

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 2/2025-26 of the members of Lendingkart Technologies Private Limited (the “**Company**”) will be held on Friday, February 20, 2026, at 11:30 a.m. IST through Video Conferencing (“**VC**”)/ Other audio-visual means (“**OAVM**”), to consider and transact the following items of business:

SPECIAL BUSINESS:

- To approve the issuance of equity shares of face value INR 10 (Indian Rupees Ten) each on a private placement basis.**

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 provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all applicable rules, regulations, as amended, the articles of association of the Company, the approval of the members be and is hereby accorded for offering and issuing by way of private placement to Grand Anicut Fund 2, up to 494 (four hundred ninety four) equity shares of face value of INR 10 (Indian Rupees Ten) each and share subscription price of INR 9,207.4 (Indian Rupees Nine Thousand Two Hundred Seven and Forty Paise Only) each (“**Offer**”) in the manner as recorded below.

RESOLVED FURTHER THAT the Offer shall be made as follows:

Sl. No.	Offeree	Number of Equity Shares offered	Per Share price	Total Subscription Amounts (INR)
1.	Grand Anicut Fund 2	494	9,207.4	45,48,455.6
	Total	494		45,48,455.6

RESOLVED FURTHER THAT the equity shares shall rank *pari-passu* with other fully paid-up equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Prashant Prakash Joshi, Managing Director & CEO and Ms. Kumudini Aggarwal, General Counsel & Company Secretary are hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things

as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient, to the issue or allotment of the equity shares under the Offer and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of equity shares, the utilization of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT Mr. Prashant Prakash Joshi, Managing Director & CEO and Ms. Kumudini Aggarwal, General Counsel & Company Secretary be and are hereby severally authorized on behalf of the Company to take all actions and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit.

RESOLVED FURTHER THAT Mr. Prashant Prakash Joshi, Managing Director & CEO of the Company, and Ms. Kumudini Aggarwal, General Counsel and Company Secretary of the Company, 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 the purpose of the Offer and to submit all documents to the concerned authorities with respect to the same and all prior delegations in this regard are hereby ratified, approved and adopted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any of directors or officer(s) of the Company to give effect to the aforesaid resolution.”

2. To approve the issuance of draft private placement offer letter in Form PAS-4.

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

“**RESOLVED THAT** the draft private placement offer letters in Form PAS – 4 along with the draft share application forms, which shall be serially numbered upon issuance (“Offer Letter”), as required under the provisions of Sections 42(3) and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, for the offering and issuing of up to 494 (Four Hundred Ninety Four) Equity shares of face value of INR 10 (Indian Rupees Ten) each to Grand Anicut Fund 2, by way of private placement, as presented before the members of the Company.

RESOLVED FURTHER THAT Mr. Prashant Prakash Joshi, Managing Director & CEO and Ms. Kumudini Aggarwal, General Counsel & Company Secretary, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Offer Letters relating to the proposed Offer, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.

RESOLVED FURTHER THAT Mr. Prashant Prakash Joshi, Managing Director & CEO and Ms. Kumudini Aggarwal, General Counsel & 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 the purpose of offering the equity shares to the offeree(s) in the manner specified above and to give effect to the above mentioned resolutions, and to submit all documents to the concerned authorities with respect to the same.”

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

**Place: Ahmedabad
Date: January 29, 2026**

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

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**”) and in terms of the Companies Act, 2013 read with relevant rules made thereunder (“**the Act**”) allowed the companies to hold General Meetings through VC or OAVM. Accordingly, this Extraordinary General Meeting (“**EGM**”/ “**Meeting**”) 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.
- (b) Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (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 route map of the venue of the meeting, the Proxy Form and Attendance Slip are not annexed hereto.
- (e) An explanatory statement pursuant to Section 102(1) of the Act and SS-2 relating to the Special Business to be transacted at the meeting is annexed hereto **Annexure-1** and forms part of this Notice.
- (f) 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 February 13, 2026 (“Cut-off date”). A person who is not a Member of the Company as on the cut-off date should treat this Notice solely for information purposes.
- (g) 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 jitendra.m@jmassociates.in in the format annexed hereto as **Annexure-2** and forming part of this Notice.
- (h) In case of joint holders, the Member whose name appears higher in the order of name as per the Register of Members of the Company, will be entitled to vote at the meeting.
- (i) Queries, if any, on the items specified in the Notice may please be sent to cs.compliance@lendingkart.com (“**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.

