

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 3/2021-22 of the members of Lendingkart Technologies Private Limited (the “**Company**”) is scheduled to be held on Thursday, March 31, 2022 at 10:30 a.m. (IST), through two-way audio-visual facilities, at shorter notice, to consider and transact the following item of business:

SPECIAL BUSINESS:

- 1. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:**

“RESOLVED THAT the draft of the amended and restated set of regulations in the articles of association of the Company (“**Restated Articles**”) incorporating the terms of the draft Third Amendment and Supplementary Agreement to the Series D1 Amended and Restated Shareholders’ Agreement dated July 30, 2019 (the “**Agreement**”), placed before the shareholders, be and is hereby approved. Pursuant to the applicable provisions of the Companies Act, 2013, including Section 14 of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval is hereby accorded to repeal and substitute the existing set of regulations in the articles of association of the Company with the Restated Articles with effect from the Supplementary Agreement Date (as defined under the Agreement).

RESOLVED FURTHER THAT any of the directors and Ms. Kumudini Aggarwal, General Counsel & Company Secretary of the Company, be and are hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies, Ahmedabad (“**ROC**”), and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the ROC or such other statutory authorities in the implementation of the aforesaid resolution, and to authorize such person or persons to give effect to the above resolution and to liaise with the concerned authorities with regard to the same.”

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

**Kumudini Aggarwal
General Counsel & Company Secretary**

**Place: Ahmedabad
Date: March 29, 2022**

NOTES:

- (a) 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, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021 and 8th December, 2021 (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.
- (b) 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.
- (c) 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.
- (d) An explanatory statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the meeting is annexed hereto **Annexure-1** and forms part of this Notice.
- (e) 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.
- (f) Since the Meeting will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- (g) Queries, if any, on the items specified in the Notice may please be sent to the Designated E-mail Address prior to the Meeting, so that relevant query may be replied by the Company suitably at the meeting.
- (h) 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.
- (i) 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.

(j) The meeting is being convened at a shorter notice, after obtaining requisite consent of the members of the Company pursuant to the provisions of Section 101 of the Companies Act, 2013.

(k) **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 Company, the Promoters and the Investors had entered into Series D1 Amended and Restated Shareholders' Agreement dated July 30, 2019, as amended by the Amendment and Supplementary Agreement dated August 9, 2019, and the Second Amendment and Supplementary Agreement dated May 15, 2020 ("**SHA**"), for governing the rights and obligations of the shareholders in relation to the management and functioning of the Company, and other matters incidental thereto.

The terms of the SHA are incorporated in the articles of association ("**Articles**") of the Company.

The Company, the Promoters and the Investors, have proposed to execute Third Amendment and Supplementary Agreement to the SHA ("**Amendment to the SHA**"), whereby, the terms of the buy-back of the Liquidity Shares of the Promoters and shares of the Fund Investors have been amended such that the buy-back is at the sole discretion of the Company.

In order to incorporate the terms of the Amendment to the SHA, the existing set of regulations in the Articles are required to be amended and restated and the restated Articles are required to be adopted in substitution of the existing Articles.

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 alteration of its Articles by way of a special resolution.

A copy of the draft amended and restated Articles of the Company is being sent along with this Notice for perusal of the members and the same is also open for inspection at the registered office and corporate office of the Company during working hours on business days until the date of the extraordinary general meeting.

Mr. Harshvardhan Lunia, Managing Director and Mr. Raichand Lunia, Director, who are the Promoters, had the right to Transfer their Liquidity Shares by way of a buy-back pursuant to the SHA as set out above and pursuant to this amendment, have agreed to amend the buy-back terms to make it at the sole discretion of the Company. None of the directors, key managerial personnel or relatives of such directors, key managerial

personnel of the Company are, directly or indirectly, interested in the proposed resolution.

In view of above, the Board of Directors recommend the passing of the resolution set out at Item No. 1 as a Special Resolution.

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

**Kumudini Aggarwal
General Counsel & Company Secretary**

**Place: Ahmedabad
Date: March 29, 2022**

Annexure-2

Subject: Voting by Poll at the Extraordinary General Meeting of Lendingkart Technologies Private Limited - March 31, 2022.

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 amending and restating the articles of association of the Company, as set out in the Notice calling the Extraordinary General Meeting.

Note:

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