

NOTICE

Notice is hereby given that the 11th Annual General Meeting (“AGM”/ “Meeting”) of the members of Lendingkart Technologies Private Limited (the “Company”) will be held on Thursday, September 25, 2025, at 12:30 pm (IST), through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to consider and transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025 together with Reports of the Auditors and the Board of Directors thereon; and
 - b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 together with Report of the Auditors thereon.

SPECIAL BUSINESS:

2. Appointment of Mr. Thallapaka Rao Venkateswara (DIN: 05273533), as Non-Executive Independent Director of the Company for a period of 3 years.

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

“RESOLVED THAT pursuant to provisions of Section(s) 149, 150, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Thallapaka Rao Venkateswara (DIN: 05273533) who was appointed as an additional non-executive Independent Director of the Company with effect from the March 27, 2025, and has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act, and rules made thereunder, be and is hereby appointed as a non-executive Independent Director of the Company to hold office for a term of 3 (three) years with effect from March 27, 2025, and who shall be not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

3. Appointment of Mr. Prashant Prakash Joshi, having DIN: 06400863 as a Director of the Company.

To consider and if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 further read with rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, and the Articles of Association of the Company, Mr. Prashant Prakash Joshi, who was appointed as an Additional Director by the Board of Directors of the Company with effect from July 24, 2025, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this general meeting, be and is hereby appointed as a Director on the Board of the Company effective from July 24, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or its Committee(s) thereof or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By order of the Board of Directors
Lendingkart Technologies Private Limited

Kumudini

Kumudini Aggarwal
General Counsel & Company Secretary
ICSI Membership No.: A19536



Date: September 2, 2025
Place: Ahmedabad

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 9/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular no. 10 /2022 dated December 28, 2022, and General Circular No. 20 /2020 dated May 5, 2020 (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”) allowed the companies to hold Annual General Meetings (“AGM”) through VC or OAVM. Accordingly, this AGM 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
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. 2 is annexed herewith as **Annexure-1**.
3. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In accordance with the MCA Circulars, the Notice of AGM along with the Annual Report of the Company for the FY2024-25 are being sent only through electronic mode to those members who have registered their email addresses with the Company/their respective depository participant (“DP”). Accordingly, no physical copy of the said Notice and the Annual Report of the Company for the FY2024-25 will be sent to the Members who have not registered their e-mail addresses with the Company/DP. The Members will be entitled to a physical copy of the Annual Report of the Company for the FY2024-25, free of cost, upon sending a request to the Company. Members may note that the Annual Report is also available on the website of the Company at <https://www.lendingkart.com/regulatory/>.
5. 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 September 19, 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.
6. 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 AGM 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 AGM 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.

7. 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 AGM.
8. Queries, if any, on the items specified in the Notice, Annual Report and operations of the Company, may be sent at the Designated E-mail Address at least seven days prior to the date of the AGM, so that relevant query may be replied by the Company suitably at the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available in electronic form for inspection by the Members during the AGM. 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 AGM and during the course of the AGM. Members seeking to inspect such documents can send an email to the Designated E-mail Address.
10. 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 AGM to the Designated E-mail Address in terms of Section 113 of the Companies Act, 2013.
11. **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)

[11th Annual General Meeting - Lendingkart Technologies Private Limited | Meeting-Join | Microsoft Teams](#)

- iii Notice of this AGM will also be available on the website of the Company viz. <https://www.lendingkart.com/regulatory/>.

- 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: cs.compliance@lendingkart.com
Phone: +91 9910322507

Annexure – 1

Statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Item No. 2:

Appointment of Mr. Thallapaka Rao Venkateswara (DIN: 05273533), as Non-Executive Independent Director of the Company for a period of 3 years.

The Board of Directors of the Company on 27th March, 2025 appointed Mr. Thallapaka Rao Venkateswara (DIN: 05273533), in the capacity of additional non-executive independent director to the Board of the Company, for a term of 3 (three) years in accordance with the provisions of Section 149, 150, 152, 161 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company. Mr. Thallapaka Rao Venkateswara holds office up to the date of this annual general meeting of the Company, unless appointed as a non-executive Independent Director at the annual general meeting.

Mr. Thallapaka Rao Venkateswara is not disqualified from being appointed as the non-executive Independent Director of the Company and fulfils the conditions specified under Sections 164 and 149(6) of the Companies Act, 2013 for such appointment and has consented to act as the Director of the Company.

