

**MINUTES OF EXTRAORDINARY GENERAL MEETING NO. 2/2020-21 OF THE MEMBERS OF LENDINGKART FINANCE LIMITED HELD ON SATURDAY, 30<sup>TH</sup> MAY, 2020 AT 01:00 P.M. AT A/93 - MAY FAIR, OPP. ASHWAMEGH - 1, OPP. IOC PETROL PUMP, 132 FT. RING ROAD, VEJALPUR, AHMEDABAD 380051, GUJARAT WITH AUDIO-VISUAL FACILITIES IN ACCORDANCE WITH THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS DATED 8<sup>TH</sup> APRIL, 2020 AND 13<sup>TH</sup> APRIL, 2020.**

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**PRESENT**

Mr. Harshvardhan Lunia	Chairman & Managing Director and Nominee of Lendingkart Technologies Private Limited
Mr. T.V. Rao	Independent Director (attended through video conference from Bengaluru)
Mr. Raichand Lunia	Non-executive Director & Nominee of Lendingkart Technologies Private Limited
Ms. Savitridevi Lunia	Nominee of Lendingkart Technologies Private Limited
Ms. Varsha Lunia	Nominee of Lendingkart Technologies Private Limited
Ms. Kumudini Aggarwal	Authorised Representative of Lendingkart Technologies Private Limited (attended through video conference from Ahmedabad)

**IN ATTENDANCE**

Mr. Umesh Navani	Company Secretary & Compliance Officer (attended through video conference from Ahmedabad)
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Mr. Harshvardhan Lunia, Chairman & Managing Director took the Chair. The meeting was commenced at 1:00 p.m.

5 (Five) Members attended the meeting through video conference from Ahmedabad (including authorized representative). The requisite quorum for the meeting was present.

M/s S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors were exempted by the Company from attending the meeting.

The notice convening the meeting, was taken as read with the permission of the Members.

The Chairman confirmed that all efforts feasible under the circumstances have been made to her satisfaction to enable members to participate and vote on items being considered in this meeting and that the Company has complied with the recent MCA circular no. 14/2020 and 17/2020 dated 08<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively on convening Extraordinary General Meeting through video conference and other audio video means.

The meeting was proceeded to take up the business as stated in the notice.

**Item No. 1 Considered and approved restatement and amendment of existing set of regulations in the articles of association of the Company.**

To incorporate the relevant terms of Second Amendment and Supplementary Agreement dated 15<sup>th</sup> May, 2020 to the shareholders' agreement dated 30<sup>th</sup> July, 2019, the proposed amendment in the existing Articles of Association of the Company was placed before the members.

Ms. Kumudini Aggarwal proposed and Mr. Raichand Lunia seconded the following Resolution be passed 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 15<sup>th</sup> May, 2020 to the shareholders' agreement dated 30<sup>th</sup> 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.”

Before the above Resolution was put to vote, Members were offered to make comments, offer suggestions and seek clarifications on the Resolution. No comment was made, suggestion was offered, or clarification was sought by any Member.

On being put to vote by show of hands, the above Resolution was passed unanimously.

There being no other agenda, the meeting concluded at 01:05 p.m. with a vote of thanks to the Chair.

**Date of entry: 2<sup>nd</sup> June, 2020**

**Place: Ahmedabad**

**Chairman**