- (j) 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.
- (k) 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.

(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)

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

- (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:

Ms. Kumudini Aggarwal
General Counsel & Company Secretary
Email: cs.compliance@lendingkart.com
Phone: +91 99103 22507

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. 1:

The Company had offered up to 9,04,160 Equity Shares for an aggregate subscription amount (face value plus premium) of up to INR 850,00,08,160 (Indian Rupees Eight Hundred Fifty Crore Eight Thousand One Hundred Sixty only) by way of preferential issuance under the Companies Act, 2013 (as amended and modified from time to time) to its existing shareholders (other than the Lendingkart Employees Welfare Trust), as approved by the board of directors of the Company on October 13, 2025 and by the shareholders of the Company on November 6, 2025 (“**Issuance**”). Shareholders may refer to point 1 in Item No. 2 in the explanatory statement of the notice dated October 14, 2025 for the extra-ordinary general meeting held on November 6, 2025, wherein the Company had intimated that anti-dilution benefit will be given to existing shareholders in accordance with the Series E shareholders’ agreement dated October 18, 2024 (“**SHA**”) including by way of issuance of Equity Shares.

Pursuant to Clause 4.2 read with Schedule VII of the SHA, Article 118.2 of the articles of association of the Company (“**Articles**”) and the terms of the Preference Shares (as defined in the SHA), the relevant holders of Preference Shares who were entitled to anti-dilution adjustments were informed of the adjustment to the conversion ratio of such Preference Shares and the updated adjustment factors via emails dated November 21, 2025 and November 29, 2025. The equity shareholders, who had been eligible to anti-dilution adjustments in terms of the provisions of the SHA, were informed about their entitlement to subscribe equity shares at the lowest permissible price.

In response to such intimation, Grand Anicut Fund 2, has expressed its intention to subscribe, to its full entitlement to the equity shares i.e. 494 equity shares at the lowest price permissible under the applicable law i.e. INR 9,207.4, being the value determined by PwC Business Consulting Services LLP, the registered valuer, in terms of the report dated October 08, 2025.

Accordingly, it is proposed to issue 494 equity shares to Grand Anicut Fund 2. In connection thereto, relevant details are provided hereunder:

1. Size of the proposed issue:

Number of Shares to be issued	Type of Shares	Nature of Shares	Nominal value of shares	Premium per security	Total amount sought to be raised
494	Equity	Equity	INR 10	INR 9,197.4	INR 45,48,455.6

2. The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible.

Not Applicable

3. The object of the issue:

To give effect to the benefit of anti-dilution protection right available to Grand Anicut Fund 2 under the terms of the SHA and Articles.

4. The manner of issue and the date of passing of the Board resolution:

The Offer is proposed to be made by way of private placement in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

Date of the Board resolution: January 29, 2026.

5. The price at which shares are proposed to be offered and allotted:

Each Equity Share is being offered at a per share subscription price of INR 9,207.4 (Indian Rupees Nine Thousand Two Hundred Seven and Forty Paise Only).

6. Basis on which the Issue Price has been arrived and name and address of the valuer who performed valuation:

The issue price of the equity shares has been arrived at after considering the valuation reports obtained from the following valuers:

- Registered Valuer:
Name: PwC Business Consulting Services LLP
IBBI Registration Number: IBBI/RV-E/02/2022/158
Address: 11-A Vishnu Digamber Marg, Sucheta Bhavan, Gate No. 2, New Delhi, 110 002.

