

Notice of Extra Ordinary General Meeting

To,
Members
Board of Directors &
Statutory Auditors

Notice is hereby given that the extra-ordinary general meeting of Credit Wise Capital Private Limited (“Company”) will be held on Monday, the 24th day of July 2023 at 12 pm at C 46-48, 4th Floor, Paragon Centre Pandurang Budhkar Marg, Worli Mumbai-400013 to transact the following the business:

SPECIAL BUSINESS:

1. OFFER AND ISSUANCE OF NON-CONVERTIBLE DEBENTURES, SHARES BY PRIVATE PLACEMENT

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and the relevant provisions of the memorandum and articles of association of the Company, the consent of the members be and is hereby accorded to the proposed issuance of the offer letter in Form PAS-4 inviting the identified investor to subscribe to the debentures as specified in the table below in multiple tranches :

Sr. No	Name and address of identified investor	No of debentures offered	Issue price per debenture (Rs.)	Subscription money in Rs.
1	TRIFECTA VENTURE DEBT FUND – II /III	2000	1,00,000	20,00,00,000/-

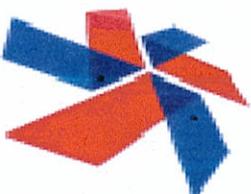
RESOLVED FURTHER THAT the following terms and conditions of the issuance of NCDs be and are hereby approved:

- NCD will be redeemed in equal monthly installments commencing from issuance of NCD.
- Interest @13.80 % monthly payable on outstanding balance.
- Installments will be payable on the last day of the month.
- Prepayment of NCD is not permitted before 18 months from the issuance of NCD.

RESOLVED FURTHER THAT the draft private placement offer letter in the format of Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the application form be and are hereby approved and any of the directors or company secretary of the Company be and are hereby severally authorized to sign and issue the private placement offer letter and necessary annexures as may be required, to the identified investors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the directors be and are hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more directors or the company secretary of the Company.

secretary of the Company



RESOLVED FURTHER THAT the entire subscription monies shall be received by the Company from the investors at the time of application into a separate designated account opened for this purpose and shall not be utilized till the allotment of the debentures.

RESOLVED FURTHER THAT directors or company secretary of the Company be and are hereby authorised to issue offer letter to identified investors within the time prescribed under the Companies Act, 2013 and to authenticate the entries made in offer record as well as file necessary e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be required in this connection and incidental thereto."

ITEM NO. 2: ALTERATION IN THE MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To pass the following resolution with or without, any modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the Members of the Company by means of a Special Resolution in a General Meeting be and is hereby accorded and subject to the approval of other approvals as may be required in this regard, to alter the existing Main Objects Clause of the Memorandum of Association as follows:

(a) *alteration of the following Clause in the Main Objects of the Company*

"3. To carry on the business as an insurance corporate agency on fee basis and without risk participation representing insurance companies for sale of general insurance policies to individuals, corporates or such other bodies corporate and entities, as permitted, whether being existing customers or otherwise, in connection to the financial products offered by the company, or otherwise, and to carry on the business of establishing, organising, managing, distributing, promoting, providing, subsidizing, developing, commercialising and operating in respect of such general insurance policies as may be required and permitted by IRDA, RBI or such other applicable regulators from time to time and to procure necessary licences and registrations for such activities, as may be required from time to time in this regard."

"RESOLVED FURTHER THAT, any director or Aakash Hange, Company secretary be and are hereby authorized to undertake all the necessary steps for the purpose of giving effect to the above resolution, including but not limited to making necessary applications with the Registrar of Companies, Reserve Bank of India and other statutory authorities under respective regulations as may be necessary in this regard."

"RESOLVED FURTHER THAT any director or Aakash Hange, Company secretary of the company are hereby severally authorised to do such acts, things, deeds or sign any forms, e-forms, documents, declarations and to file the same with Registrar of Companies, Mumbai or any other concerned statutory authority to give effect to this resolution".

By order of the Board
For Credit Wise Capital Private Limited


Aakash Hange
Company Secretary



Date : 20th July 2023

Place : Mumbai

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I**.
2. Entry to the place of the meeting will be regulated by an attendance slip which is annexed hereto as **Annexure II** to the notice. Members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The proxy form is annexed hereto as **Annexure III**.
4. In case of corporate shareholders proposing to participate in the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
5. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the meeting.
6. Route map and landmark details for the venue of the general meeting are attached as **Annexure IV**.