The details/information pursuant to Secretarial Standard-2 with respect to appointment of director is detailed below:

Particulars	Details
Name of the Director	Mr. Thallapaka Rao Venkateswara
Director Identification Number	05273533
Date of birth/Age	July 01, 1952, 72 years
Date of first appointment on the Board	March 27, 2025
Profile of director (to include age and qualification of the director)	Mr. Thallapaka Rao Venkateswara, aged 72 years, holds following qualifications: Qualifications: <ul style="list-style-type: none">• Graduate in Commerce, S.V. University, Tirupati (A.P)• CAIIB (Indian Institute of Bankers, Mumbai)• PhD.
Experience	Mr. T.V Rao has over 45 years' experience in Banking, Foreign Trade and Housing Finance Sectors with specialization in Management of Treasury, Investment and Corporate Finance Operations,

Particulars	Details
	<p>Securitization and Structured Finance, product development (Reverse Mortgage etc.), Training, Research, Capacity Building and Regulation and Supervision of Housing Finance Institutions. He is director on the boards of corporates in NBFC, HFC, Insurance and Manufacturing sectors.</p> <p>Mr. Rao has been the Faculty in several Training Programmes and Symposia on Treasury and Investments, MBS organized by NHB and other renowned Research and Training Institutions in India. He has also been a distinguished speaker in various universities and autonomous educational institutions. He has headed the Treasuries of National Housing Bank, SIDBI and India Exim Bank</p>
Terms and conditions of appointment	Appointed as a non-executive independent director of the Company to hold office for a term of 3 (three) years with effect from March 27, 2025
Remuneration details	Apart from the sitting fees for attending the meeting of the Board of Directors, no other remuneration is being paid to Mr. Thallapaka Rao Venkateswara
Justification for choosing the appointee for appointment as Independent Director	The Board based on the experience and expertise of Mr. Thallapaka Rao Venkateswara is of the opinion that Mr. Rao has the requisite qualification to continue to act as the Director.
Chairmanships/Directorships of other companies (excluding Foreign Companies and Section 8 Companies)	<p>Mr. Thallapaka Rao Venkateswara holds directorship in following companies:</p> <ol style="list-style-type: none"> 1. Lendingkart Finance Limited - Chairman 2. BGSE Financials Limited 3. Easy Home Finance Limited 4. STCI Primary Dealer Limited - Chairman 5. Mitcon Credentia Trusteeship Services Limited - Chairman 6. West End Investment and Finance Consultancy Private Limited 7. Cupid Limited 8. Alkali Metals Limited

Particulars	Details	
	9. Indian Immunologicals Limited.	
Chairmanships/Memberships Committees of other Companies	Company Name	Committee Details
	Lendingkart Finance Limited	Audit Committee - Chairman CSR Committee - Chairman Stakeholder Relationship Committee - Chairman Nomination and Remuneration - Member Risk Oversight Committee - Member
	Easy Home Finance Limited	Audit Committee - Chairman IT Strategy Committee - Chairman Risk Management Committee - Member
	STCI Primary Dealer Limited	Risk Management Committee - Member IT Strategy Committee - Chairman Audit Committee - Member Nomination and Remuneration Committee - Member
	Mitcon Credentia Trusteeship Services Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	West End Investment and Finance	Audit Committee - Member

Particulars	Details	
	Consultancy Private Limited	Nomination and Remuneration Committee – Chairman CSR Committee – Member
	Cupid Limited	Audit Committee – Member Nomination and Remuneration Committee – Member
	Alkali Metals Limited	Audit Committee – Member Stakeholder Relationship Committee – Member Nomination and Remuneration Committee – Member CSR Committee – Member
	Indian Immunologicals Limited	Audit Committee – Chairman
Remuneration last drawn in the Company	Apart from sitting fees, Mr. Thallapaka Rao Venkateswara was not paid any remuneration.	
Shareholding in the company	NIL	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None.	
Number of meetings of the Board attended during the year ended March 31, 2025	1	
Number of meetings of the Board attended during the period from April 1, 2025 till date	4 (Four)	

The Board of Directors recommend the resolution given in the Notice at item no. 2, for approval of the Members of the Company as a Special Resolution.

Except Mr. Thallapaka Rao Venkateswara being the appointee or his respective relatives, none of the other directors, key managerial personnel or their relatives are concerned or interested, financially or otherwise in the said Resolution.

Item No. 3:

Appointment of Mr. Prashant Prakash Joshi, having DIN: 06400863 as a Director of the Company

The Board based on the recommendation of the Nomination and Remuneration Committee (“NRC”) appointed Mr. Prashant Prakash Joshi as the Chief Executive Officer with effect from April 1, 2025.