- Practicing Chartered Accountant:
Name: R V Shah & Associates
IBBI Registration No.: IBBI/RV/06/2018/10240
Address: 702, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai – 400 097

7. Relevant date with reference to which the price has been arrived at:

August 31, 2025

8. Terms of issue of the Shares:

The equity shares shall rank *pari-passu* with other fully paid-up equity shares.

9. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

Not Applicable

10. The manner and modes of redemption:

Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The offer for the issuance of the Equity Shares is being made to an existing shareholder, i.e., Grand Anicut Fund 2.

12. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the promoters, directors and/or key managerial persons are being offered any Equity Shares in the Offer.

13. Offer Period and proposed time within which the allotment shall be completed:

The Offer for issue of the Equity Shares will be valid for a period of 5 (five) days from the date of issue of the offer letter, within which period such Offeree may submit its acceptance of the Equity Shares to which it is entitled (or a part thereof), along with the following:

- a) a signed copy of the completed application form in Part B of the private placement offer letter in Form PAS-4; and
- b) subscription funds,

failing which the Offer will be deemed to have been rejected by such Offeree.

The Offeree will be issued and allotted the Equity Shares in accordance with the timelines and procedures mentioned in the offer letter.

The Board may, at its discretion, issue Equity Shares to the Offeree on completion of the aforesaid actions before the expiry of 5 (five) days from the date of issue of the offer letter.

14. The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them on a fully diluted basis:

Name of the allottee	No. of Shares proposed to be allotted	Price per Share (INR)	Nominal value per Share (INR)	Percentage of holding on fully diluted basis (post preferential allotment)
Grand Anicut Fund 2	494	9207.4	10	0.73%

15. The change in control, if any, in the company that would occur consequent to the preferential offer:

Nil

16. The number of persons to whom allotment on preferential basis have already been made during the financial year, in terms of number of securities as well as price:

Name of the allottee	Nature of Allotment	No. of Securities	Issue Price	Total amount paid-up at the time of allotment
Innoven Capital India Fund	Issuance of Debentures through Private Placement	5,000 Unlisted, secured, unrated redeemable, non-convertible Debentures	INR 1,00,000 per Debenture	INR 50,00,00,000 (Indian Rupees Fifty Crore)

Name of the allottee	Nature of Allotment	No. of Securities	Issue Price	Total amount paid-up at the time of allotment
		(Tranche 1 Debentures)		
Sundaram Alternates - Emerging Corporate Credit Opportunities Fund - Series I and Sundaram Alternates - Performing Credit Opportunities Fund- Series 1	Issuance of Debentures through Private Placement	4,000 Unlisted, secured, unrated redeemable, non-convertible Debentures (Series A Debentures)	INR 1,00,000 per Debenture	INR 40,00,00,000 (Indian Rupees Forty Crore)
Sundaram Alternates - Emerging Corporate Credit Opportunities Fund - Series I and Sundaram Alternates - Performing Credit Opportunities Fund- Series 1	Issuance of Debentures through Private Placement	8,000 Unlisted, secured, unrated redeemable, non-convertible Debentures (Series B Debentures)	INR 1,00,000 per Debenture	INR 80,00,00,000 (Indian Rupees Eighty Crore)
Innoven Capital India Fund	Issuance of Debentures through Private Placement	5,000 Unlisted, secured, unrated redeemable, non-convertible Debentures (Tranche 2 Debentures)	INR 1,00,000 per Debenture	INR 50,00,00,000 (Indian Rupees Fifty Crore)
Fullerton	Issuance of CCPS	5,43,144	INR 9,401	INR

