

Notice of Extra Ordinary General Meeting

Notice is hereby given that the extra-ordinary general meeting of Credit Wise Capital Private Limited (“Company”) will be held on Tuesday, 12th September 2023 at 12.00 P.M. (noon) at Registered Office situated at C46-48 Paragon Centre, Pandurang Budhkar Marg Worli, Mumbai- 400013 to transact the following the business:

SPECIAL BUSINESS:**ITEM No 1. OFFER AND ISSUANCE OF NON-CONVERTIBLE DEBENTURES 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 13.80% Secured, Redeemable and unlisted Non-Convertible Debentures (“NCD”) as specified in the table below in multiple tranches through Private Placement Basis :

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	50	10,00,000	5,00,00,000/-

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

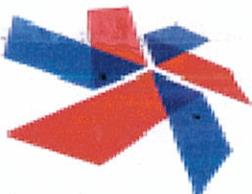
- NCD will be redeemed in equal monthly installments commencing from issuance of NCD.
- Interest is monthly payable on outstanding balance.
- Installments will be payable on the last day of the month.
- Prepayment of NCD is not permitted before 18 months from the issuance of NCD.
- Tenure for NCD will be 30 months from the date of issue.

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.

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. 02: OFFER AND ISSUANCE OF EQUITY SHARES AND COMPULSORILY CONVERTIBLE PREFERENCE 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, 55 & 62 (1) (c) 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 equity shares and partly paid up compulsorily convertible preference shares as specified in the table below in one or more tranches as board may deem fit and as per Security subscription Agreement & INR 1 to be paid at the time of application for subscription of CCPS which is to be adjusted against Face value . :

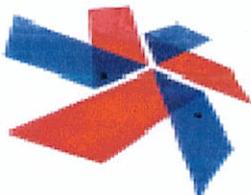
Sr. No	Name and address of identified investor	No. of equity shares offered	Issue price per equity share (Rs.)	Subscription money in Rs.
1	Trifecta Venture Debt Fund -II/III	1	71	71

Sr. No	Name and address of identified investor	No. of compulsorily convertible preference shares offered	Issue price per compulsorily convertible preference share (Rs.)	Subscription money in Rs. (Partly Paid up)
1	Trifecta Venture Debt Fund -II/III	70423	71	70423

RESOLVED FURTHER THAT the following terms and conditions of the issuance of partly paid up compulsorily convertible preference shares be and are hereby approved:

- A.
 - i) Entitle its holder to receive a predetermined preferential and cumulative dividend at the rate of 0.001% per annum on its face value as and if declared by the board of directors.
 - ii) no dividend of distribution may be paid to or set aside for any other shareholder unless such dividend is paid to the holder of the preference shareholder.
- B. Participate in surplus fund at par with holders of equity shares.
- C. Participate in surplus assets and profits if any in the event of winding up of the company after entire capital has been repaid.
- D. Every CCPS shall convert into Equity shares of face Value of Rs. 10 each in such conversion ratio as may be determined by board and as per Security Subscription Agreement,
- E. Equity shares such allotted shall carry from the date of conversion all rights pari pasu with Equity shares of the company existing as on date and each Equity share shall carry one vote.
- F. Entitle its holder to vote on any matters to the extent permitted under the Companies Act 2013 or other applicable laws.

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.

“RESOLVED FURTHER THAT, the CCPS shall be issued and allotted within twelve months from the date of this resolution, in one or more tranches.”

RESOLVED FURTHER THAT the party paid subscription monies shall be received by the Company from the investors at the time of application and call into a separate designated account opened for this purpose and shall not be utilized till the allotment of the equity shares and the compulsorily convertible preference shares.

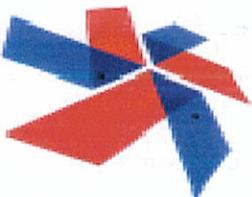
RESOLVED FURTHER THAT directors or Aakash Hange, company secretary of the Company be and are hereby authorized to issue offer letter to identified investors within the time prescribed under the Companies Act, 2013 and to authenticate the entries made in offer record as well as file necessary e-forms 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.”

By order of the Board
For Credit Wise Capital Pvt Ltd



Aakash Hange
Company Secretary

Date : 07/09/2023
Place : Mumbai



Credit Wise Capital Private Limited

C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013

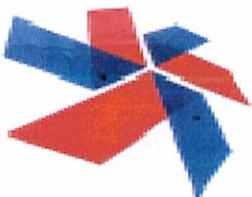
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Contact us: +91 22 6817 1111.

www.creditwisecapital.com

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I** for item No. 1 & 2 of this notice.
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 at 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 non-convertible debentures on a private placement basis

Pursuant to the securities subscription agreement between Company and Trifecta Venture Debt Fund – II, Trifecta Venture Debt Fund – III has agreed to subscribe to 50, 13.80% Secured, Redeemable and unlisted debentures of the Company at a price of Rs. 10,00,000/- per debenture aggregating to Rs. 5 Crores in one or more tranches.

