

NOTICE

Notice is hereby given that the extraordinary general meeting no. 1/2022-23 of the members of Lendingkart Technologies Private Limited (the “**Company**”) is scheduled to be held on Wednesday, March 15, 2023 at 10:30 A.M. (IST), through two way audio-visual conferencing, to consider and transact the following businesses:

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 applicable provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), approval of the shareholders of the Company is hereby granted for increase in the number of employees stock options reserved under the existing Lendingkart Technologies Employee Stock Option Plan 2015 (“**ESOP 2015**”) from 12,975 (twelve thousand nine hundred seventy five) to 19,913 (nineteen thousand nine hundred thirteen). The board of directors (“**Board**”) be and are hereby authorized to create, offer and issue such additional employee stock options so as to increase the aggregate number of employee stock options to 19,913 (nineteen thousand nine hundred thirteen) exercisable into 19,913 (nineteen thousand nine hundred thirteen) equity shares of the Company of face value INR 10 (Indian Rupees Ten only) each, in accordance with the terms of ESOP 2015.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and are hereby severally authorized to make requisite amendments to ESOP 2015 to record the increased number of employee stock options reserved for grant to the employees of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and are hereby severally authorized 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 Resolution.”

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

“**RESOLVED THAT** pursuant to section 62(1)(b) of the Companies Act, 2013 read with rule 12(4)(a) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, approval of the shareholders of the Company is hereby granted to the Board of Directors (“**Board**”) to grant options, from time to time, not exceeding 12,154 (twelve thousand one hundred fifty four) to the employees of Lendingkart Finance Limited, subsidiary company of the Company, in terms of the Lendingkart Technologies Employee Stock Option Plan 2015.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and are hereby severally authorized 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 Resolution.”

By order of the Board
Lendingkart Technologies Private Limited

Kumudini Aggarwal
General Counsel & Company Secretary

Date: February 20, 2023
Place: Ahmedabad

NOTES:

1. In order to dispense with the requirement pertaining to the physical attendance of the members at the Extraordinary General Meeting due to prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated December 28, 2022 read with circulars dated May 5, 2022, April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 (collectively referred to as “**MCA Circulars**”) permitted convening the Extraordinary General Meeting (“**EGM**”/“**Meeting**”) through Video Conferencing (“**VC**”), 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. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Members attending the EGM through VC 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. 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 as **Annexure-1** and forms part of this Notice.
5. 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 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 EGM will be held through VC, 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 prior to the EGM, 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. **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)

[Lendingkart Technologies Meeting Joining Link](#)

Meeting ID: 478 866 946 353

Passcode: m6U8vD

- iii Notice of this Meeting will also be available on the website of the Company viz. 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:
Ms. Kumudini Aggarwal
General Counsel & Company Secretary
Email: [kumudini.aggarwal @lendingkart.com](mailto:kumudini.aggarwal@lendingkart.com)
Phone: +91 99103 22507

Annexure-1

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

For the benefit of the employees of the Company, it is proposed to increase the existing number of employees stock options reserved under the Lendingkart Technologies Employee Stock Option Plan 2015 (“**ESOP 2015**”), by 6,938 (six thousand nine hundred thirty eight) stock options, from 12,975 (twelve thousand nine hundred seventy five) to 19,913 (nineteen thousand nine hundred thirteen) employees stock options.

The amendment in relation to increase in the number of employees stock options reserved under ESOP 2015, is not prejudicial to the interests of stock option holders, and such amendment will be beneficial for the employees of the Company or its subsidiary company, who are eligible for grant of stock options under the ESOP 2015.

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 the 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**.

Item No. 2:

The Board of Directors of the Company propose to grant options from time to time, not exceeding 12,154 (twelve thousand one hundred fifty four) options, to the employees of Lendingkart Finance Limited, subsidiary company of the Company, under the Lendingkart Technologies Employee Stock Option Plan 2015 (“**ESOP 2015**”).

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 granting stock options to employees of subsidiary company.

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 the ESOP 2015.

In view of above, the board of directors recommend the passing of the resolution set out at Item No. 2 as an **Ordinary Resolution**.

By order of the Board
Lendingkart Technologies Private Limited

Kumudini Aggarwal
General Counsel & Company Secretary

Date: February 20, 2023
Place: Ahmedabad

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>> (Registered Folio No./ Client ID No.) being the Member of Lendingkart Technologies Private Limited (“**Company**”), holding ____ equity shares (on fully diluted basis) hereby give my/our [**assent/ dissent**]¹ on the Resolution for increase in the number of employees stock options reserved under the existing Lendingkart Technologies Employee Stock Option Plan 2015 (“**ESOP 2015**”) from 12,975 (twelve thousand nine hundred seventy five) to 19,913 (nineteen thousand nine hundred thirteen) and amendment of ESOP 2015

Item no. 2

I/We, <<Name of the Member>> (Registered Folio No./ Client ID No.) being the Member of Lendingkart Technologies Private Limited (“**Company**”), holding ____ equity shares (on fully diluted basis) hereby give my/our [**assent/ dissent**]¹ on the Resolution for approving grant of 12,154 (twelve thousand one hundred fifty four) employee stock options to employees of Lendingkart Finance Limited, subsidiary company of the Company.

Note:

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