

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the members of Lendingkart Technologies Private Limited (the “**Company**”) will be held on Wednesday, 30th September, 2020 at 12:00 Noon through two way video conferencing, to consider and transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
 - a) the audited Financial Statement of the Company for the financial year ended 31st March, 2020 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 31st March, 2020 together with Reports of the Auditors thereon.
2. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section(s) 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors Rules) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E/E300005), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of 11th Annual General Meeting, on such remuneration and terms and conditions as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

3. **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 Section 13 of the Companies Act, 2013 (“**Act**”) including any modification or re-enactment thereof and other applicable provisions thereof, the Object Clause of the memorandum of association of the Company be and is hereby altered and amended as follows:

After Clause III (A), sub-clause (1), the following sub-clause shall be inserted:

- “2. To issue, sell, market and/or design various financial and/or non-financial products/services and carry on activities such as entering into agreement with various entities for promoting / marketing initiative of their products/services, to

LENDINGKART TECHNOLOGIES PRIVATE LIMITED

CIN: U72900GJ2014PTC081539

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Phone: +91-79-6677 0730

email: info@lendingkart.com

website: www.lendingkart.com

utilize the infrastructure / technology for marketing of the products, to leverage the database of customers, to organize and participate in the business promotion of events, distributing financial and/or non-financial products through online common platform and to carry out any other similar activities for commission or on income sharing basis or on a fixed income basis.”

RESOLVED FURTHER THAT any of the Directors and Ms. Kumudini Aggarwal, General Counsel & Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By order of the Board of Directors
Lendingkart Technologies Private Limited



Kumudini

Kumudini Aggarwal
General Counsel &
Company Secretary

Date: 20th August, 2020

Place: Ahmedabad

NOTES:

1. Considering the present Covid-19 pandemic and in view of the continuing restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. 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 AGM is being held through VC / OAVM 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 Proxy Form and Attendance Slip are not annexed hereto.
4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business under item 3 to be transacted at the AGM is annexed hereto as **Annexure-1** and forms part of this Notice.
5. 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 to kumudini.aggarwal@lendingkart.com (“**Designated E-mail Address**”) in the format annexed hereto as **Annexure-2** and forming part of this Notice.
6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Queries, if any, on the Annual Report and operations of the Company, may please be sent to 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.
8. 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. Members seeking to inspect such documents can send an email to the Designated E-mail Address.
9. 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 annual general meeting to the Designated E-mail Address.

10. **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, the Members may login directly through the browser, by clicking on the following link and entering the credentials mentioned below.

Meeting URL

https://bluejeans.com/365303059?src=join_info

Meeting ID

365 303 059

- 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:
Ms. Kumudini Aggarwal
General Counsel & Company Secretary
Email: kumudini.aggarwal @lendingkart.com
Phone: +91 99103 22507

Annexure - 1

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

In order to expand the horizon of the products and services rendered by the Company and to undertake additional activities with other entities, it is proposed to alter the object clause of memorandum of association of the Company.

The Board has approved alteration of the memorandum of association on 20th August, 2020.

The proposed alteration in the memorandum of association requires approval of the members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors of the Company or any relatives of such Director are, directly or indirectly interested in the proposed Resolution except to the extent of their shareholding in the Company, if any.

The Board recommends Resolution set forth in Item No. 3 of the Notice for approval of the members by way of a Special Resolution.

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



Kumudini
**Kumudini Aggarwal
General Counsel &
Company Secretary**

**Date: 20th August, 2020
Place: Ahmedabad**

Annexure – 2

Subject: Voting by Poll at the 6th Annual General Meeting of Lendingkart Technologies Private Limited.

Item no. 1

I/We, <<*Name of the Member*>> being the Member of Lendingkart Technologies Private Limited (“**Company**”), hereby give my/our [**assent/ dissent**]¹ on the Resolution for adoption of audited Financial Statement for the financial year ended 31st March, 2020.

Item no. 2

I/We, <<*Name of the Member*>> being the Member of Lendingkart Technologies Private Limited (“**Company**”), hereby give my/our [**assent/ dissent**]¹ on the Resolution for re-appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E/E300005) as the statutory auditors of the Company for the second term of 5 years.

Item no. 3

I/We, <<*Name of the Member*>> being the Member of Lendingkart Technologies Private Limited (“**Company**”), hereby give my/our [**assent/ dissent**]¹ on the Resolution for alteration of the Object Clause of the memorandum of association of the Company.

Note:

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