As per section 71 of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, 50, 13.80% Secured, Redeemable and unlisted, fully paid-up Non-convertible Debentures at face value of Rs. 10,00,000/-each aggregating to Rs. 5 Crores are issued for the period of 30 months on Private Placement basis.

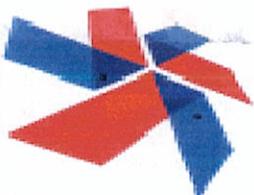
As per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment) Rules, 2014 framed there under, a company offering or making an invitation to subscribe to securities, on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a special resolution, for the offers and invitations.

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

Particulars of the offer including date of passing board resolution	50, 13.80% Secured, Redeemable and unlisted, fully paid-up Non-convertible Debentures at face value of Rs. 10,00,000/-each. Board resolution passed on 28 th August 2023 for the issuance of NCDs on a private placement basis.
kinds of securities offered and the price at which the security is being offered	50, 13.80% Secured, Redeemable and unlisted, fully paid-up Non-convertible Debentures at face value of Rs. 10,00,000/-each
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made)	Not applicable,
Name and address of valuer who performed valuation.	Not applicable
The amount which the company intends to raise by way of securities.	INR 5 Crores
Material terms of raising such securities, proposed time schedule,	As may be determined by the Board, from time to time pursuant to Security subscription Agreement
purposes or objects of offer	Working capital and general corporate purpose
contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	No contribution by promoter and director will be made
principal terms of assets charged as securities	The principal and interest of the NCD will be secured by way of charge on asset of the company in such manner as may be mutually decided by the company and debenture trustee

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


Credit Wise Capital Private Limited

 C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013

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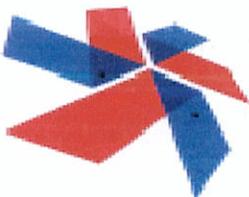
Approval of the Shareholders is being sought as required in terms of Section 23, 42, & 71 of the Companies Act, 2013, by way of special resolution.

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

Item No. 2: Offer and issuance of Equity shares and compulsorily convertible Preference shares (CCPS) on a private placement basis.

Pursuant to the securities subscription agreement, Trifecta Venture Debt Fund -II/III has agreed to subscribe to equity shares of face value INR 10 at a premium of INR 61 and partly paid up compulsorily convertible preference shares of face value INR 10 at a premium of INR 61 out of which INR 1 will be paid at the time of application which is to be adjusted against face value. Information in relation to the issuance and allotment of the CCPS is set out below:

1. The number of partly Paid up CCPS proposed to be issued in the aggregate is 70423 (Seventy Thousand Four Hundred and Twenty-Three) of Face Value Rs. 10 (Ten) at a premium of INR 61 wherein applicant is required to pay INR 1 per CCPS at the time of Application which is to be adjusted towards the face value of the CCPS aggregating to INR 70423 (Seventy Thousand Four Hundred and Twenty-Three). The board resolution for the same was passed on 28th August 2023.
2. The CCPS to be issued are compulsory convertible participating and cumulative preference shares.
3. The object of the issue is to cater to the general corporate requirements of the Company.
4. The CCPS are proposed to be issued as preferential allotment by way of a Private Placement.
5. Each CCPS shall have a face value of INR 10 (Rupee Ten) only and shall be issued at Premium of INR 61 & INR 1 to be paid at the time of application.
6. Basis at which the price is arrived at: Valuation Certificate dated 14th Aug 2023 provided by Nishant Soni and Associates, a registered valuer.
7. The terms of the issue shall be as mentioned in resolution.
8. The terms of conversion: The CCPS shall be convertible at the ratio as may be determined by board pursuant to Security subscription agreement into equity shares for each CCPS held.
9. The manner and mode of redemption: CCPS are fully convertible.
10. Current shareholding pattern of the Company: as mentioned in **point xiii**
11. The expected dilution in equity share capital upon conversion of preference shares: Percentage dilution in existing shareholder will be 0.40%
12. name and address of valuer who performed valuation: Nishant Soni & Associates, 122, Nahar and Seth Estate, Cardinal Gracious Road, Andheri (E), Mumbai –400099.
13. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities:
 - a) Material Terms: All material terms of the proposed issue of CCPS and Equity share are mentioned in point No. 1 to 11
 - b) Proposed time schedule: The Equity share & CCPS shall be issued and allotted by the Company to the Subscriber within twelve months of passing this resolution The allotment of the Equity share & CCPS shall be completed within a period of sixty days from the date of receipt of the application amount from the Subscriber.
 - c) principal terms of assets charged as securities: Not applicable
14. other details as required by rule 13 Companies (Share Capital and Debentures) Rules, 2014
 - (i) the objects of the issue: as mentioned in point 3
 - (ii) the total number of shares or other securities to be issued; 1 Equity share and 70423 CCPS



