

**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 Wednesday, 25<sup>th</sup> day of October at 11 am at C 46-48, 4th Floor, Paragon Centre Pandurang Budhkar Marg, Worli Mumbai-400013 to transact the following the business:

**SPECIAL BUSINESS:**

**ITEM NO. 01:**

**TO CONSIDER AND APPROVE CANCELLATION OF UNISSUED EQUITY SHARES AND PARTLY PAID UP COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS**

**RESOLVED THAT** in supersession of the previous resolutions passed by the Members with regard to issuance of Equity Shares and partly paid up Compulsorily Convertible Preference Shares on Private Placement Basis in the Extra Ordinary General Meeting (“EGM”) held on 12<sup>th</sup> September, 2023 and pursuant to the provision of section 23, 42(5), 55 and 62 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 and applicable rules and regulations including all amendments and enactments made thereunder from time to time, the consent of the members be and is hereby accorded for withdrawal of the following issue, as approved by the Members in the said EGM through Private Placement.

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. (Party Paid)
1	Trifecta Venture Debt Fund - II/III	281691	71	281691

**RESOLVED FURTHER THAT** any directors of the Company be and are hereby authorised severally to execute all necessary documents and papers and 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**

**TO CONSIDER AND APPROVE CANCELLATION OF UNISSUED NON-CONVERTIBLE DEBENTURES BY PRIVATE PLACEMENT**

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

**“RESOLVED THAT** in supersession of the previous resolutions passed by the Members with regard to issuance of Non-Convertible Debentures on Private Placement Basis in the Extra Ordinary General Meeting (“EGM”) held on 12<sup>th</sup> September, 2023 and pursuant to the provision of section 23, 42(5) and 71 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 and applicable rules and regulations including all amendments and enactments made thereunder from time to time, the consent of the members be and is hereby

**Credit Wise Capital Private Limited**

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

CIN: U65999MH2018PTC306086 GSTIN:27AAHCC4445P1Z5

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accorded for withdrawal of the issue of 13.80% Secured, Redeemable and unlisted Non-Convertible Debentures amounting to an issue size of Rs. 5 Crores to the following proposed allottees and as approved by the Members in the said EGM through Private Placement.

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** any directors of the Company be and are hereby authorised severally to execute all necessary documents and papers and 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. 03

#### TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013

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 Sections 23, 42, 62(1)(c) and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the “Acts & Rules”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and as agreed to by the Board of Directors of the Company , consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 14,08,450 ( Fourteen Lakhs Eight Thousand Four Hundred and Fifty) Equity Shares of the Company of the face value of INR 10 (Ten) each (“Equity Shares”) on preferential allotment, at a price of INR 71 ( Rupees One Seventy One ) (including a premium of INR 61 (Rupees Sixty One ) per Equity Share aggregating to INR 9,99,99,950 /- (Rupees Nine Crores Ninety nine Lakhs Ninety Nine Thousand Nine Hundred and Fifty Only), to the Devesh Sumant Pendharkar who will hold shares (along with joint holders as mentioned below) as representative of Vicco Laboratories Goa (a partnership firm) which will be beneficiary owner of the shares on a preferential basis through private placement.”

Sr. No	Details of subscriber	No of Equity shares	Consideration amount
1	Devesh Sumant Pendharkar Joint holder: Yeshwant K Pendharkar Sanjeev G Pendharkar Ajay Y Pendharkar Deep Y Pendharkar Devesh S Pendharkar Amit A Pendharkar Chirag S Pendharkar (on behalf of Vicco Laboratories Goa, Partnership Firm)	14,08,450	9,99,99,950



**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same.”

**“RESOLVED FURTHER THAT** the monies to be received by the Company from the Subscribers for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

**By order of the Board  
For Credit Wise Capital Private Limited**

Aalesh Avlani  
**Director (DIN: 08570278)**  
Date : 21/10/2023  
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. 01****TO CONSIDER AND APPROVE CANCELLATION OF UNISSUED EQUITY SHARES AND PARTLY PAID UP COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS**

The Members in the Extra Ordinary General Meeting held on 12<sup>th</sup> September 2023 has approved issuance of Equity Shares and partly paid-up Compulsory Convertible Preference Shares. However, the same remains unissued as on the date. Considering the change in the fund-raising plans of the Board of Directors through fully paid-up Equity shares, as proposed in Item No. 03 of this EGM Notice, the Board of Directors proposes cancellation of the following Private Placement which are presently open in the Company:

- a) Equity Shares
- b) Partly paid-up Compulsory Convertible Preference Shares.

In this regard, the Members approval is sought for withdrawal of the said issue.  
The cancellation of the said issue would not be prejudicial to the rights of the existing shareholders of the Company.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.1.

**ITEM NO. 02****TO CONSIDER AND APPROVE CANCELLATION OF UNISSUED NON-CONVERTIBLE DEBENTURES BY PRIVATE PLACEMENT**

The Members in the Extra Ordinary General Meeting held on 12<sup>th</sup> September 2023 had approved issuance of 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 tranche. However, the same remains unissued as on the date. Considering the change in fund raising plans of the Board of Director through fully paid-up Equity Shares, as proposed in Item No. 03 of this EGM Notice, the Board proposes the cancellation of this Debentures of Private Placement. In this regard, the Members approval is sought for withdrawal of the said issue.

The cancellation of the said issue would not be prejudicial to the rights of the existing shareholders of the Company.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.2.

**ITEM NO.3****TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013**

In order to meet the Working Capital requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 14,08,450 equity shares (“**Equity Shares**”) of the face value of INR 10 at a price of INR 71 each (Face value INR 10 and Premium of INR 61) to the Devesh Sumant Pendharkar who will hold shares (along with joint holders as mentioned below) as representative of Vicco Laboratories Goa (a partnership firm) which will be beneficiary owner of the shares on a preferential basis through private placement.”

Sr. No	Details of subscriber	No of Equity shares	Consideration amount
1	Devesh Sumant Pendharkar Joint holder: Yeshwant K Pendharkar Sanjeev G Pendharkar Ajay Y Pendharkar Deep Y Pendharkar Devesh S Pendharkar Amit A Pendharkar Chirah Pendharkar (on behalf of Vicco Laboratories Goa, Partnership Firm)	14,08,450	9,99,99,950

on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on September 29, 2023.

The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing equity shares. The management propose to use the proceeds from the Offer for meeting requirements of funds for general corporate purposes of the Company.

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also, an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

**Further details of the proposed offer are disclosed below:**

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

**1. Particulars of the offer including date of passing of Board Resolution:**

The Board has pursuant to its resolution dated September 29, 2023, accorded its approval for raising funds by issuing up to 14,08,450 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis through private placement, at a price of INR 71 (Rupees Seventy-One) including a premium of INR 61 (Rupees Sixty-One) per Equity Share. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing equity shares.

**2. The objects of the issue:**

The proceeds from the issue will be utilized for meeting requirements of funds for general corporate purposes of the Company.

**3. The total number of shares to be issued:**

14,08,450 Equity Shares, in one or multiple tranches, as may be applicable.

**4. Kinds of securities offered and the price at which security is being offered:**



Equity Shares ranking *pari passu* with the existing Equity Shares are offered at a price of INR 71 (Rupees Seventy-one) including a premium of INR 61 (Rupees Sixty-One) per Equity Share.

**5. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:**

Price arrived as per Discounted Cash Flow method. A copy of the valuation report dated August 14, 2023, shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

**6. Name and address of valuer who performed valuation:**

The valuation of the Equity Shares has been carried out by Nishant Soni and Associates, Registered Valuer, [Reg No-IBBI/RV/06/2019/10745] having its office at Unit No 122, Nahar & Seth Estate Cardinal Gracious Road, Andheri (E), Mumbai 400099

**Amount which the company intends to raise by way of such securities:**

INR 9,99,99,950 /- (Rupees Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Fifty)

**9. Material terms of raising such securities:**

Issue and Allotment of 14,08,450 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis through private placement, at a price of INR 71 (Rupees Seventy-One) including a premium of INR 61 (Rupees Sixty-One) per Equity Share per Equity Share at cash may be done in one or multiple tranches, as may be applicable.

**10. Proposed time schedule:**

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

**11. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

**12. Principal terms of assets charged as securities:**

Not Applicable

**13. The class or classes of persons to whom the allotment is proposed to be made:**

Allotment to specific identified investor – Individual (on behalf of firm)

**14. Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

**15. The proposed time within which the allotment shall be completed:**

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

**Credit Wise Capital Private Limited**

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**16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Devesh Sumant Pendharkar (along with joint holder on behalf of Firm) who will hold 1.89% share capital post preferential allotment.

**17. The change in control, if any, in the company that would occur consequent to the preferential offer:**

No change in control.

**18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No equity shares allotted during the year.

**19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Consideration in Cash only.

**20. Relevant date with reference to which the price has been arrived at**

Valuation Date: July 31, 2023

Date of Report: August 14, 2023

**21. The pre issue and post issue shareholding pattern of the company: Annexure A**

The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing special resolution in the meeting.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.3.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M

**By order of Board of Directors  
For Credit Wise Capital Private Limited**

Aalesh Avlani  
Director (DIN: 08570278)  
Date:21/10/2023  
Place: Mumbai

**Annexure A (Pre and Post shareholding)**

Sr No	Category	Pre-Issue		Post- Issue	
		No of shares Held	% Holding	No of shares Held	% Holding
<b>A</b>	<b>Promoters' Holding</b>				
1	Indian				
	Individual	16248598	22.22	16248598	21.80
	Bodies corporate				
	Sub-total				
2	Foreign promoters (NRI)				
	Individual	16248598	22.22	16248598	21.80
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional investors				
2	Non-institution				
	Private corporate bodies	5572431	7.62	5572431	7.48
	Directors and relatives	6669548	9.12	6669548	8.95
	Indian public	41782232	57.15	43190682	57.96
	others (including NRIs & Trust)	2838522	3.88	2838522	3.81
	Foreign Body Corporate				
	Sub-total (B)	56862733	77.78	58271183	78.20
	<b>Total</b>	<b>73111331</b>	<b>100.00</b>	<b>74519781</b>	<b>100.00</b>

**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, 24<sup>th</sup> 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, 24<sup>th</sup> day of Jul 2023 at 12 pm at the Registered office of the Company. and at any adjournment thereof.

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**Signature of First holder/Proxy/Authorized Representative**

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**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**

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

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

<b>Name</b>	
<b>Address</b>	
<b>Email ID</b>	
<b>Signature</b>	

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, 4<sup>th</sup> Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013

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1. To consider and approve cancellation of unissued Equity Shares and partly paid up Compulsorily Convertible Preference Shares on Private Placement Basis
2. To consider and approve cancellation of unissued Non-Convertible Debentures by private placement
3. Offer and issuance of debentures on a private placement basis

Signed this \_\_\_ day of \_\_\_\_\_, 2023

Signature of Shareholder

Signature of Proxy Holder

AFFIX REVENUE  
Rs. 1STAMP

**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.

**Credit Wise Capital Private Limited**

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

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**Annexure IV Route map**

