin are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 9 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 9 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Kapil Garg, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.



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CIN : L65990MH1984PLC032831

ITEM NO. 10 TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH HINDON MERCANTILE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Hindon Mercantile Limited upto an amount of Rs. 100 crores. Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Purchase of Loans/Exposure (ii) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits (iii) Availing and Rendering of Services
2.	Name of Related Party	Hindon Mercantile Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Holding Company
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2025-26 and thereafter till the next Annual General Meeting scheduled to be held during FY 2026-27.
5.	Value of proposed transaction	The Value of proposed transactions with Hindon Mercantile Limited in the financial year 2025-26 is expected to be upto 100 Crore
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Hindon during the FY 2025- 26 is more then 100% of the annual turnover of the Company for the FY 2023-24.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- <u>The Information pertaining to Loans and</u>	Details of the source of funds in connection with the proposed transaction; The Company being a listed NBFCs, disclosure of source of funds



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CIN : L65990MH1984PLC032831

	<u>Advances provided by the Company</u>		is Not Applicable.
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Indebtedness incurred as short term loans. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Purpose
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Hindon Mercantile Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Hindon are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 10 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 10 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Kapil Garg, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.



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ITEM NO. 11 TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH BIMAPAY FINSURE PRIVATE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Bimapay Finsure Private Limited upto an amount of Rs. 100 crores.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Availing and Rendering of Services; (ii) Providing Financial Assistance (iii) Purchase of Loans/Exposure (iv) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits)
2.	Name of Related Party	Bimapay Finsure Private Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2025-26 and thereafter till the next Annual General Meeting scheduled to be held during FY 2026-27.
5.	Value of proposed transaction	The Value of proposed transactions with Bimapay Finsure in the financial year 2025-26 is expected to be upto 100 Crores
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Bimapay Finsure during the FY 2025- 26 is 100% of the annual turnover of the Company for the FY 2023-24.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- <u>The Information pertaining to Loans and</u>	Details of the source of funds in connection with the proposed transaction;
		Where any financial indebtedness is incurred to make or give loans,
		NA
		NA



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	<u>Advances provided by the Company</u>	intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Bimapay Finsure Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Bimapay Finsure Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 11 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 11 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Kapil Garg, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 12 TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MUFINPAY PAYMENT SOLUTIONS PRIVATE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Mufinpay Payment Solutions Private Limited upto an amount of Rs. 100 crores.



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CIN : L65990MH1984PLC032831

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Availing and Rendering of Services; (ii) Providing Financial Assistance (iii) Purchase of Loans/Exposure (iv) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits)
2.	Name of Related Party	Mufinpay Payment Solutions Private Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2025-26 and thereafter till the next Annual General Meeting scheduled to be held during FY 2026-27.
5.	Value of proposed transaction	The Value of proposed transactions with Mufinpay in the financial year 2025-26 is expected to be upto 100 Crores.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Mufinpay during the FY 2025- 26 is more than 100% of the annual turnover of the Company for the FY 2023-24.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- <u>The Information pertaining to Loans and Advances provided by the Company</u>	Details of the source of funds in connection with the proposed transaction; NA
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure; NA
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT NA
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Mufinpay Payment Solutions Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Mufinpay Payment



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		Solutions Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.
--	--	--

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 12 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 12 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Kapil Garg, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 13 TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH HEDGE MONEY PRIVATE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Hedge Money Private Limited upto an amount of Rs. 50 crores.

Regulation 23 of the SEBI Listing Regulations any transaction with a related party is considered to be material, if transaction(s) to be entered into individually or taken together with previous transaction during the financial year exceeds Rs.1,000 crore; or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transaction"). A Material Related Party Transaction require prior approval of the members, by mean of ordinary resolution, even if such transaction(s) is/are in the ordinary course of business and/or on an arm's length basis, no related party shall vote to approve such resolution.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:



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S. No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Availing and Providing of Services; (ii) Providing Financial Assistance (iii) Purchase of Loans/Exposure (iv) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits)
2.	Name of Related Party	Hedge Money Private Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2025-26 and thereafter till the next Annual General Meeting scheduled to be held during FY 2026-27.
5.	Value of proposed transaction	The Value of proposed transactions with Hedge Money Private Limited in the financial year 2025-26 is expected to be upto 50 Crore
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Hedge Money Private Limited during the FY 2025- 26 is more than 60% of the annual turnover of the Company for the FY 2025-26.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- <u>The Information pertaining to Loans and Advances provided by the Company</u>	Details of the source of funds in connection with the proposed transaction;
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
		The Company being a listed NBFCs, disclosure of source of funds is Not Applicable. Indebtedness incurred as short term loans. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable. Business Purpose
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Hedge Money Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Hedge Money Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.



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The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 13 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 13 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Kapil Garg, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 14 TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MUFIN TECHNOLOGIES PRIVATE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Mufin Technologies Private Limited upto an amount of Rs. 50 crores.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S.No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Availing and Rendering of Services; (ii) Providing Financial Assistance (iii) Purchase of Loans/Exposure (iv) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits)



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2.	Name of Related Party	Mufin Technologies Private Limited	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2025-26 and thereafter till the next Annual General Meeting scheduled to be held during FY 2026-27.	
5.	Value of proposed transaction	The Value of proposed transactions with Mufin Technologies in the financial year 2025-26 is expected to be upto 50 Crores	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Mufin Technologies during the FY 2025- 26 60% of the annual turnover of the Company for the FY 2023-24.	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- <u>The Information pertaining to Loans and Advances provided by the Company</u>	Details of the source of funds in connection with the proposed transaction;	NA
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	NA
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Mufin Technologies Private Limited are in the Ordinary course of business and are on an arm’s length basis. It is further ensured that the transactions with Mufin Technologies Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.



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CIN : L65990MH1984PLC032831

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 14 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 14 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Kapil Garg, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 15 TO APPROVE MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 1000 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 15 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 15 be passed as a **Special Resolution**.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice.

ITEM NO. 16. TO APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY U/S 185 OF COMPANIES ACT, 2013

The Company may have to render support for the business requirements of its Holding Company, Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans



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CIN : L65990MH1984PLC032831

taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.16 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 16 be passed as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any

ITEM NO. 17: TO APPROVE LIMITS UNDER SECTION 180 (1) (A) & 180 (1) (C) OF THE COMPANIES ACT, 2013

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In order to pursue opportunities that add value through both organic and inorganic means, it is crucial for the company to have access to specific funding options within a specified timeframe. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits 1,000 Crore under section 180(1)(c).

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed 1,000 Crores (Rupees One Thousand Crore Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an “undertaking” shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.



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CIN : L65990MH1984PLC032831

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Board recommends that the resolution set out at item no. 17 be passed as a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 17.

For and on behalf of the Board of Directors
LKP Finance Limited

Ruby Chauhan
Company Secretary & Compliance Officer
Membership No.: A69210

Date: 03.04.2025
Place: Delhi



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CIN : L65990MH1984PLC032831

Annexure 1

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is as under:

Particulars	Item No. 1 & 2	Item No. 3	Item No. 4
Names	Mr. Umesh Aggarwal	Mr. Kapil Garg	Mrs. Gunjan Jain
DIN	03109928	01716987	10496273
Date of Birth	29/03/1982	30/12/1979	20/04/1990
Age	43	45	35
Nationality	Indian	Indian	Indian
Date of First appointment on board	28 th March, 2025	28 th March, 2025	28 th March, 2025
Qualification	Degrees in Law (LL.B.) and Masters in Business Administration (MBA)	Qualified Chartered Accountant and Certified Practising Accountant	Qualified Chartered Accountant
Date and term of appointment	w.e.f 28 th March, 2025 and Mr. Umesh Aggarwal appointed as an Additional Director in the category of Whole Time Director, for a period of 5 years, not liable to retire by rotation, subject to the approval of members.	w.e.f 28 th March, 2025 and Mr. Kapil Garg appointed as an Additional Director in the category of non-executive, liable to retire by rotation.	w.e.f 28 th March, 2025 and Mrs. Gunjan Jain appointed as an Additional Director non-executive liable to retire by rotation.
Brief Profile	Mr. Umesh Aggarwal is an accomplished professional with a diverse educational background, holding degrees in Law (LL.B.), Masters in Business Administration (MBA), and Bachelors in Business Administration (BBA). Adept at leveraging	Mr. Kapil Garg is a qualified Chartered Accountant from The Institute of Chartered Accountants of India ('ICAI') and Certified Practising Accountant ('CPA') from Australia. He has also completed his Bachelor of Laws (L.L.B)	Mrs. Gunjan Jain is a qualified Chartered Accountant from Institute of Chartered Accountant (ICAI) and a Commerce Graduate from University of Delhi, Mrs. Gunjan is a proficient expert with an experience of over 12



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CIN : L65990MH1984PLC032831

	legal expertise and business acumen to drive strategic initiatives, navigate complex regulatory landscapes, and contribute to organizational success. Possesses a solid foundation in both legal principles and business management, making valuable contributions to legal and corporate environments.	from Manav Bharti University in the year 2019. He has good experience in handling US GAAP and IFRS Implementation. He also also possesses extensive experience in forensic audit and fraud detection a field that demands a high level of expertise and precision, where he analyze vast amounts of data, identify patterns, and trace the origins of suspicious transactions	years in the field of Finance and Accounts, Business Planning, Compliances, Audit, Taxation, Loan Management and MIS including more than 4 years in NBFC Sector. In her experience she has supervised every activity of the accounting department including each month and year-end process, Mrs. Jain ensures to keep a check on every finance-related matter.
Details of Remuneration / Remuneration last drawn	Nil	Nil	Nil
Shareholding in LKP Finance Ltd. (No. & %)	Nil	0.13%	Nil
List of Directorships held in other listed Companies	Nil	Mufin Green Finance Limited	Nil
Members / Chairperson of Committees in LKP Finance Ltd.	Member of Audit Committee and CSR Committee	Nil	Member of Stakeholders relationship committee
Members / Chairperson of Committees in	Nil	Hindon Mercantile Limited • Audit Committee –	Nil



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Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

other Public Companies		Member <ul style="list-style-type: none"> • Risk Management Committee – Member <i>Mufin Green Finance Limited</i> • Audit Committee – Member • Stakeholder Relationship – Member • CSR Committee - Member 	
Relationship with other Directors	None	None	None
Number of Meetings of the Board attended during the year	1	1	1
Disclosure of relationships between directors (in case of appointment of a director)	Not inter-se related to any other Director or key Managerial Personnel	Not inter-se related to any other Director or key Managerial Personnel	Not inter-se related to any other Director or key Managerial Personnel



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Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com

CIN : L65990MH1984PLC032831

Particulars	Item No. 5	Item No. 6	Item No. 7
Names	Mr. Hemant Bhageria	Mr. Manoj Kumar Bhatt	Ms. Meenu Sharma
DIN	06476292	09452843	10825075
Date of Birth	22/12/1983	11/12/1978	12/6/1992
Age	41	46	32
Nationality	Indian	Indian	Indian
Date of First appointment on board	28 th March, 2025	28 th March, 2025	03 rd April, 2025
Qualification	Qualified Chartered Accountant	Qualified Chartered Accountant and Company Secretary	Qualified Company Secretary
Date and term of appointment	w.e.f 28 th March, 2025 and Mr. Hemant Bhageria appointed as an Additional Director in the category of Independent Director for a period of 5 years, not liable to retire by rotation, subject to approval of members.	w.e.f 28 th March, 2025 and Mr. Manoj Kumar Bhatt appointed as an Additional Director in the category of Independent Director for a period of 5 years, not liable to retire by rotation, subject to approval of members.	03 rd April, 2025 and Ms. Meenu Sharma appointed as an additional director in the category of Independent Director for a period of 5 years, not liable to retire by rotation, subject to the approval of members.



LKP Finance Ltd.

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CIN : L65990MH1984PLC032831

Brief Profile	<p>Mr. Hemant Bhageria is a qualified Chartered Accountant from The Institute of Chartered Accountants of India ('ICAI'), DISA (ICAI) and Certified Concurrent Audit course from ICAI. He has also completed his Bachelor of Laws (LL.B) from CCS University and PGDIM From IGNOU. He has good experience in handling GST and Income Tax matters. He possesses 16 years of post-qualification experience in Audit particularly in Bank Audits (Statutory, Concurrent, Credit and Stock Audit.</p>	<p>Mr. Manoj Kumar Bhatt is a qualified Chartered Accountant from Institute Chartered Accountants of India ("ICAI") and Company Secretary from Institute Company Secretaries of India ("ICSI").</p> <p>He has 19+ years of experience in Corporate & Commercial Exchange and Management Act and Business & Corporate Law'.</p> <p>He has established himself as an expert in the field of business and financial advisory.</p>	<p>Ms. Meenu Sharma is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). She has also completed his Bachelor of Commerce (B.Com) from Delhi University.</p> <p>Ms. Meenu Sharma dedicated and highly skilled Company Secretary with 7 years of hands-on experience in corporate governance, legal compliance, and business management. Known for providing strategic advice to board members, ensuring regulatory compliance, and maintaining strong corporate governance practices. Adept in managing legal documentation and liaising with regulatory authorities. Committed to delivering solutions that enhance organizational effectiveness and reduce legal risks.</p>
Details of Remuneration / Remuneration last drawn	Nil	Nil	Nil
Shareholding in LKP	Nil	Nil	Nil



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CIN : L65990MH1984PLC032831

Finance Ltd. (No. & %)			
List of Directorships held in other listed Companies	Mufin Green Finance Limited	Mufin Green Finance Limited	Nil
Members / Chairperson of Committees in LKP Finance Ltd.	Chairperson of CSR Committee, Member of Audit Committee, Nomination and remuneration committee	Chairperson of Audit Committee and Stakeholders relationship committee, Member of Nomination and remuneration committee, CSR Committee	Chairperson of Nomination and remuneration committee, Member of Stakeholders relationship committee
Members / Chairperson of Committees in other Public Companies	Hindon Mercantile Limited <ul style="list-style-type: none"> • CSR Committee - Member • Risk Management Committee - Member • Nomination and remuneration committee – Member Mufin Green Finance Limited <ul style="list-style-type: none"> • Audit Committee - Chairperson • Stakeholder Relationship - Chairperson • Nomination and remuneration committee - Member 	Mufin Green Finance Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and remuneration committee - Member • CSR Committee - Chairperson 	Nil
Relationship with other Directors	None	None	None



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CIN : L65990MH1984PLC032831

Number of Meetings of the Board attended during the year	1	1	0
Disclosure of relationships between directors (in case of appointment of a director)	Not inter-se related to any other Director or key Managerial Personnel	Not inter-se related to any other Director or key Managerial Personnel	Not inter-se related to any other Director or key Managerial Personnel



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Annexure-2

Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the resolutions at Item no. 2 of the Notice:

1. General Information

1	Nature of Industry	The Company is engaged in the Non-Banking Financial Services as prescribed by the Reserve Bank of India.	
2	Date or expected date of commencement of commercial production	The Company is already into commercial business of the above activities.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable	
4	Financial performance based on given indicators (In Lakhs)		
	Financial Parameters	FY 2023-24	FY 2022-23
	Total Income	8280.89	2507.55
	Profit/Loss before tax	6782.95	1359.82
	Profit/Loss after tax	5505.51	1218.69
	Dividend paid/recommended	Nil	Nil
	Dividend rate	Nil	Nil
5.	Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years.	

2. Information about Mr. Umesh Aggarwal

1	Background Details	Mr. Umesh Agarwal is an accomplished professional with a diverse educational background, holding degrees in Law (LL.B.), Masters in Business Administration (MBA), and Bachelors in Business Administration (BBA). Adept at leveraging legal expertise and business acumen to drive strategic initiatives,
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CIN : L65990MH1984PLC032831

		<p>navigate complex regulatory landscapes, and contribute to organizational success. Possesses a solid foundation in both legal principles and business management, making valuable contributions to legal and corporate environments.</p> <p>He is proficient in legal research, contract drafting, dispute resolution, and compliance management. Solid understanding of various branches of law. He is well-versed in strategic planning, market analysis, and business development. Capable of aligning legal considerations with overarching business goals. He also has an experience in team leadership, project management, and organizational development. Able to drive efficiency and productivity in legal and business operations.</p> <p>Mr. Umesh possesses strong communication skills, both written and verbal. Capable of articulating complex legal concepts in a clear and understandable manner. Effective in negotiations and client interactions.</p> <p>His profile reflects a well-rounded individual with a solid educational foundation and practical experience in law and business. His unique combination of legal expertise and business acumen positions him as a valuable asset capable of contributing to various aspects of organizational success.</p>
2	Past remuneration	Nil
3	Recognition or Awards	Nil
4.	Job profile and suitability	<p>Mr. Umesh Aggarwal is the Whole-time director and is in-charge of the overall management of the affairs of the Company.</p> <p>His past experience in managing overall business as well as expertise in business development is considered relevant and valuable for his responsibilities as the Whole-time director of the Company.</p>
5.	Remuneration proposed	As set out in the resolution at Item no. 2 of the Notice of the Postal Ballot
6.	Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and	The proposed remuneration (duly approved by the Board) is in line with the trends in the industry and is befitting Mr. Umesh Aggarwal's experience and competence.



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	the person (in case of expatriates the relevant details would be with respect to the Country of his origin)	
7.	Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any	NA

3. Other Information

1	Reasons of loss or inadequate profits	The Company has not incurred losses and had adequate profits over the past 3 years, however this is an enabling provision in the event the proposed remuneration was to breach the limit set under the Companies Act, 2013
2	Steps taken or proposed to be taken for Improvement	The Company is on a growth path and is expected to make higher profits in future.
3	Expected increase in productivity and profits in measurable terms	Management expects to have higher sales and profits in line with the estimated budget.



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POSTAL BALLOT FORM

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated 03.04.2025, by conveying my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	APPOINTMENT OF MR. UMESH AGGARWAL (DIN: 03109928) AS DIRECTOR OF THE COMPANY.			
2.	APPOINTMENT OF MR. UMESH AGGARWAL (DIN: 03109928) AS A WHOLE-TIME DIRECTOR OF THE COMPANY			
3.	APPOINTMENT OF MR. KAPIL GARG (DIN: 01716987) AS DIRECTOR OF THE COMPANY.			
4.	APPOINTMENT OF MRS. GUNJAN JAIN (DIN: 10496273) AS DIRECTOR OF THE COMPANY.			
5.	APPOINTMENT OF MR. HEMANT BHAGERIA (DIN: 06476292) AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
6.	APPOINTMENT OF MR. MANOJ KUMAR BHATT (DIN: 09452843) AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
7.	APPOINTMENT OF MS. MEENU SHARMA (DIN: 10825075) AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
8.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER			



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	STATE AND TO ALTER THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION			
9.	TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH MUFIN GREEN FINANCE LIMITED			
10.	TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH HINDON MERCANTILE LIMITED			
11.	TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH BIMAPAY FINSURE PRIVATE LIMITED			
12.	TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MUFINPAY PAYMENT SOLUTIONS PRIVATE LIMITED.			
13.	TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH HEDGE MONEY PRIVATE LIMITED.			
14.	TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MUFIN TECHNOLOGIES PRIVATE LIMITED			
15.	TO APPROVE MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 OF THE COMPANIES ACT, 2013			
16.	TO CONSIDER AND APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013			
17.	TO INCREASE BORROWING POWERS OF THE BOARD AND AUTHORIZATION LIMIT TO SECURE THE BORROWINGS UNDER SECTION 180(1)(C) AND 180(1)(A) OF THE COMPANIES, ACT, 2013:			

Place:

Date:

Signature of Member/Authorized Signatory



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E-VOTING PARTICULARS

EVEN	USER ID	PASSWORD

Cut-off date for reckoning Voting Rights for Postal Ballot and E-Voting	Commencement of voting by Postal Ballot and E-Voting (Start Date)	Last date of receipt of Postal Ballot and Close of E-Voting (End Date)

(Please see the instructions overleaf for filling the Postal Ballot Form.)

IMPORTANT INSTRUCTIONS FOR VOTING:

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on 04th April, 2025. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the Cut-off date.
2. For E-voting, please refer the instructions under “E-voting Instructions” in the Notice attached herewith.
3. A Member may vote through electronic mode. E-voting will be available from 9.00 a.m. (IST) on 09th April, 2025. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at Mr. Abhay Kumar, Practicing Company Secretary, R-8/2, 3rd Floor, Ramesh Park, Laxmi Nagar, Delhi-110092, India on or before 5.00 p.m. (IST) on 08th May, 2025, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.



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6. The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he / she / they need to cast his / her / their votes in the same way.
9. The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
 - a) If a form other than the Postal Ballot Form issued by the Company is used;
 - b) If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
 - c) If the Member has put a tick mark (✓) in both the columns, that is, for ‘Assent’ and also for ‘Dissent’ to the resolution in such manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceed the total number of shares held;
 - d) If the Postal Ballot Form is incomplete or incorrectly filled;
 - e) If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;
 - f) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
11. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to lkpfinceltd@gmail.com.
12. The Result of voting on the resolution will be declared within 2 (two) working days of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company (www.lkpfinance.com) besides being communicated to the Stock Exchanges.
