

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 2/2020-21 of the members of Lendingkart Finance Limited (the “**Company**”) is scheduled to be held at a shorter notice on Saturday, 30th May, 2020 at 1:00 p.m., at A-93, May Fair, Opp. IOC Petrol Pump, Ahmedabad-Vejalpur, 380051, 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 modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** the draft of the amended and restated set of regulations in the articles of association of the Company (“**Restated Articles**”) incorporating the terms of Second Amendment and Supplementary Agreement dated 15th May, 2020 to the shareholders’ agreement dated 30th July, 2019, entered into amongst Lendingkart Technologies Private Limited (holding company of the Company), Bertelsmann Nederland B.V., Raichand Lunia, Harshvardhan Lunia, Saama Capital III Ltd., Mayfield India II, Ltd., India Quotient Investment Trust, IndiaQuotient 2 (a scheme of India Quotient Investment Trust), IQ Alpha III (a scheme of SEBI registered category I AIF - VCF, IQ Startup Fund), Darrin Capital Management, Ashish Goenka, Ashvin Chadha, AR Chadha & Co. (India) Private Limited, Rhythm Ventures Limited, Sandip Chintawar, Shailesh Mehta, UTPL Corporate Trustees Private Limited (Trustee of Grand Anicut Trust- I), Sistema Asia Fund Pte. Ltd., SACAP India Private Limited (acting as investment manager to Sistema Asia Fund India Ventures), Fullerton Financial Private Limited, Alteria Capital India Fund-I and IQ Opportunities Fund (a scheme of SEBI registered category I AIF-VCF, IQ Startup Fund), placed before the shareholders, be and is hereby approved. Pursuant to the applicable provisions of the Companies Act, 2013, including Sections 14 of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval is hereby accorded to repeal and substitute the existing set of regulations in the articles of association of the Company with the Restated Articles.

RESOLVED FURTHER THAT any of the directors and Mr. Umesh Navani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies (“**ROC**”), and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the ROC or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.”

For Lendingkart Finance Limited

Place: Ahmedabad
Date: 29th May, 2020

Sd/-
Umesh Navani
Company Secretary & Compliance Officer

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 <umessh.navani@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 member(s) 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/424386142?src=join_info

Meeting ID:
424 386 142
 - 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:
Mr. Umesh Navani
Company Secretary
Email: umesh.navani@lendingkart.com
Phone: +91 83471 12207

Annexure A

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

In order to incorporate the terms of the Second Amendment and Supplementary Agreement dated 15th May, 2020 to the shareholders' agreement dated 30th July, 2019, entered into amongst Lendingkart Technologies Private Limited (holding company of the Company), Bertelsmann Nederland B.V., Raichand Lunia, Harshvardhan Lunia, Saama Capital III Ltd., Mayfield India II, Ltd., India Quotient Investment Trust, IndiaQuotient 2 (a scheme of India Quotient Investment Trust), IQ Alpha III (a scheme of SEBI registered category I AIF - VCF, IQ Startup Fund), Darrin Capital Management, Ashish Goenka, Ashvin Chadha, AR Chadha & Co. (India) Private Limited, Rhythm Ventures Limited, Sandip Chintawar, Shailesh Mehta, UTPL Corporate Trustees Private Limited (Trustee of Grand Anicut Trust- I), Sistema Asia Fund Pte. Ltd., SACAP India Private Limited (acting as investment manager to Sistema Asia Fund India Ventures), Fullerton Financial Private Limited, Alteria Capital India Fund-I and IQ Opportunities Fund (a scheme of SEBI registered category I AIF-VCF, IQ Startup Fund), the existing set of regulations in the articles of association of the Company (“**Articles**”) are required to be amended and the restated Articles, are required to be adopted in substitution of the existing Articles, with immediate effect.

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 alteration of its Articles by way of special resolution.

A copy of the draft of the new set of Articles would be available for inspection for the members at the website of the Company <https://www.lendingkartfinance.com/> till the date of extraordinary general meeting.

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

In view of above, the Board of Directors of the Company recommend passing of special resolution for the matter set out at Item No. 1.

For Lendingkart Finance Limited

Place: Ahmedabad
Date: 29th May, 2020

Sd/-
Umesh Navani
Company Secretary & Compliance Officer

Annexure B

Subject: Voting on Item 1 – EGM dated 30th May, 2020 – Lendingkart Finance Limited.

I/We, <<Name of the Member>> being the Member(s) of Lendingkart Finance Limited (“**Company**”), hereby give my/our [**assent/ dissent**]¹ on the Special Resolution for amending and restating the articles of association of the Company.

Note:

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