

**CARTRADE TECH LIMITED****CIN: U74900MH2000PLC126237**Reg. Off. & Corp. Off: 12<sup>th</sup> Floor Vishwaroop IT Park, Sector 30A,  
Vashi, Navi Mumbai 400705.

Website: cartradetech.com, Phone No: +91 22 6739 8888

**NOTICE**

*NOTICE* is hereby given that an 3/2021-22 Extraordinary General Meeting of the members of CarTrade Tech Limited (the "Company") will be held, on Tuesday, October 5, 2021 at 4.00 pm (IST) through video conferencing ("VC") or / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, to transact the following business:

**Special Business****AGENDA ITEM 1: TO CONSIDER AND APPROVE ARTICLE 102(c) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI LODR Regulations”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the Article 102 (c) of the Articles of Association of the Company, as reproduced below:

102(c) Vinay Vinod Sanghi and Bina Vinod Sanghi shall be entitled to nominate one director on the Board, for so long as Vinay Vinod Sanghi and his relatives in aggregate hold at least 3.00% (calculated assuming conversion or exercise, as applicable, of any, outstanding warrants, convertible securities, and vested and unvested employee stock option or equity shares), of the total paid-up equity share capital of the Company on a fully diluted basis provided, however, that, upon the Consummation of the IPO, Vinay Vinod Sanghi and Bina Vinod Sanghi will be entitled to exercise this right only after receipt of approval of the shareholders of the Company, at the first shareholders' meeting held by the Company post Consummation of the IPO. It is further clarified that upon Consummation of the IPO, that each Investor shall exercise their voting rights in a manner to give effect to this provision and ensure that the articles of association of the Company shall not be amended in a manner depriving Vinay Vinod Sanghi and Bina Vinod Sanghi of the benefit of their rights under this Article.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, Chief Financial Officer, and/or Company Secretary of the Company be and are severally authorized to do all such acts as may

be deemed necessary for giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities.”

**AGENDA ITEM 2: APPROVAL FOR THE AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2010 (ESOP)**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended ‘Employee Stock Option Plan 2010’ (“ESOP 2010”/ “Plan”) which is updated in terms aligning the Plan with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time along with circulars, notifications, guidelines issued thereunder, apart from few other changes with a view to ensure better efficacy and administration the Plan.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the variation to the terms of the ‘Employee Stock Option Plan 2010’ (“ESOP 2010”/ “Plan”) as detailed in in the explanatory Statement thereto, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Managing Director, the Chief Financial Officer and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolutions and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**AGENDA ITEM 3: APPROVAL FOR THE AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2011 (ESOP)**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended ‘Employee Stock Option Plan 2011’ (“ESOP 2011”/ “Plan”) which is updated in terms aligning the Plan with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time along with circulars, notifications, guidelines issued thereunder, apart from few other changes with a view to ensure better efficacy and administration the Plan.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the variation to the terms of the ‘Employee Stock Option Plan 2011’ (“ESOP 2011”/ “Plan”) as detailed in in the explanatory Statement thereto, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Managing Director, the Chief Financial Officer and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolutions and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

#### **AGENDA ITEM 4: APPROVAL FOR THE AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2014 (ESOP)**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended ‘Employee Stock Option Plan 2014’ (“ESOP 2014”/ “Plan”) which is updated in terms aligning the Plan with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

as amended from time to time along with circulars, notifications, guidelines issued thereunder, apart from few other changes with a view to ensure better efficacy and administration the Plan.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the variation to the terms of the ‘Employee Stock Option Plan 2014’ (“ESOP 2014”/ “Plan”) as detailed in in the explanatory Statement thereto, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Managing Director, the Chief Financial Officer and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolutions and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

#### **AGENDA ITEM 5: APPROVAL FOR THE AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2015 (ESOP)**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended ‘Employee Stock Option Plan 2015’ (“ESOP 2015”/ “Plan”) which is updated in terms aligning the Plan with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time along with circulars, notifications, guidelines issued thereunder, apart from few other changes with a view to ensure better efficacy and administration the Plan.”


“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the variation to the terms of the ‘Employee Stock

Option Plan 2015' ("ESOP 2015"/ "Plan") as detailed in in the explanatory Statement thereto, be and is hereby approved."

**"RESOLVED FURTHER THAT** the Managing Director, the Chief Financial Officer and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolutions and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board

For **CARTRADE TECH LIMITED**

  
**Director** : Mr. Vinay Vinod Sanghi  
**Designation** : Chairman and Managing Director  
**DIN** : 00309085



Date : September 13, 2021  
Registered : 12th Floor Vishwaroop IT  
Office : Park, Sector 30A, Vashi,  
Navi Mumbai 400705



**Notes:**

1. In view of the outbreak of the COVID-19 pandemic, and in compliance with the Companies Act, 2013 and SEBI Circular the Company is holding the meeting via video conference (“Electronic Means”) through VC/OAVM Meeting platform.
2. In compliance with the provisions of the Companies Act, 2013, as amended (“Companies Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Applicable Circulars, the Extra-ordinary general Meeting (“**EGM**”) of CarTrade Tech Limited (the “**Company**”) is being held through Electronic Means. In accordance with the Secretarial Standard-2 on General Meetings 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.
3. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed herewith and forms part of the Notice.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), The Company has appointed Linkintime, Registrar and Transfer Agent of the Company, to provide the VC facility for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at [www. Cartradetech.com](http://www.Cartradetech.com). since the EGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the EGM is permitted to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Members attending the EGM electronically in compliance with applicable Circulars shall not be entitled to appoint proxies on their behalf. Attendance of the members participating in the EGM through electronic means shall be counted for the purpose of quorum under Section 103 of the Companies Act.
6. Pursuant to the provisions of Section 113 of the Companies Act, Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [l.pal@cartrade.com](mailto:l.pal@cartrade.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) from their registered Email ID, a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative

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to attend and vote on their behalf at the meeting.

7. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA on [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) with a copy marked to [l.pal@cartrade.com](mailto:l.pal@cartrade.com)
8. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In accordance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (the 'SEBI Circulars'): Notice of the EGM is being sent to the Members, and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/Depository Participants ('DPs')/ Depository/ Linkintime. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with Linkintime, in case the shares are held in physical form.
9. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of this Meeting and the notice will be sent via email, to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository
10. In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at [www.cartradetech.com](http://www.cartradetech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of Link Intime i.e. <https://instavote.linkintime.co.in>
11. Members who are shareholders as on September 27, 2021 can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Item Nos. 1 to 5 of the Notice being a special business convening the Meeting is annexed hereto.

13. Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Notices etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

**Registration of E-mail ID:**

- a. In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
  - b. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
    - i. Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
    - ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
    - iii. Alternatively, Members may send an e-mail request to the email id: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.
14. In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on resolutions as set out in this Notice, are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
15. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar and Transfer Agent.
16. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.



**PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “**Company**” and “**Event Date**” and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- ID**
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance before the EGM with the company on the [l.pal@cartrade.com](mailto:l.pal@cartrade.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

