

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 01/2024-25 of the members of Lendingkart Finance Limited (the “**Company**”) is scheduled to be held on Tuesday, October 22, 2024 at 5.00 p.m. (IST), through two-way audio-visual facilities, at shorter notice, to consider and transact the following items of business

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 the draft of the amended and restated set of regulations of the articles of association of the Company (“**Restated Articles**”) incorporating the terms of shareholders’ agreement dated October 18, 2024, entered into amongst Lendingkart Technologies Private Limited (holding company of the Company), Fullerton Financial Private Limited, Bertelsmann Nederland B.V., Saama Capital III Ltd., Mayfield India II Ltd., Raichand Lunia, Harshvardhan Lunia and Other Shareholders (as defined in the amended and restated shareholders’ agreement), placed before the shareholders, be and is hereby approved and pursuant to the applicable provisions of the Companies Act, 2013, including Sections 5 and 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 of the articles of association of the Company with the Restated Articles with effect from the First Closing Date (as defined in the share subscription agreement dated October 18, 2024 executed between *inter alios* Lendingkart Technologies Private Limited and Fullerton Financial Private Limited).

RESOLVED FURTHER THAT any of the directors 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 (“**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 resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.

RESOLVED FURTHER THAT the certified copy of this resolution be furnished to such persons as may be concerned or interested in this regard under the signatures of any director or the Company Secretary of the Company.”

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

“RESOLVED THAT pursuant to Section 13, Section 61 and Section 64 and other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder (to the extent that each may be applicable) and the memorandum and articles of association of the Company, the consent of the members be and is hereby accorded to increase and reclassify the authorized share capital of the Company from INR 50,72,76,000/- (Indian Rupees Fifty Crore Seventy Two Lakh Seventy Six Thousand only) divided into 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Indian Rupees Ten only) each to INR 240,72,76,000/- (Indian Rupees Two Hundred and Forty Crore Seventy Two Lakh Seventy Six Thousand only) divided into

- (i) INR 50,72,76,000/- (Indian Rupees Fifty Crore Seventy Two Lakh Seventy Six Thousand only) divided into 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Indian Rupees Ten only) each; and
- (ii) INR 190,00,00,000/- (Indian Rupees One Hundred Ninety Crore) divided into 1,90,00,000 (One Crore Ninety Lakh) Series A Compulsorily Convertible Preference shares of INR 100/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company, relating to share capital, be and is hereby amended by deleting the same and by substitution in its place and stand, the following as the new Clause V:

“V. The Authorized Share Capital of the Company is INR 240,72,76,000/- (Indian Rupees Two Hundred and Forty Crore Seventy Two Lakh Seventy Six Thousand only) divided into

- (i) **INR 50,72,76,000/- (Indian Rupees Fifty Crore Seventy Two Lakh Seventy Six Thousand only) divided into 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Indian Rupees Ten only) each; and**
- (ii) **INR 190,00,00,000/- (Indian Rupees One Hundred Ninety Crore) divided into 1,90,00,000 (One Crore Ninety Lakh) Series A Compulsorily Convertible Preference shares of INR 100/- (Indian Rupees Ten only) each”**

RESOLVED FURTHER THAT the Directors of the Company or the 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 statutory authorities including the Registrar of Companies, Mumbai and to do such acts and deeds that may be required for the purpose of increasing and reclassifying the authorized share capital of the Company and amending the memorandum of association of the Company or to do such other acts, deeds and things required in the implementation of the aforesaid resolution and

to authorize such other person or persons to give effect to the above resolution and to submit all documents to the concerned authorities with regard to the same.”

**By order of the Board
Lendingkart Finance Limited**

**Name: Rochak Dhariwal
Designation: Company Secretary & Compliance Officer
ICSI Membership No.: A57383**

**Place: Ahmedabad
Date: October 21, 2024**

NOTES:

- (a) The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 20 /2020 dated May 5, 2020, and General Circular No. 9/2024 dated September 19, 2024 (collectively referred to as “**MCA Circulars**”) allowed the companies to hold General Meetings through Video Conferencing (“VC”) or Other Audio-Visual Means. Accordingly, this Extraordinary General Meeting (“EGM”/“Meeting”) is being held through VC mode. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- (b) Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (c) In accordance with the MCA Circulars, the Notice of EGM is being sent only through electronic mode to those members who have registered their email addresses with the Company.
- (d) 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 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.
- (e) 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.
- (f) 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 cs@lendingkart.com (“**Designated E-mail Address**”) in the format annexed hereto as **Annexure-2** and forming part of this Notice.
- (g) Since the Meeting will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
- (h) Queries, if any, on the items specified in the Notice may please be sent to the Designated E-mail Address prior to the date of the Meeting, so that relevant query may be replied by the Company suitably at the meeting.
- (i) 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.
- (j) 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.

