

NOTICE

NOTICE is hereby given that the extraordinary general meeting no. 1/2020-21 of the members of Lendingkart Finance Limited (the “**Company**”) is scheduled to be held at a shorter notice on Tuesday, 28th April, 2020 at 6:00 p.m. at A/93 -May Fair, Opp. Ashwamegh - 1, Opp. IOC Petrol Pump, 132 FT. Ring Road, Vejalpur, Ahmedabad 380 051, Gujarat 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 modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 13, Section 61 and Section 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 be and is hereby accorded to increase the authorized share capital of the Company from INR 44,54,75,000 (Rupees Forty Four Crore Fifty Four Lakh Seventy Five Thousand only) divided into 4,45,47,500 (Four Crore Forty Five Lakh Forty Seven Thousand Five Hundred) equity shares of INR 10/- (Rupees Ten only) each to INR 50,72,76,000 (Rupees Fifty Crore Seventy Two Lakh Seventy six Thousand only) divided into 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby amended by substitution of the figures and words as follows:

“V. The Authorized Share Capital of the Company is INR 50,72,76,000 (Rupees Fifty Crore Seventy Two Lakh Seventy six Thousand only) divided into 5,07,27,600 (Five Crore Seven Lakh Twenty Seven Thousand Six Hundred) equity shares of INR 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT the Directors of the Company 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 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.”

For Lendingkart Finance Limited

Place: Ahmedabad
Date: 27th April, 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 <umesh.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 members 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/204226432?src=join_info

Meeting ID

204 226 432

- 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:

The Company, in order to meet its growth objectives and to strengthen its financial position, is contemplating generation of long-term resources by issuing equity shares. It is therefore proposed to increase the authorized share capital of the Company to accommodate the issuance of the equity shares and for that purpose, the memorandum of association of the Company is proposed to be suitably altered as set out at Item No. 1.

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 member(s) for increasing 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 of the Company or their relatives is in any way, concerned or interested in the resolution. A copy of draft altered memorandum of association of the Company 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.

In view of above, the Board of Directors seek consent of the shareholders of the Company by way of an Ordinary Resolution for the matter set out at Item No. 1.

For Lendingkart Finance Limited

Place: Ahmedabad
Date: 27th April, 2020

Sd/-
Umesh Navani
Company Secretary & Compliance Officer

Annexure B

Subject: Voting on Item 1 – EGM dated - 28th April, 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 Ordinary Resolution for increasing the authorised share capital and altering the main object of memorandum of association of the Company.

Note:

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