(iii) the price or price band at/within which the allotment is proposed; Equity share of Face value INR 10 at a premium of INR 61 and CCPS of Face value of INR 10 at a premium of INR 61

(iv) basis on which the price has been arrived at along with report of the registered valuer: as per valuation report dated 14th August 2023

(v) relevant date with reference to which the price has been arrived at: 31st July 2023

(vi) the class or classes of persons to whom the allotment is proposed to be made: a trust registered as an alternative investment fund with SEBI

(vii) intention of promoters, directors or key managerial personnel to subscribe to the offer: Promoter, Director and KMP will not subscribe to the offer

(viii) the proposed time within which the allotment shall be completed: The CCPS & Equity share shall be issued and allotted by the Company to the Subscriber within twelve months of passing this resolution. The allotment of the CCPS & equity share shall be completed within a period of sixty days from the date of receipt of the application amount from the Subscriber.

(ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them; Proposed allottee is TRIFECTA VENTURE DEBT FUND – I/III which will hold 0.40% capital post conversion of CCPS. The percentage change due to Equity shares allotment will be 0.00%.

(x) the change in control, if any, in the company that would occur consequent to the preferential offer: There will be no change of control due to preferential offer.

(xi) the number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price: There was no preferential allotment made during the year.

(xii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

(xiii) The pre issue and post issue shareholding pattern of the company in the following format-

Sr No	Category	Pre-Issue		Post-Issue	
		No of shares Held	% Holding	No of shares Held	% Holding
A	Promoters' Holding				
1	Indian				
	Individual	16248598	22.91	16248598	22.82
	Bodies corporate				
	Sub-total				
2	Foreign promoters (NRI)				
	sub-total (A)	16248598	22.92	16248598	22.82
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
	Private corporate bodies	5572431	7.86	5572431	7.83



Directors and relatives	4469050	6.30	4469050	6.28
Indian public	41782232	58.92	41782232	58.69
others (including NRIs & Trust)	2838522	4.00	3120213	4.38
Foreign Body Corporate				
Sub-total (B)	54662235	77.08	54943926	77.18
GRAND TOTAL	70910833	100.00	71192524	100.00

As per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment) Rules, 2014 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.

The concern or interest, financial or otherwise in respect of agenda no.2 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, 42,55 & 62 (1) (c) of the Companies Act, 2013, by way of special resolution.

Your directors recommend the resolution in item No. 2, as a special resolution for your approval.

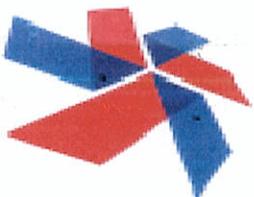
The documents related to the aforesaid resolution shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the meeting.

By order of the Board
For Credit Wise capital Pvt Ltd



Aakash Hange
Company Secretary

Date : 07/09/2023
Place : Mumbai



Annexure -II

ATTENDANCE SLIP
(CREDIT WISE CAPITAL PRIVATE LIMITED)
(C 46-48, 4th Floor, Paragon Centre Pandurang Budhkar Marg, Worli Mumbai - 400013)

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 ____ day, ____ at ____ 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 _____.

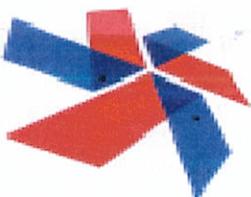
I/We hereby record my/our presence at the ____ Extra-ordinary General Meeting of the Company held on ____ day, ____ at ____ at the Registered office and at any adjournment thereof.

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]

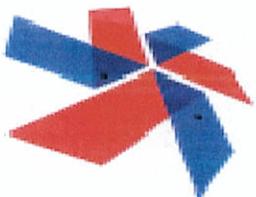
CIN: U65999MH2018PTC306086
Name: CREDIT WISE CAPITAL PRIVATE LIMITED
Registered Office: C 46-48, 4th Floor, Paragon Centre Pandurang Budhkar Marg, Worli Mumbai - 400013

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:


Credit Wise Capital Private Limited

 C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013

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SPECIAL BUSINESS

1. Item No. 1: Offer and issuance of non-convertible debentures, shares by private placement.
2. Item No. 2: Offer and issuance of Equity shares and compulsorily convertible Preference shares on a private placement basis.

Signed this ___ day of _____, 2023

Signature of Shareholder

Signature of Proxy Holder

AFFIX
REVENUE
STAMP

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.



Annexure IV

ROUTE MAP TO THE VENUE TO EXTRA-ORDINARY GENERAL MEETING OF CREDIT WISE CAPITAL PRIVATE LIMITED TO BE HELD ON MONDAY, 21ST AUGUST 2023 AT 11.30 AM (IST) AT THE REGISTERED OFFICE SITUATED AT C-46-48, 4TH FLOOR, PARAGON CENTRE PANDURANG BUDHKAR MARG, WORLI MUMBAI CITY MH 400013