ANNEXURE I:

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF ACT

Item No. 1: Offer and issuance of debentures on a private placement basis.

Pursuant to the securities subscription agreement Trifecta Venture Debt Fund – II, Trifecta Venture Debt Fund – III has agreed to subscribe to debentures of the Company at a price of Rs. 1,00,000/- per debenture.

As per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment) Rules framed there under, a company offering or making an invitation to subscribe to securities, on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a special resolution, for each of the offers and invitations.

A draft of the offer letter in the prescribed Form PAS-4 along with the application forms proposed to be circulated to TRIFECTA Venture Debt Fund are enclosed to this notice.

The concern or interest, financial or otherwise in respect of agenda no. 1 under Special Business of:

- | | |
|---|--------|
| i. Director and Manager | - None |
| ii. Every other Key Managerial Personnel | - None |
| iii. Relatives of persons mentioned in (i) and (ii) | - None |

Approval of the Shareholders is being sought as required in terms of Section 23, 42 & 62 (1) (c) of the Companies Act, 2013, by way of special resolution.

Your directors recommend the resolution in item No. 1, as special resolution for your approval.

Item No. 2: Alteration in the Main Objects of the Memorandum of Association of the Company:

In order to give more clarity to Third Main Object clause, in line with Reserve bank of India ("RBI") guidelines, circular and notification that the company to undertake Corporate Insurance agency Business is on fees basis and without Risk participation, the Board has proposed to alter the following main object of the Memorandum of Association of the Company:

"3. To carry on the business as an insurance corporate agency on fee basis and without risk participation representing insurance companies for sale of general insurance policies to individuals, corporates or such other bodies corporate and entities, as permitted, whether being existing customers or otherwise, in connection to the financial products offered by the company, or otherwise, and to carry on the business of establishing, organising, managing, distributing, promoting, providing, subsidizing, developing, commercialising and operating in respect of such general insurance policies as may be required and permitted by IRDA, RBI or such other applicable regulators from time to time and to procure necessary licences and registrations for such activities, as may be required from time to time in this regard."

None of the Directors, KMP or their relative are in any way interested or concerned in the resolution.

The Board of Directors recommends passing of the special resolution as contained in item No. 2 of the notice in the best interest of the Company.

By order of Board of Directors

For Credit Wise Capital Private Limited

Aakash Hange

Company secretary

Date: 20th Jul, 2023

Place: Mumbai



Date: 20th Jul, 2023

Mumbai

Mumbai

ANNEXURE II:

ATTENDANCE SLIP

(CREDIT WISE CAPITAL PRIVATE LIMITED)

(C 46-48, 4th Floor, Paragon Centre Pandurang Budhkar Marg, Worli Mumbai City MH 400013 IN)

I/We certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-ordinary General Meeting of the Company on Monday, 24th day of Jul 2023 at 12 pm at the Registered office of the Company.

Name of the member(s) & Registered address	
Folio No. /Client ID No. /DP ID No.	
No. of shares held	

I/we certify that I/we am/are a Registered Member/Authorized Representative of Registered Member under Section 113 of the Companies Act, 2013 /Proxy for Registered Member of _____.

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company held on Monday, 24th day of Jul 2023 at 12 pm at the Registered office of the Company. and at any adjournment thereof.

Signature of First holder/Proxy/Authorized Representative

Signature of Joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

ANNEXURE III:

Form MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65999MH2018PTC306086

Name: CREDIT WISE CAPITAL PRIVATE LIMITED

Registered Office: C 46-48, 4th Floor, Paragon Centre Pandurang Budhkar Marg, Worli Mumbai City MH 400013 IN

Name of the Member:		
Registered address:		
Email ID:		
Folio no./ Client Id:		
DP ID:		

I/We, being the member (s) of the Company holding of _____ No. of shares of the above named company, hereby appoint

Name	
Address	
Email ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ___ Extra-ordinary General Meeting (EGM) of _____ to be held on ___ day, _____ at _____ at the Registered office and any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Offer and issuance of debentures on a private placement basis**
- 2. Alteration in the Main Objects of the Memorandum of Association of the Company:**

Signed this ___ day of _____, 2023

Signature of Shareholder

Signature of Proxy Holder



Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Signed this ____ day of _____, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly completed, stamped, executed and deposited at the registered office of the Company, before the commencement of the Meeting.

Annexure-IV