LENDINGKART FINANCE LIMITED

CIN: U65910MH1996PLC258722

Registered Office: Unit Number PS 40 and 41, 3rd Floor, Birla Centurion, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra - 400030

Corporate Office: 401, 4th Floor, Iconic Shyamal, Nr. Shyamal Cross-Roads, Ahmedabad, 380 015, Gujarat, India.

Phone: +91-79-4913 2800 Email: lendingkartfinance@lendingkart.com Website: www.lendingkartfinance.com

(k) In view of urgency, the meeting is being convened at a shorter notice. The members are requested to accord their consent to convene the meeting at shorter notice in the format annexed as **Annexure-3**.

(l) **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)

https://teams.microsoft.com/l/meetup-join/19%3ameeting_NmFhMTVkJmAtM2JkNS00ZmQwLTk5ZGEtOTI4YmY0OTA3ZTE4%40thread.v2/0?context=%7b%22Tid%22%3a%2230f0782d-3f7b-4038-937a-623e0c89d799%22%2c%22Oid%22%3a%22ab9201e1-ba55-4a2f-8c4f-384fb90415e0%22%7d

- (iii) Notice of this Meeting will also be available on the website of the Company viz. <https://www.lendingkart.com/>
- (iv) 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.
- (v) The Members may contact the following designated official in case of any query/technical problem:
Mr. Rochak Dhariwal
Company Secretary & Compliance Officer
Email: cs@lendingkart.com
Phone: +91 8560811207

Annexure-1

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

In order to incorporate the terms of the shareholders' agreement dated October 18, 2024, entered into amongst Lendingkart Technologies Private Limited (holding company of the Company), Fullerton Financial Private Limited, Bertelsmann Nederland B.V., Saama Capital III Ltd., Mayfield India II Ltd., Raichand Lunia, Harshvardhan Lunia and Other Shareholders (as defined in the amended and restated shareholders' agreement), the existing articles of association of the Company ("Articles") are required to be amended and the restated Articles, are required to be adopted in substitution of the existing Articles, with immediate effect.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and the rules thereunder, require the Company to seek the approval of the members for alteration of its Articles by way of special resolution.

A copy of the draft of the new set of Articles would be available for inspection for the members at the registered and corporate office of the Company and on the website of the Company <https://www.lendingkartfinance.com/> till the date of extraordinary general meeting.

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 of the Company recommend passing of special resolution for the matter set out at Item No. 1.

Item No. 2:

The Company is contemplating issuing compulsorily convertible preference shares. It is therefore deemed appropriate to increase and reclassify the authorized share capital of the Company to accommodate the issuance of compulsorily convertible preference shares and for that purpose, the memorandum of association of the Company is proposed to be suitably altered as set out at resolution in Item No. 2.

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 increase and reclassification of the authorized share capital of the Company and for the alteration of capital clause of the memorandum of association of the Company.

None of the directors, key managerial personnel or relatives of such directors of the Company are, directly or indirectly, interested in the proposed resolution.

A copy of the draft altered memorandum of association of the Company is being sent along with this Notice for perusal of the members.

In view of the above, the Board of Directors recommend the passing of the resolution set out at Item No. 2 as a Special Resolution.

**By order of the Board
Lendingkart Finance Limited**

**Name: Rochak Dhariwal
Designation: Company Secretary & Compliance Officer
ICSI Membership No.: A57383**

**Place: Ahmedabad
Date: October 21, 2024**

Annexure-2

Subject: Voting by Poll at the Extraordinary General Meeting of Lendingkart Finance Limited – October 22, 2024.

Item no. 1

I/We, <<Name of the Member>> (Registered Folio No./ Client ID No.) being the Member of Lendingkart Finance Limited (“**Company**”), holding ____ equity shares (on fully diluted basis) hereby give my/our [**assent/ dissent**]¹ on the Resolution for according the approval to amend and restate the existing set of regulations of the articles of association of the Company.

Item no. 2

I/We, <<Name of the Member>> (Registered Folio No./ Client ID No.) being the Member of Lendingkart Finance Limited (“**Company**”), holding ____ equity shares (on fully diluted basis) hereby give my/our [**assent/ dissent**]¹ on the Resolution for approving the increase in the authorized share capital of the Company and alteration of the memorandum of association of the Company.

Note:

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

Annexure-3

Consent by shareholders for shorter notice
[Pursuant to section 101(1) of the Companies Act, 2013]

To,
Lendingkart Finance Limited (“Company”),
Unit Number PS 40 and PS 41, 3rd Floor, Birla Centurion,
Pandurang Budhkar Marg, Worli, Mumbai – 400 030.

Dear Sirs,

I/We note that in terms of the notice of the extraordinary general meeting dated October 21, 2024 (“Notice”), the Company proposes to hold the extraordinary general meeting on Tuesday, October 22, 2024 at a shorter notice.

Accordingly, I/We hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the extraordinary general meeting of the Company on Tuesday, October 22, 2024, at a shorter notice.

Thank you.

Yours sincerely,

Name:

Date: