

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 1/2020-21 of the members of Lendingkart Technologies Private Limited (the “**Company**”) is scheduled to be held at a shorter notice on Tuesday, 28th April, 2020 at 5:30 p.m. at the A/93 - May Fair, Opp. Ashwamegh - 1, Opp. IOC Petrol Pump, 132 FT. Ring Road, Vejalpur, Ahmedabad 380 051, Gujarat with 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 modifications, 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 Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased and reclassified from:

INR 2,56,50,600/- (Rupees two crore fifty six lac fifty thousand six hundred only) divided into:

- (i) 1,70,000 (one lac seventy thousand) equity shares of face value INR 10/- (Rupees ten only) each;
- (ii) 40,000 (forty thousand) Compulsorily Convertible Preference Shares of face value INR 10/- (Rupees ten only) each;
- (iii) 37,410 (thirty seven thousand four hundred ten) Series A Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (iv) 44,396 (forty four thousand three hundred ninety six) Series B Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (v) 25,000 (twenty five thousand) Series C1 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (vi) 86,200 (eighty six thousand two hundred) Series C2 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (vii) 1,500 (one thousand five hundred) Series C3 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each; and
- (viii) 41,000 (forty one thousand) Series D1 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each.

LENDINGKART TECHNOLOGIES PRIVATE LIMITED

CIN: U72900GJ2014PTC081539

Registered Office: 14th Floor, D Block, The First, The First Avenue Road, Behind Keshavbaug Party Plot, Vastrapur, Ahmedabad- 380 015, Gujarat, India.

Phone: +91-79-6677 0600

email: info@lendingkart.com

website: www.lendingkart.com

to INR 3,44,50,600/- (Rupees three crore forty four lac fifty thousand six hundred only) divided into:

- (i) 1,70,000 (one lac seventy thousand) equity shares of face value INR 10/- (Rupees ten only) each;
- (ii) 40,000 (forty thousand) Compulsorily Convertible Preference Shares of face value INR 10/- (Rupees ten only) each;
- (iii) 37,410 (thirty seven thousand four hundred ten) Series A Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (iv) 44,396 (forty four thousand three hundred ninety six) Series B Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (v) 25,000 (twenty five thousand) Series C1 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (vi) 86,200 (eighty six thousand two hundred) Series C2 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (vii) 1,500 (one thousand five hundred) Series C3 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (viii) 41,000 (forty one thousand) Series D1 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each; and
- (ix) 88,000 (eighty eight thousand) Series D2 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each.

and consequently, the existing Clause V of the memorandum of association of the Company, relating to share capital, be and is hereby altered by deleting the same and substituting in its place the following as the new Clause V:

“The authorized share capital of the Company is INR 3,44,50,600/- (Rupees three crore forty four lac fifty thousand six hundred only) divided into:

- (i) 1,70,000 (one lac seventy thousand) equity shares of face value INR 10/- (Rupees ten only) each;
- (ii) 40,000 (forty thousand) Compulsorily Convertible Preference Shares of face value INR 10/- (Rupees ten only) each;
- (iii) 37,410 (thirty seven thousand four hundred ten) Series A Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (iv) 44,396 (forty four thousand three hundred ninety six) Series B Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;

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- (v) 25,000 (twenty five thousand) Series C1 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (vi) 86,200 (eighty six thousand two hundred) Series C2 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (vii) 1,500 (one thousand five hundred) Series C3 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each;
- (viii) 41,000 (forty one thousand) Series D1 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each; and
- (ix) 88,000 (eighty eight thousand) Series D2 Compulsorily Convertible Preference Shares of face value INR 100/- (Rupees one hundred only) each.”

RESOLVED FURTHER THAT the Directors of the Company and Ms. Kumudini Aggarwal, General Counsel & Company Secretary and Mr. Sudeep Bhatia, Group CFO of the Company, be and are hereby severally authorised to sign and file all the necessary forms and other necessary documents as may be required by statutory authorities including the Registrar of Companies, Ahmedabad 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 resolutions and to authorize such other person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same.”

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

**Sd/-
Name: Kumudini Aggarwal
Designation: General Counsel & Company Secretary**

**Place: Ahmedabad
Date: 27th April, 2020**

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO ATTEND THE MEETING THROUGH VIDEO CONFERENCE (LINK FOR THE SAME IS PROVIDED IN THE NOTE (g) AND VOTE.
- (b) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto as **Annexure A**.
- (c) The meeting is being convened through video conferencing pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs due to lockdown and social distancing measures announced/directed by the Government of India. The members (other than the members present at the same location) are requested to attend the meeting separately through video conferencing.
- (d) The resolutions 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 at <kumudini.aggarwal@lendingkart.com> (“**Designated E-mail Address**”) in a format provided in **Annexure B**.
- (e) The members may submit the questions (if any) in relation to the business items to be discussed at the meeting in advance on the Designated E-mail Address before the meeting.
- (f) The meeting is being convened at a shorter notice, after obtaining the requisite consent of the members of the Company pursuant to the provisions of Section 101 of the Companies Act, 2013.
- (g) **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 Bluejeans Video Conferencing App from the Google Play Store (in case of android phone) and Apple App Store (in case of

iphone) Alternatively, Member may access directly through the browser by clicking on the following link.

Meeting URL

https://bluejeans.com/204226432?src=join_info

Meeting ID

204 226 432

- 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 A

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company, in order to meet its growth objectives and to strengthen its financial position, is contemplating generation of long term resources by issuing compulsorily convertible cumulative 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 cumulative preference shares and for that purpose, the memorandum of association of the Company is proposed to be suitably altered as set out at resolution No. 1.

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 of the Company or their relatives is in any way, concerned or 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 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**

**Sd/-
Name: Kumudini Aggarwal
Designation: General Counsel & Company Secretary**

**Place: Ahmedabad
Date: 27th April, 2020**

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Annexure B

Subject: Voting on item 1 – EGM dated - 28th April, 2020 – Lendingkart Technologies Private Limited.

I/We, <<*Name of the Member*>> being the Member(s) of Lendingkart Technologies Private Limited (“**Company**”), hereby give my/our [**assent/ dissent**]¹ on the Special Resolution for increasing the authorised share capital and altering the main object of memorandum of association of the Company.

Note:

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

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