

NOTICE

Notice is hereby given that the extraordinary general meeting no. 1/2021-22 of the members of Lendingkart Technologies Private Limited (the “Company”) is scheduled to be held on Friday, June 11, 2021, at 12:30 p.m. (IST), through two way audio-visual facilities, to consider and transact the following business as under:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (**“the Act”**) read with Rule 12(5)(a) of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), provisions contained in the Memorandum of Association and the Articles of Association of the Company; such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s)/ consent(s)/ permission(s)/ sanction(s), as may be required, from the appropriate regulatory authorities/ institutions/ bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s)/ consent(s)/ permission(s)/ sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), amendment in the Lendingkart Technologies Employee Stock Option Plan 2015 (**“ESOP 2015”**) as detailed in the explanatory statement thereto, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make requisite amendments in the definition of “Employee” as provided in ESOP 2015 to record the amendment in Lendingkart Technologies Employee Stock Option Plan 2015.

RESOLVED FURTHER THAT the directors of the Company and Ms. Kumudini Aggarwal, General Counsel & Company Secretary of the Company be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies, and to take such necessary action as may be required for giving effect to the aforementioned resolutions.”

**By order of the Board
Lendingkart Technologies Private Limited**

**Place: Delhi
Date: May 20, 2021**

**Name: Kumudini Aggarwal
Designation: General Counsel & Company Secretary**

NOTES:

1. Considering the present Covid-19 pandemic and in view of the continuing restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 8th April, 2020 read with 13th April, 2020, 28th September, 2020 and 31st December, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Extraordinary General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the Meeting of the Company is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this Meeting is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto as **Annexure-1** and forms part of this Notice.
5. The resolution in the meeting will be passed by show of hands, unless a poll is validly demanded either before the meeting or during the meeting. The voting, in case of a poll, shall be done by sending an email to kumudini.aggarwal@lendingkart.com (“Designated E-mail Address”) in the format annexed hereto as **Annexure-2** and forming part of this Notice.
6. Since the Meeting will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Queries, if any, on the items specified in the Notice may please be sent to the Designated E-mail Address at least seven days prior to the date of the Meeting, so that relevant query may be replied by the Company suitably at the meeting.
8. All documents referred to in the Notice will also be available in electronic form for inspection without any fee by the Members from the date of circulation of this Notice up to the date of Meeting. Members seeking to inspect such documents can send an email to the Designated E-mail Address.
9. Corporate members are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution authorizing their representative to

- attend and vote at the extraordinary general meeting to the Designated E-mail Address.
10. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. **Instruction to access and participate in the meeting:**
- i The Members may attend the meeting from their mobile phone / desktop / tablet / laptop supporting high speed internet, video camera, speaker and microphone facilities.
 - ii The Members may download Microsoft Teams Video Conferencing App from the Google Play Store (in case of android phone) and Apple App Store (in case of iphone). Alternatively, the Members may login directly through the browser, by clicking on the following link.

Meeting URL (Press Ctrl + Link)

[Microsoft Teams](#)

- iii The facility for joining the meeting will open at least 15 minutes before the time scheduled for the meeting and shall remain open till the expiry of 15 minutes after such scheduled time.
- iv The Members may contact the following designated official in case of any query/technical problem:
Ms. Kumudini Aggarwal
General Counsel & Company Secretary
Email: kumudini.aggarwal @lendingkart.com
Phone: +91 99103 22507

Annexure-1

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The definition of the term ‘Employee’ under Section 62 (1) (b) read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 *inter-alia* excludes an employee who is a promoter or belongs to the promoter group and a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the of the outstanding equity shares of the company.

In terms of the provisions of The Companies (Share Capital and Debentures) Third Amendment Rules, 2016 dated 19th July, 2016 read with the Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August, 2019, the aforementioned exclusions are not applicable in case of a startup company registered with the Department for Promotion of Industry and Internal Trade, Government of India, up to a period of ten years from the date of its incorporation or registration.

Pursuant to the amendment, the Company, being a registered startup, is eligible to grant employee stock options to an “Employee” as specified hereunder:

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a Director of the Company, whether a whole time Director or not but excluding an independent Director; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) above, of a Subsidiary Company, or of a Holding Company of the Company; or
- (iv) an employee who is a promoter or belongs to the Promoter Group.

The Company, proposes to amend the definition of the Employee provided under Lendingkart Technologies Employee Stock Option Plan (“**ESOP 2015**”) in order to align with the exclusions provided under applicable law to a registered start up:

Clause No.	Existing Provision	New Provision
2.1 (xi)	<p>“Employee” means</p> <p>(i) a permanent employee of the Company working in India or out of India; or</p> <p>(ii) a Director of the Company, whether a whole time Director or not; or</p> <p>(iii) an employee, as defined in sub-clauses (i)</p>	<p>“Employee” means</p> <p>(i) a permanent employee of the Company working in India or out of India; or</p> <p>(ii) a Director of the</p>

Clause No.	Existing Provision	New Provision
	<p>or (ii) above, of a Subsidiary Company, or of a Holding Company of the Company;</p> <p>but excludes</p> <p>a. an employee who is a Promoter or belongs to the Promoter Group;</p> <p>b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and</p> <p>c. a Director being an Independent Director.”</p>	<p>Company, whether a whole time Director or not but excluding an Independent Director; or</p> <p>(iii) an employee, as defined in sub-clauses (i) or (ii) above, of a Subsidiary Company, or of a Holding Company of the Company; or</p> <p>(iv) an employee who is a promoter or belongs to the Promoter Group.”</p>

The amendment, as specified above, is not prejudicial to the interests of stock option holders.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members for amendment in the terms and conditions of ESOP 2015 by way of a special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in the Resolution, except to the extent of the employee stock options that may be offered to them under ESOP 2015.

In view of above, the board of directors recommend the passing of the resolutions set out at Item No. 1 as a **Special Resolution**.

By order of the Board
Lendingkart Technologies Private Limited

Name: Kumudini Aggarwal
Designation: General Counsel & Company Secretary

Place: Delhi
Date: May 20, 2021

Annexure – 2

Subject: Voting by Poll at the Extraordinary General Meeting of Lendingkart Technologies Private Limited.

Item no. 1

I/We, <<*Name of the Member*>> being the Member of Lendingkart Technologies Private Limited (“**Company**”), hereby give my/our [**assent/ dissent**]¹ on the Resolution for approving Amendment to the Employees Stock Option Plan 2015.

Note:

¹ Please strikethrough the option wherever required and e-mail your poll at the kumudini.aggarwal@lendingkart.com .