LENDINGKART TECHNOLOGIES PRIVATE LIMITED

CIN: U72900GJ2014PTC081539

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

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

Name of the allottee	Nature of Allotment	No. of Securities	Issue Price	Total amount paid-up at the time of allotment
Financial Private Limited	through Private Placement	Series F CCPS	per CCPS	5,10,60,96,744 (Indian Rupees Five Hundred Ten Crore Sixty Lakh Ninety Six Thousand Seven Hundred Forty Four)
Grand Anicut Fund 2	Issuance of CCPS through Private Placement	4,948 Series F CCPS	INR 9,401 per CCPS	INR 4,65,16,148 (Indian Rupees Four Crore Sixty Five Lakh Sixteen Thousand One Hundred Forty Eight)
Ashvin Chadha	Issuance of CCPS through Private Placement	647 Series F CCPS	INR 9,401 per CCPS	INR 60,82,447 (Indian Rupees Sixty Lakh Eighty Two Thousand Four Hundred Forty Seven)
A.R. Chadha & Co. (India) Private Limited	Issuance of CCPS through Private Placement	2,480 Series F CCPS	INR 9,401 per CCPS	INR 2,33,14,480 (Indian Rupees Two Crore Thirty Three Lakh Fourteen Thousand Four)

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

Name of the allottee	Nature of Allotment	No. of Securities	Issue Price	Total amount paid-up at the time of allotment
				Hundred Eighty)

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

No allotment under the Offer is being made for consideration other than cash.

18. Price pursuant to conversion as per Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014

Not applicable.

19. The expected dilution in equity share capital upon conversion of preference shares:

As per the table given in serial no. 20 below.

20. Shareholding pattern of the Company:

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held (on a fully diluted basis)	% of shareholding (on a fully diluted basis)	No. of shares held (on a fully diluted basis)	% of shareholding (on a fully diluted basis)
A	Promoters' holding:				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total				
2	Foreign Promoters	8,59,034	76.78%	8,59,034	76.75%
	Sub Total (A)	8,59,034	76.78%	8,59,034	76.75%
B	Non-Promoters' holding:				

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held (on a fully diluted basis)	% of shareholding (on a fully diluted basis)	No. of shares held (on a fully diluted basis)	% of shareholding (on a fully diluted basis)
1	Institutional Investors	1,56,265	13.97%	1,56,759	14%
2	Non-Institution:				
	Private Corporate Bodies	4,930	0.44%	4,930	0.44%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	ESOPs and Lendingkart Employee Welfare Trust	40,101	3.58%	40,101	3.58%
	Others (Including NRIs)	58,510	5.23%	58,510	5.23%
	Sub Total(B)	2,59,806	23.22%	2,60,300	23.25%
	Total	11,18,840	100%	11,19,334	100%

Notes:

1. Assumed all the partly paid up shares are fully paid up (Series C3 Preference Shares, Series D3 Preference Shares, Series D5 Preference Shares, and Series E1 Preference Shares are partly paid up).

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

In view of above, the board of directors recommend the passing of the resolution set out at Item No. 1 as a **Special Resolution**.

Item No. 2:

The Company proposes to issue up to 494 equity shares of face value of INR 10 (Indian Rupees Ten) each and thereby raise up to INR 45,48,455.6 (Indian Rupees Forty Five Lakh Forty Eight Thousand Four Hundred Fifty Five and Sixty Paise only), by offering the equity shares by way of private placement to Grand Anicut Fund 2 through an offer letter in Form PAS-4 (“Offer Letter”).

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for approving the terms of the Offer Letter by way of a special resolution.

The draft of the Offer Letter along with application form are being circulated along with this Notice to all the shareholders of the Company.

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

In view of 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 of Directors
Lendingkart Technologies Private Limited

Place: Ahmedabad
Date: January 29, 2026

Name: Kumudini Aggarwal
Designation: 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 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 on a fully diluted basis	Partly Paid-up/Fully Paid-up	I assent to the Resolutions	I dissent from the resolutions
1.	1.				
2.	2.				
3.	3.				

Place:

Date:

(Signature of the shareholder)

Note: Please strikethrough the option wherever required and e-mail your poll at jitendra.m@jmassociates.in