Thereafter, the Board of Directors, on the recommendation of the NRC, appointed Mr. Prashant Prakash Joshi (DIN: 06400863) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013, effective from July 24, 2025. In terms of Section 161, Mr. Joshi holds office as an Additional Director up to the date of this Annual General Meeting. It is proposed to regularize his appointment as a Director of the Company.

The Company has received his consent to act as director and declaration that he is not disqualified from being appointed as a director of the Company.

Furthermore, the Board of Directors has also appointed Mr. Joshi as the Managing Director, designated as Managing Director & CEO (Key Managerial Personnel), for a period of 3 (Three) years effective from July 24, 2025.

As the Company is a Private Limited Company, it is exempt from the provisions of Section 196(4) of the Companies Act, 2013. Therefore, the appointment and remuneration of the Managing Director & CEO, as approved by the Board, do not require the approval of the shareholders. The details regarding his appointment as Managing Director & CEO are provided below for the information of the members as required under the Act and Secretarial Standards.

Other relevant details of Mr. Joshi as prescribed under the Companies Act, 2013 and applicable Secretarial Standard for appointment of the Director, as on date of this Notice is given hereunder:

Particulars	Details
Name of the Director	Mr. Prashant Prakash Joshi
Director Identification Number	06400863
Date of birth/Age	June 5, 1971, 54 years
Date of first appointment on the Board	July 24, 2025

Particulars	Details
Qualification	PGDM-Finance, Grad CWA, Bachelor of Commerce and Advanced General Management Program
Profile of the Director and Experience	<p>Mr. Joshi has worked in Indian Banking and Financial Services sector for 32 years with experience across Corporate Banking, Retail Banking and SME Banking. Mr. Joshi had been involved in crafting turnaround of businesses with his skills in business management, P&L management and domain knowledge at Standard Chartered Bank for its SME Banking business as well as at Deutsche Bank for its retail banking business. He has worked on acquisition of banks (amalgamation of Lakshmi Vilas Bank with DBS Bank India Limited) as well as acquisition of businesses (acquisition of Commercial Vehicles business of IIFL Finance Limited). He has also led divestiture of businesses (sale of credit card business at Deutsche Bank). He has also been involved in capital raising exercises - rights issue at IDBI Bank, Initial Public Offering at IndoStar Capital Finance Ltd. (IndoStar Capital) and private equity capital raise from Brookfield partners at IndoStar Capital. He has also worked on implementing new technology platforms across institutions.</p>
Terms and conditions of appointment	<p>As a director (subject to the proposed Resolution): To be appointed as a Director on the Board of the Company.</p> <p>As Managing Director & CEO (for disclosure purposes only): Appointed as the Managing Director & CEO of the Company for a period of 3 (Three) years effective from July 24, 2025.</p>
Remuneration details	<p>Remuneration as Managing Director & CEO of the Company will be paid as per the terms agreed between the Company and Mr. Prashant Prakash Joshi, as approved by the Board.</p> <p>Mr. Joshi will not draw any separate remuneration (such as sitting fees) in his capacity as a director apart from what he is eligible to draw as Managing Director & CEO of the Company.</p>
Chairmanship/ Directorships of other companies (<i>Indian Companies only</i>)	<p>Directorship in other companies Lendingkart Finance Limited Lendingkart Account Aggregator Private Limited</p>

Particulars	Details	
Chairmanships/Memberships of Committees of other companies <i>(Indian Companies only)</i>	Company Name	Committee Details
	Lendingkart Finance Limited	Corporate Social Responsibility Committee - Member Risk Oversight Committee - Member IT Strategy Committee - Member Stakeholders Relationship Committee - Member Wilful Default Review Committee - Chairman
Remuneration last drawn in the Company	Mr. Joshi was appointed as CEO and subsequently as Managing Director & CEO, with no change in remuneration.	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	
Number of meetings of the Board attended during the period from April 01, 2025 till date	1 (August 13, 2025) Further, Mr. Joshi attended the following meetings: - May 14, 2025 (in the capacity of CEO) - May 29, 2025 (in the capacity of CEO) - July 24, 2025 (Director Designate)	

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company as the **Ordinary Resolution**.

None of the directors, Key Managerial Personnel of the Company and their relatives other than Mr. Prashant Prakash Joshi are concerned or interested, financially or otherwise, in the passing of this resolution set out in Item no. 3 of the Notice.

Date: September 2, 2025
Place: Ahmedabad

By order of the Board of Directors
Lendingkart Technologies Private Limited


Kumudini Aggarwal
General Counsel & Company Secretary
ICSI Membership No.: A19536



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 Ordinary/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 Resolutions	I dissent from the resolutions
1.	1.			
2.	2.			
3.	3.			

Place:

Date:

(Signature of the shareholder)