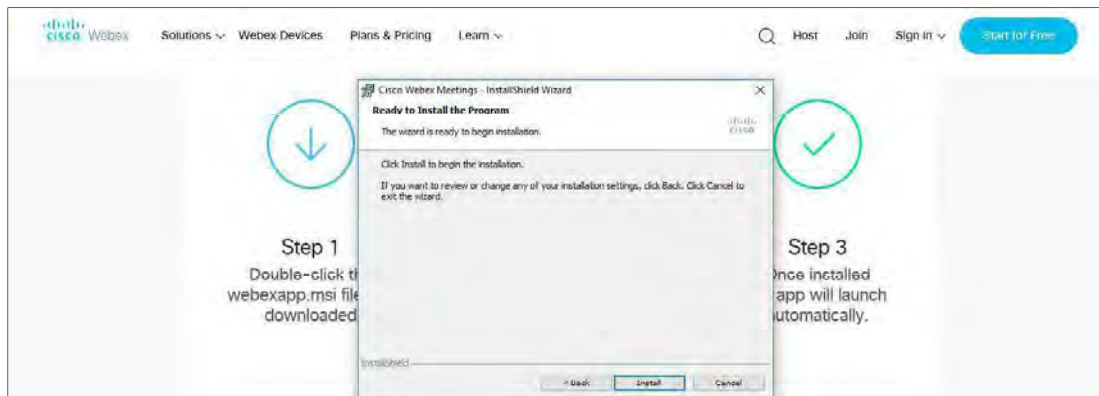
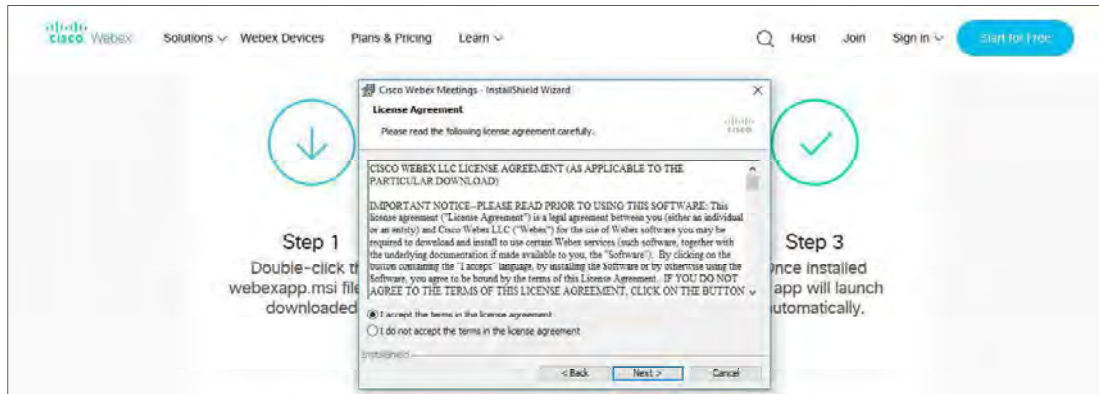
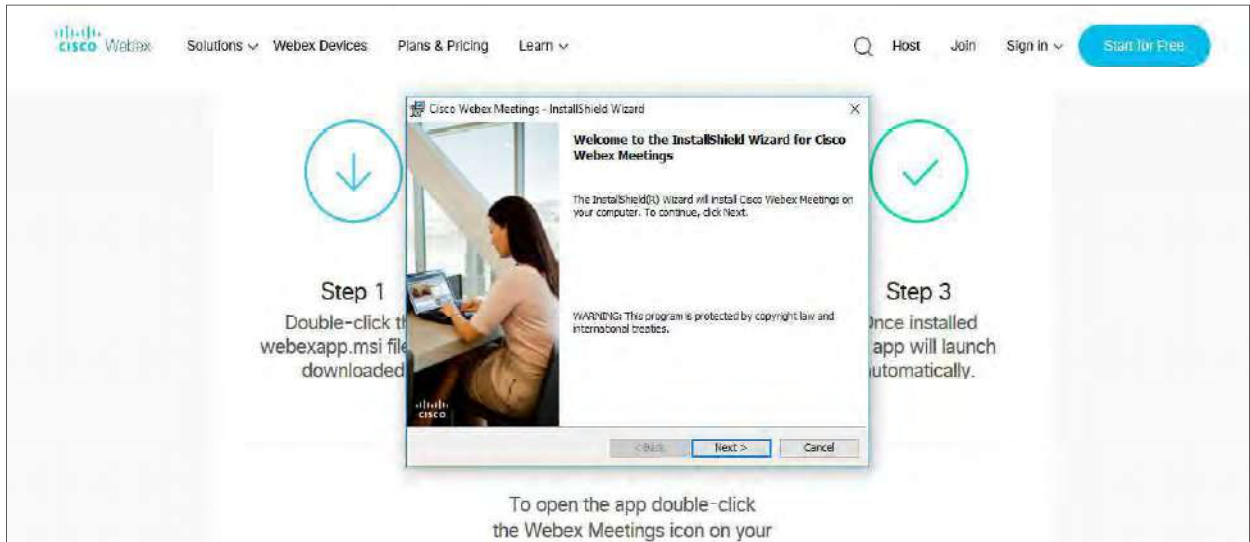
- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The screenshot displays the Cisco Webex website's download section. It features two main columns: 'Webex Meetings' and 'Webex Teams'. The 'Webex Meetings' column lists features like HD video, flexible audio, and screen sharing, with a 'Download for Windows' button highlighted by a black arrow. The 'Webex Teams' column lists features like one-on-one messaging, whiteboarding, and file sharing, also with a 'Download for Windows' button. Below these, a three-step installation guide is shown: Step 1 (Download), Step 2 (Setup), and Step 3 (Launch). At the bottom, a Windows file explorer dialog is open, showing the file 'webexapp.msi (88.1 MB)' and the 'Run' button highlighted with a black arrow.

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or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

The screenshot shows the Cisco Webex 'Join Event Now' page. It includes fields for 'First name', 'Last name', 'Email address', and 'Event password'. A red arrow points to the 'Join Event Now' button. Another red arrow points to the 'Join by browser' link. The page also displays event information and a disclaimer.

### **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode**

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
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**CarTrade Tech Limited** (formerly known as MXC Solutions India Private Limited)

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<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
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**CarTrade Tech Limited** (formerly known as MXC Solutions India Private Limited)

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<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on <b>“Sign Up”</b> under <b>‘SHARE HOLDER’</b> tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ul> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click <b>“confirm”</b> (Your password is now generated).</li> </ul> <ol style="list-style-type: none"> <li>Click on <b>‘Login’</b> under <b>‘SHARE HOLDER’</b> tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>‘Submit’</b>.</li> <li>After successful login, you will be able to see the notification for e-voting. Select <b>‘View’</b> icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option <b>‘Favour / Against’</b> (If you wish to view the entire Resolution details, click on the <b>‘View Resolution’</b> file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>, else to change your vote, click on <b>‘No’</b> and accordingly modify your vote.</li> </ol> </li></ol>
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#### **INSTITUTIONAL SHAREHOLDERS:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution

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/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### **Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**General Instructions:**

- (i) The e-voting period will commence on 01<sup>st</sup> October, 2021, 09.00 AM IST and ends on 4<sup>th</sup> October, 2021 05.00 PM IST (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited thereafter. Please note that once the vote on a resolution has been casted, the Members cannot change it subsequently.
- (ii) The voting rights of Members shall be in proportion of their shareholding in the total paid-up equity share capital of the Company as on 27<sup>th</sup> September, 2021.
- (iii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 27<sup>th</sup> September, 2021 only shall be entitled to avail the facility of remote e-voting or of voting at the EGM.
- (iv) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice of the Extraordinary General Meeting and holds shares as on the cut-off date i.e. 27<sup>th</sup> September, 2021, may obtain the login id and password by sending a request at [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or call on 022-49186000.
- (v) Mr. Shriram P. Imartey, proprietor of M/s S P Imartey & Associates, Practicing Company Secretary, Mumbai (Membership No.: F5933 and Certificate of Practice No.: 4545) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process, in a fair and transparent manner.
- (vi) The Scrutinizer shall immediately after the conclusion of voting at the Extraordinary General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of atleast 2 (two) witnesses not in the employment of the Company.
- (vii) The Scrutinizer shall within a period of 48 hours from the date of Extraordinary General Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or Chief Financial Officer & Company Secretary and Compliance officer, who shall countersign the same.
- (viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.cartradetech.com](http://www.cartradetech.com) and shall be communicated to the Stock Exchanges where the Company's equity shares are listed and on the website of CarTrade Tech Limited.
- (ix) The resolutions shall be deemed to be passed as at the date of the Extraordinary General Meeting subject to the receipt of requisite number of votes.
- (x) The inspection of registers and other documents shall be provided by electronic mode, the complete details and procedure of which shall be given in the Notice of EGM for viewing the documents.
- (xi) All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [l.pal@cartrade.com](mailto:l.pal@cartrade.com) with copy to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) with subject line 'Inspection of EGM Documents' along with the self-attested copy of the PAN card of the member. The relevant documents will also be available for inspection by the Members electronically during the EGM on the website of the service provider <https://instameet.linkintime.co.in> Shareholder would be able to view documents under the "Inspection of Documents" section of the Service providers portal after entering their login credentials. This notice will also be available on the Company's website [www.cartradetech.com](http://www.cartradetech.com) for download.



**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No. 1, 2, 3, 4 & 5 mentioned in the accompanying Notice.

**AGENDA ITEM No.1: TO CONSIDER AND APPROVE ARTICLE 102(c) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The Shareholders of the Company in their Extraordinary General Meeting held on May 4, 2021 have approved the latest amended Articles of Association of the Company ("Articles").

Pursuant to the provisions contained in Article 102(c) of the Articles, following the Consummation of the IPO, the approval of the Shareholders is required by way of a special resolution in the first general meeting convened after the listing of Equity Shares of the Company on a recognized stock exchange in India for confirming the special rights available to certain shareholders and one of the Directors of the Company, as detailed in the said Article 102(c) of Articles.

As the Equity Shares of the Company have been listed on recognized stock exchange in India with effect from August 20, 2021, therefore, in view of Article 102(c) of the Articles of Association of the Company reproduced in the resolution set out at Item No. 1 of the accompanying Notice, the Board of Directors recommends the same to the Shareholders for their approval as a Special Resolution as mentioned at item no. 1 of the Notice.

None of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

**AGENDA ITEM No. 2, 3, 4 & 5 : Approval of the amendment to the 'Employee Stock Option Plan 2010' ("ESOP 2010"/ "Plan"); 'Employee Stock Option Plan 2011' ("ESOP 2011"/ "Plan"); 'Employee Stock Option Plan 2014' ("ESOP 2014"/ "Plan") and 'Employee Stock Option Plan 2015' ("ESOP 2015"/ "Plan")**

The Company had implemented the Employee Stock Option Plan 2010; Employee Stock Option Plan 2011; Employee Stock Option Plan 2014 and Employee Stock Option Plan 2015, with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Plans were originally approved vide shareholder' resolutions in due compliance of the provisions of the then applicable laws and rules framed thereunder. However, thereafter, there have been significant regulatory changes namely introduction of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

It is thought expedient to amend/ update the Plans with a view to align the Plans and ensure compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, as the Plans was implemented couple of years ago, terms of the Plans are sought to be varied Plan for the benefit of employees and with a view to ensure efficient implementation and administration.

In terms of Section 62 of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 and given the details of amendments, rationale thereof and beneficiaries of such variation as per Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Members is sought by way of Special Resolution for the approval of the variation to terms of the ESOP 2010; ESOP 2011; ESOP 2014 and ESOP 2015.

The details of the variation in the Plans is as under (it is clarified that the variation shall apply to each aforementioned ESOP of the Company, mutatis mutandis):

Clause No.	Existing Provision	New Provision
7 (d)	All live options, if any, will lapse at the end of ten years from date of grant of options.	All live Options, if any, will lapse at the end of 10 (ten) years from date of grant of Options or 5 (five) years from the date of listing of the Company, whichever is later.

The Board recommends the resolutions set out at Item No. 2, 3, 4 & 5 of this Notice to the Members for their consideration and approval by way of Special Resolution. The amended ESOP Scheme shall be applicable from the date of passing of this resolution.

Subject to approval of the Members, the Nomination and Remuneration Committee and Board of Directors of the Company have respectively approved the aforesaid proposed amendments vide their resolution dated September 13, 2021.

None of the aforesaid proposed amendments is detrimental to the interests of any existing option grantees as the amendments are intended to be prospective. Certain amendments (irrespective of beneficial or detrimental) may be retrospective to the extent required under applicable laws. The beneficiaries of such variation shall be the option grantees under the Plans.

Mr. Vinay Sanghi, Mr. Victor Anthony Perry III and Mrs. Aneesha Menon are interested in the resolutions on account of being the Option holders under the ESOP Scheme 2011, 2014 and 2015 respectively.

By Order of the Board



For **CARTRADE TECH LIMITED**

**Director** : Mr. Vinay Vinod Sanghi  
**Designation** : Chairman and Managing Director  
**DIN** : 00309085

Date : September 13, 2021  
Registered : 12th Floor Vishwaroop IT  
Office : Park, Sector 30A, Vashi,  
Navi Mumbai 400705