

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 01/2025-26 of the members of Lendingkart Finance Limited (the “**Company**”) will be held on Monday, November 24, 2025, at 11:00 a.m. (IST), through Video Conferencing (“**VC**”)/ Other audio-visual means (“**OAVM**”), at shorter notice, to consider and transact the following items of business:

SPECIAL BUSINESS

1. To approve increase of the authorized share capital and alteration of capital clause of the memorandum of association of the Company.

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, 61 and 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 of the Company be and is hereby accorded, to increase the authorized share capital of the Company from:

INR 240,72,76,000/- (Indian Rupees Two Hundred and Forty Crore Seventy Two Lakh Seventy Six Thousand only) divided into:

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

to INR 1,050,72,76,000 (Indian Rupees One Thousand and Fifty Crore Seventy Two Lakh Seventy Six Thousand only) divided into:

- i. 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Indian Rupees Ten) each; and
- ii. 10,00,00,000 (Ten Crore) Series A Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees Hundred) 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:

“The Authorized Share Capital of the Company is INR 1,050,72,76,000 (Indian Rupees One Thousand and Fifty Crore Seventy Two Lakh Seventy Six Thousand only) divided into:

- i. 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Indian Rupees Ten) each; and
- ii. 10,00,00,000 (Ten Crore) Series A Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees Hundred) each.

RESOLVED FURTHER THAT Mr. Prashant Prakash Joshi, Managing Director & CEO and the Company Secretary of the Company be and are hereby severally authorized to sign and file all the necessary forms, including Form MGT-14 and Form SH-7 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 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.

RESOLVED FURTHER THAT Mr. Prashant Prakash Joshi, Managing Director & CEO and the Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

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

**Rochak Dhariwal
Company Secretary
ICSI Membership No.: A57383**

Place: Ahmedabad

Date: November 23, 2025

NOTES:

1. With reference to the Ministry of Corporate Affairs (“MCA”) 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”) and in terms of the provisions of the Companies Act, 2013 read with relevant rules made thereunder (“the Act”), this EGM is being held through VC/OAVM mode. In accordance with the Secretarial Standard-2 on General Meetings (“SS - 2”) 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.
2. The statement pursuant to the provisions of Section 102 of the Act and SS - 2, in respect of the special business as set out in Item No. 1 is annexed herewith as **Annexure - 1**.
3. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Voting rights will be reckoned on the paid-up value of the equity/compulsory convertible preference shares registered in the name of the Members on November 24, 2025 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company, as on the Cut-off date, will be entitled to cast their votes. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purposes.
5. A member entitled to physically 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 route map of the venue of the Meeting, Proxy Form and Attendance Slip are not annexed hereto. The resolutions in the meeting will be passed by show of hands, unless a poll is validly demanded during the meeting. The voting, in case of a poll, shall be done by sending an email to cs.compliance@lendingkart.com (“Designated E-mail Address”) in the format annexed hereto as **Annexure – 2** and forming part of this Notice.
6. 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.

LENDINGKART FINANCE LIMITED

CIN: U65910MH1996PLC258722

Registered Office: Office 3 Connekt, 401/B, 4th Floor, Silver Utopia, Cardinal Gracious Road, Andheri East, Mumbai Suburban - 400099, Maharashtra, India

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

7. Queries, if any, on the items specified in the Notice may be sent at the Designated E-mail Address at least seven days prior to the date of the EGM, so that relevant query may be replied by the Company suitably at the meeting.
8. The relevant documents referred to in the Notice will be available in electronic form for inspection by the Members during the EGM. 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 EGM between 10 a.m. to 12 p.m. 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 EGM to the Designated E-mail Address in terms of Section 113 of the Companies Act, 2013.
10. 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**.
11. **Instructions 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 link.

Meeting URL (Press Ctrl + Link)

[LFL - EGM | Meeting-Join | Microsoft Teams](#)

- iii Notice of this EGM will also be available on the website of the Company viz. <https://lendingkartfinance.com/general-meetings>.
- 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
Email: cs.compliance@lendingkart.com
Phone: +91 8560811207

LENDINGKART FINANCE LIMITED

CIN: U65910MH1996PLC258722

Registered Office: Office 3 Connekt, 401/B, 4th Floor, Silver Utopia, Cardinal Gracious Road, Andheri East, Mumbai Suburban - 400099, Maharashtra, India

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Annexure-1

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company is proposing to issue additional compulsorily convertible preference shares. It is therefore deemed appropriate to increase the authorized share capital of the Company to accommodate the additional 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. 1.

It is proposed to increase the authorized share capital from INR 240,72,76,000 (Indian Rupees Two Hundred Forty Crore Seventy Two Lakh and Seventy Six Thousand only) to INR 1,050,72,76,000 (Indian Rupees One Thousand and Fifty Crore Seventy Two Lakh Seventy Six Thousand only) by adding 8,10,00,000 (Eight Crore Ten Lakh) Series A Compulsory Convertible Preference Shares of face value INR 100/- (Indian Rupees One Hundred only) each to the existing authorized share capital.

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 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. 1 as a Special Resolution.

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

**Rochak Dhariwal
Company Secretary
ICSI Membership No.: A57383**

Place: Ahmedabad

Date: November 23, 2025

Annexure-2

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:

Registered office:

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No.	Item No.	No. of shares held by me	I assent to the Resolution	I dissent from the resolution
1.	1.			

Place:

Date:

(Signature of the shareholder)

Annexure-3

Consent by shareholders for shorter notice

[Pursuant to section 101(1) of the Companies Act, 2013]

To,
Lendingkart Finance Limited (“Company”),
Office 3 Connekt, 401/B, 4th Floor, Silver Utopia,
Cardinal Gracious Road, Andheri East, Sahargaon,
Mumbai, India, 400099

Dear Sirs,

I/We note that in terms of the notice of the Extraordinary General Meeting dated November 23, 2025 (“Notice”), the Company proposes to hold the Extraordinary General Meeting on Monday, November 24, 2025, 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 Monday, November 24, 2025, at a shorter notice.

Thank you.

Yours sincerely,

Name:

Date: