



2025-26

**NOTICE OF
EXTRA-ORDINARY
GENERAL MEETING**

NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO. 01 OF FY 2025-26 OF THE MEMBERS OF CREDIT WISE CAPITAL PRIVATE LIMITED

To,
The Members,
Statutory Auditors, and
Board of Directors of
CREDIT WISE CAPITAL PRIVATE LIMITED

Pursuant to provisions of Section 101 of the Companies Act, 2013 (“**Act**”) and the rules framed thereunder (“**Rules**”) (including any statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made thereof for the time being in force), Articles of Association of the Company, and the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time Notice (“**Notice**”), is hereby given that an Extraordinary General Meeting (“**EGM**”) No. 01 of FY 2025-26 of the members of **Credit Wise Capital Private Limited** (“**Company**”) will be held on **Tuesday, 13 May, at 4 p.m.** through video conferencing (“**VC**”) / other audio-visual means (“**OAVM**”) in compliance with the applicable provisions of the Act, Rules and other applicable Circulars issued by the MCA from time to time to transact the businesses set out below.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

Members participating through the VC / OAVM facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 and the Articles of Association of the Company. The proceedings of the EGM will be recorded at the registered office of the Company situated at C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013 and will be considered to be the deemed venue for the purposes of this EGM.

In compliance with the Circulars issued by the MCA, the Notice, notes forming a part thereof, explanatory statement and annexures and other documents required to be attached thereon are being circulated to the members of the Company through **ELECTRONIC MODE**.

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SPECIAL BUSINESS:

ITEM NO. 1:

TO CONSIDER AND APPROVE INCREASE OF THE EXISTING AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a) and other applicable, if any, of the Companies Act, 2013 (**“Act”**), read with the Companies (Share Capital and Debenture) Rules, 2014, and Notifications and Circulars issued by the Ministry of Corporate Affairs from time to time (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force) and pursuant to the Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) for the increase in the Authorized Share Capital of the Company from the existing Rs. 85,00,00,000/- (Rupees Eighty-Five Crore only) consisting of 8,36,19,183 (Eight Crore Thirty-Six Lacs Nineteen Thousand One Hundred and Eighty-Three) equity shares having a par value of Rs. 10/- (Rupees Ten only) each and 13,80,817 (Thirteen Lacs Eighty Thousand Eight Hundred and Seventeen) preference shares having a par value of Rs. 10/- (Rupees Ten only) each to Rs. 95,63,00,000/- (Rupees Ninety-Five Crores Sixty-Three Lacs Only) divided into 8,62,49,999 (Eight Crores Sixty-Two Lacs Forty-Nine Thousand Nine Hundred and Ninety-Nine) Equity Shares having a par value of Rs. 10/- (Rupees Ten only) each, 93,80,000 (Ninety-Three Lacs Eighty Thousand) Preference Shares of the Company having a par value of Rs. 10/- (Rupees Ten only) and 1 (One) Series A Equity Share having a par value of Rs. 10/- (Rupees Ten only) each with differential voting rights;

FURTHER RESOLVED THAT pursuant to Section 13, and other applicable provisions, if any, of the Act and the Rules framed thereunder, as applicable to the Company, issued by the Ministry of Corporate Affairs from time to time (including any statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made thereof for the time being in force), approval of the members of the Company be and is hereby accorded for deletion of existing Clause V of the Memorandum of Association of the Company and in its place substitution of the following Clause V as under:

“Clause V:

*The Authorized Share Capital of the Company is Rs. 95,63,00,000/- (Rupees Ninety-Five Crores Sixty-Three Lacs Only) divided into 8,62,49,999 (Eight Crores Sixty-Two Lacs Forty-Nine Thousand Nine Hundred and Ninety-Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each; 93,80,000 (Ninety-Three Lacs Eighty Thousand) Preference Shares of Rs. 10/- (Rupees Ten only) each and 1 (One) Series A Equity Share of Rs. 10/- (Rupees Ten only) with differential voting rights with the power to the board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company (**“AOA”**) and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the AOA of the Company and the Act.”*

RESOLVED FURTHER THAT, all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai 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;

RESOLVED FURTHER THAT, any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 2:

TO CONSIDER AND APPROVE ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to: (i) the provisions of Sections 5 and 14 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act, read with the rules made thereunder, (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force) and Shareholders’ Agreement dated 18 April 2025 executed by and amongst Credit Wise Capital Private Limited (“**Company**”) and the promoters named in Annexure B (“**Promoters**”) thereof and the early investors named in Annexure C (“**Early Investors**”) thereof and Trident India Growth Fund 1 Trust (“**Investor**”) (hereinafter referred to as “**Shareholders’ Agreement**”) and Share Subscription Agreement dated 18 April 2025, executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (“**Promoters**”) and Trident India Growth Fund 1 Trust (“**Investor**”) (hereinafter referred to as “**Share Subscription Agreement**”); approval of the members of the Company be and is hereby accorded for adoption of a new set of restated Articles in substitution, to the entire exclusion of the existing Articles of the Company so as to *inter alia* reflect the provisions of the Shareholders’ Agreement in the Articles and also to enable issuance of shares with differential voting rights to the Investor;

RESOLVED FURTHER THAT pursuant to the provisions of sub-section (3) and (4) of Section 5 of the Companies Act, 2013, the approval of the members be and is hereby accorded for the entrenchment clauses as stated in the Part B of the proposed revised Articles of Association;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and

things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai 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;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 3:

TO CONSIDER AND APPROVE GRANTING OF STOCK OPTIONS FOR MORE THAN 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO THE IDENTIFIED EMPLOYEES OF THE COMPANY UNDER THE “CREDIT WISE CAPITAL PRIVATE LIMITED - EMPLOYEE STOCK OPTION PLAN 2021”

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 (“**Act**”), read with rules made thereunder, or any other applicable law for the time being in force (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force), and in accordance with the Credit Wise Capital Private Limited - Employee Stock Option Plan 2021 (“**CWC ESOP 2021**”), the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) in accordance with the CWC ESOP 2021 of the Company at the time of such grant, to such identified employees as may be decided by the Board from time to time;

RESOLVED FURTHER THAT the shares so issued in pursuance of the CWC ESOP 2021 shall rank *pari passu* in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai 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;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 4:

TO CONSIDER AND APPROVE GRANTING OF STOCK OPTIONS FOR MORE THAN 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO THE IDENTIFIED EMPLOYEES OF THE COMPANY UNDER THE CWC ESOP PLAN 2022

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 (“**Act**”), read with rules made thereunder, or any other applicable law for the time being in force (including any statutory modifications & reenactments thereof), and in accordance with the Credit Wise Capital Private Limited Employee Stock Option Plan 2022 (“**CWC ESOP 2022**”), the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) in accordance with the CWC ESOP 2022 of the Company at the time of such grant, to such identified employees as may be decided by the Board from time to time;

RESOLVED FURTHER THAT the shares so issued in pursuance of the CWC ESOP 2022 shall rank *pari passu* in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deem necessary or desirable in connection thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies 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;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 5:

TO CONSIDER AND APPROVE OFFER AND ISSUANCE OF 0.001% COUPON SERIES A PREFERENCE SHARES THROUGH PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT**, pursuant to (a) the provisions of Sections 42, 55, 62(1)(c) and other provisions, as applicable, if any of the Companies Act, 2013 (“**Act**”), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and all applicable rules (“**Rules**”) (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force); (b) the Memorandum of Association and Articles of Association of the Company; (c) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time; and (d) the Shareholders’ Agreement dated 18 April 2025 executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (“**Promoters**”) thereof and the early investors named in Annexure C (“**Early Investors**”) thereof and Trident India Growth Fund 1 Trust (“**Investor**”) (hereinafter referred to as “**Shareholders’ Agreement**”) and Share Subscription Agreement dated 18 April 2025, executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (“**Promoters**”) and Trident India Growth Fund 1 Trust (“**Investor**”) (hereinafter referred to as “**Share Subscription Agreement**”) and such other statutory approvals as may be required in this regard from time to time, and subject to such directions, instructions and amendments issued by the regulators while granting such approvals, and subject to the increase in the Authorized Share Capital of the Company as mentioned at Item No. 1 of the Notice, the approval of the members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot, from time to time, in one or more tranches 0.001% Coupon Series A Preference Shares of the Company (“**Series A Preference Shares**”) on the terms and conditions indicated in **Annexure I** having a par value of Rs. 10/- (Rupees Ten only) each, at an issue price per share of Rs. 64/- (Rupees Sixty-Four per share only) including share premium of Rs. 54 (Rupees Fifty-Four Only) each for cash on the terms set out under **Annexure I** to the Investor, in such manner as may be decided by the Board in this connection, through preferential allotment on a private placement basis and in the manner prescribed in Section 42 and Section 62(1)(c) of the Act read with Rules framed thereunder:

Name of the proposed Investor (Identified Person)	Address of the proposed Investor	No. of Series A Preference Shares proposed to be offered	Nominal Value per Series A Preference Shares (in Rs.)	Issue Price Per Share (including premium) (Rs.)	Total Subscription Amount (Rs.)
Trident India Growth Fund 1 Trust	3rd Floor, Incubex HSR11, No.	93,75,000 (Ninety-Three Lacs and	Rs. 10/- (Rupees Ten only)	Rs. 64/- (Rupees Sixty-Four only)	Rs. 60,00,00,000/-

	648, 1st Main Road, Sector 6, HSR Layout, Bangalore, Karnataka, India, 560102	Seventy-Five Thousand)			(Rupees Sixty Crores Only)
Total Issue Size			Rs. 60,00,00,000		

RESOLVED FURTHER THAT pursuant to Sections 42, 55 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subsequent filing of the board resolution and/or the members resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the approval of the members of the Company be and is hereby accorded to record the name and details of the Investor in Form PAS-5, and to approve the issuance of the Private Placement Offer cum Application Letter in Form PAS-4 to be issued to the Investor inviting it to subscribe to the Series A Preference Shares in accordance with the provisions of the Act and that the members of the Company hereby authorize Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company severally to sign, issue and deliver the Private Placement Offer cum Application Letter(s) (in Form PAS-4), along with other documents, relevant annexures and the application form annexed thereto, to the Investor and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned regulatory authorities, including the Registrar of Companies / Ministry of Corporate Affairs / Reserve Bank of India;

RESOLVED FURTHER THAT the valuation report dated 10 March 2025 prepared by Mr. Nishant Soni, Registered Valuer stating the per share value of the shares of the Company being Rs. 64/- (Rupees Sixty-Four Only) is hereby taken on record by the members;

RESOLVED FURTHER THAT, the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Series A Preference Shares and authorized to accept and to agree any request for modification in number of offer, issue and allotment of the Series A Preference Shares;

RESOLVED FURTHER THAT Series A Preference Shares to be issued under the private placement offer(s) shall have the terms as set out under **Annexure I** forming a part of this Notice;

RESOLVED FURTHER THAT the particulars required to be disclosed as per Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 pursuant to the issuance of the Series A Preference Shares are as under:

- a. The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares are as per the terms of Series A Preference Shares as provided under **Annexure I**;
- b. Participation in the surplus fund as per the terms of Series A Preference Shares are as provided under **Annexure I** forming a part of this Notice;
- c. The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid as per the terms of Series A Preference Shares are as provided under **Annexure I** forming a part of this Notice;
- d. The payment of dividend is Series A Preference Shares will be as provided under **Annexure I**;

- e. Each Series A Preference Shares will convert into such number of equity shares as determined by the terms of Series A Preference Shares as provided under **Annexure I** forming a part of this Notice;
- f. The voting rights shall be as per the terms of Series A Preference Shares as provided under **Annexure I** and **Annexure II** forming a part of this Notice;
- g. The Series A Preference Shares shall be compulsorily convertible into equity shares of the Company in the form and manner as set out under **Annexure I** forming a part of this Notice.

RESOLVED FURTHER THAT authorization of the members of the Company be and is hereby granted to the Board to commence the procedure for private placement of Series A Preference Shares;

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Series A Preference Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of Series A Preference Shares or for the repayment of monies where the Company is unable to allot the Series A Preference Shares;

RESOLVED FURTHER THAT for the purpose of facilitating dematerialisation of the Series A Preference Shares, the Board be and is hereby authorised to seek admission of the Series A Preference Shares to the depository system of National Securities Depository Limited /Central Depository Services (India) Limited and negotiate, finalize, and sign necessary documents, deeds, writings, declarations, undertakings and enter into such agreements as may be required to have the Series A Preference Shares dematerialised;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai 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;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 6:

TO CONSIDER AND APPROVE OFFER AND ISSUANCE OF SERIES A EQUITY SHARE WITH DVR THROUGH PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to (a) the provisions of Sections 42 and 62(1)(c) and other provisions, as applicable, if any of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) (**“Act”**), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 4 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and all applicable rules (**“Rules”**) (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force); (b) the Memorandum of Association and Articles of Association of the Company; (c) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time; and (d) the Shareholders’ Agreement dated 18 April 2025 executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (**“Promoters”**) thereof and the early investors named in Annexure C (**“Early Investors”**) thereof and Trident India Growth Fund 1 Trust (**“Investor”**) (hereinafter referred to as **“Shareholders’ Agreement”**) and Share Subscription Agreement dated 18 April 2025, executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (**“Promoters”**) and Trident India Growth Fund 1 Trust (**“Investor”**) (hereinafter referred to as **“Share Subscription Agreement”**) and such other statutory approvals as may be required in this regard from time to time, and subject to such directions, instructions and amendments issued by the regulators while granting such approvals, the approval of the members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) to issue and allot, 1 (One) Series A Equity Share with Differential Voting Rights of the Company (**“Series A Equity Share with DVR”**) having a par value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 64/- (Rupees Sixty-Four only) per share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each for cash on the terms set out under **Annexure II** to the Investor, in such manner as may be decided by the Board, through preferential allotment on a private placement basis and in the manner prescribed in Section 42 and Section 62(1)(c) of the Act read with Rules framed thereunder:

Name of the proposed Investor (Identified Person)	Address of the proposed Investor	No. of Series A Equity Share with DVR proposed to be offered	Nominal Value per Series A Equity Share with DVR (in Rs.)	Issue Price Per Share (including premium) (Rs.)	Total Subscription Amount (Rs.)
Trident India Growth Fund 1 Trust	3rd Floor, Incubex HSR11, No.648, 1st Main Road, Sector 6, HSR Layout, Bangalore, Karnataka, India, 560102	1 (One)	Rs. 10/- (Rupees Ten only)	Rs. 64/- (Rupees Sixty-Four only)	Rs. 64/- (Rupees Sixty-Four only)
Total Issue Size				Rs. 64	

RESOLVED FURTHER THAT pursuant to Sections 42 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 4 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subsequent filing of the board resolution and/or the members resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of

Securities) Rules, 2014, the approval of the members of the Company be and is hereby accorded to record the name and details of the Investor in Form PAS-5, and to approve the issuance of the Private Placement Offer cum Application Letter in Form PAS-4 to be issued to the Investor inviting it to subscribe to the Series A Equity Share with DVR in accordance with the provisions of the Act and that the members of the Company hereby authorize Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company severally to sign, issue and deliver the Private Placement Offer cum Application Letter(s) (in Form PAS-4), along with other documents, relevant annexures and the application form annexed thereto, to the Investor and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned regulatory authorities, including the Registrar of Companies / Ministry of Corporate Affairs / Reserve Bank of India;

RESOLVED FURTHER THAT the valuation report dated 10 March 2025 prepared by Mr. Nishant Soni, Registered Valuer stating the per share value of the shares of the Company being Rs. 64/- (Rupees Sixty-Four Only) is hereby taken on record by the members;

RESOLVED FURTHER THAT Series A Equity Share with DVR to be issued under the private placement offer(s) shall have the terms as set out under **Annexure II** forming a part of this Notice;

RESOLVED FURTHER THAT authorization of the members of the Company be and is hereby granted to the Board to commence the procedure for private placement of Series A Equity Share with DVR;

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Series A Equity Share with DVR pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of Series A Equity Share with DVR or for the repayment of monies where the Company is unable to allot the Series A Equity Share with DVR;

RESOLVED FURTHER THAT for the purpose of facilitating dematerialisation of the Series A Equity Share with DVR, the Board be and is hereby authorised to seek admission of the Series A Equity Share with DVR to the depository system of National Securities Depository Limited /Central Depository Services (India) Limited and negotiate, finalize, and sign necessary documents, deeds, writings, declarations, undertakings and enter into such agreements as may be required to have the Series A Equity Share with DVR dematerialised;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies, Maharashtra, Mumbai 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;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 7:

TO CONSIDER AND APPROVE “CREDIT WISE CAPITAL PRIVATE LIMITED - EMPLOYEE STOCK OPTION PLAN I 2025”

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT**, pursuant to the provisions of section 62(1)(b) and other applicable provisions of Companies Act, 2013 read with rules made thereunder or any other applicable law for the time being in force (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, and such other applicable provisions thereof, the consent of Members of the Company be and is hereby given to approve and adopt the Credit Wise Capital Private Limited – Employee Stock Option Plan I 2025 (“**CWC ESOP I 2025**”), as approved by the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution), and the Board be and is hereby authorized to create, offer, issue grant and allot from time to time, in one or more tranches, up to 48,18,970 (Forty Eight Lac Eighteen Thousand Nine Hundred and Seventy) employee stock options to eligible employees (hereinafter referred to as “**Employees**” and the term which shall include such Directors of the Company), at the time of such grant, as may be decided by the Board from time to time on such terms and conditions as provided in the CWC ESOP I 2025 and as may be fixed or determined by the Board, in compliance with the provisions of the Companies Act and the rules thereunder and other applicable laws;

RESOLVED FURTHER THAT the shares so issued to the Employees in pursuance of the CWC ESOP I 2025 shall rank *pari passu* in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527) and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to these resolutions including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO. 8:

TO CONSIDER AND APPROVE GRANTING OF STOCK OPTIONS FOR MORE THAN 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO THE IDENTIFIED EMPLOYEES IN PURSUANCE OF “CREDIT WISE CAPITAL PRIVATE LIMITED - EMPLOYEE STOCK OPTION PLAN I 2025”

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 (**“Act”**), read with rules made thereunder, or any other applicable law for the time being in force (including statutory modification(s) or amendments thereto or re-enactment(s) or substitutions made for the time being in force), and in accordance with the Credit Wise Capital Private Limited - Employee Stock Option Plan I 2025 (**“CWC ESOP I 2025”**), the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) to create, issue, grant, offer and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to such identified employees as may be decided by the Board from time to time in accordance with the provisions of the Act and in accordance with CWC ESOP I 2025 in the manner as may be decided by the Board from time to time;

RESOLVED FURTHER THAT the maximum number of employee stock options to be granted on such terms and conditions as provided in the CWC ESOP I 2025 and as may be fixed or determined by the Board shall not exceed 48,18,970 (Forty-Eight Lacs Eighteen Thousand Nine Hundred and Seventy), corresponding to 48,18,970 (Forty-Eight Lacs Eighteen Thousand Nine Hundred and Seventy) equity shares of the Company;

RESOLVED FURTHER THAT the shares so issued in pursuance of the CWC ESOP I 2025 shall rank *pari passu* in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT all actions taken by any of the Directors of the Company or a committee constituted thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and the Board either by itself or a sub-committee constituted thereof, be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Aalesh Avlani (DIN: 08570278), Mr. Gurpreet Singh Sodhi (DIN: 09791527), and Mr. Amit Doshi (DIN: 07659571), Directors of the Company, be and are hereby authorized severally to undertake all the necessary steps for giving effect to the above resolution and obtaining the necessary approvals of the statutory authorities, as may be applicable and file the necessary forms with the Registrar of Companies 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;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

**FOR AND ON BEHALF OF THE BOARD OF
CREDIT WISE CAPITAL PRIVATE LIMITED**

**AALESH PIYUSH AVLANI
DIRECTOR (DIN: 08570278)**

**DATE: 10 MAY, 2025
PLACE: MUMBAI**

NOTES FORMING PART OF THE NOTICE:

THE INSTRUCTIONS AND PROCEDURE FOR ATTENDING THE MEETING THROUGH VIDEO CONFERENCING ARE AS UNDER:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting are annexed hereto and forms an integral part of the notice.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, SINCE THE EGM WILL BE HELD THROUGH VC MEANS, WHERE PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. IN COMPLIANCE WITH THE MCA CIRCULARS, THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXY FOR THIS EGM. THUS, INSTRUCTIONS RELATED TO PROXY AND PROXY FORM ARE NOT PROVIDED IN THIS NOTICE.**
3. Notice of Extraordinary General Meeting (“EGM”) through Video Conferencing (“VC”) is in compliance with applicable provisions of General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 09/2023 dated September 09, 2024 issued by the Ministry of Corporate Affairs (“MCA”) has permitted the holding of the EGM through VC or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.
4. This notice is being sent to the shareholders holding shares as on 09 May 2025. However, a shareholder holding shares as on the date of EGM shall be entitled to attend and vote at the EGM
5. The registered office of the Company shall be recorded as the deemed venue of this EGM.
6. Statutory Auditors or their authorized representatives who shall also be qualified to be an auditor, are requested to attend this EGM.
7. Corporate Members intending their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are advised to email to cs@creditwisecapital.com a certified copy of the Board Resolution/ Authority Letter/ Power of Attorney, authorizing their representative to attend through VC means and vote on their behalf at the Meeting.
8. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13). Format of form will be provided upon request.
9. The Members may write to the Company through email on cs@creditwisecapital.com for any change in their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank account mandate, or any other relevant details, so as to enable the Company to take it on record.
10. All the Members and participants to the EGM are requested to pose their questions pertaining to matter to be placed in the EGM up to Monday, 12 May 2025 through email to cs@creditwisecapital.com.

11. In compliance with the framework provided as per MCA General Circular No.14/2020 dated 08th April 2020 and other related MCA Circulars, the procedure and instructions on how to access and participate in the EGM are as follows:
 - a. Zoom link to join the meeting is <https://us06web.zoom.us/j/84622234099>
 - b. Click on the join link in your email or calendar invitation (join via PC, Mac, iOS or Android).
 - c. Depending on your default web browser, you may be prompted to open Zoom or you can download the Zoom from the weblink - <https://zoom.us/download>
 - d. Enter the password as shared in the email.
 - e. You will be taken to the meeting and the host will admit you as participant to the meeting.
 - f. Members will be required to allow camera, since the meeting will be held via VC. Members are also encouraged to join the meeting through laptops for better experience.
12. Members are requested to write at cs@creditwisecapital.com for inspection of all related documents referred to in the Notice and the same shall be provided to Members on their email id registered with the Company.
13. Facility of joining the meeting shall be opened 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time.
14. During the meeting through VC, where a poll in accordance with Section 109 of the Companies Act, 2013 and rules made thereunder is required, the Members are requested to cast their vote on the resolution only by sending email to cs@creditwisecapital.com through their email addresses which are registered with the company.
15. The documents being referred to, under this notice and other statutory registers will be open for inspection at the registered office of the Company during business hours on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.
16. Attendance of Members through VC shall be counted for the purpose of quorum. Hence, attendance slip(s) are not provided here.
17. EGM will be held through VC mode only. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.
18. **MOST IMPORTANT AND FOR IMMEDIATE ACTION OF SHAREHOLDERS:**
 - A. **As per the notification dated 27 October, 2023 read with notification dated 12th February, 2025 issued by the Ministry of Corporate Affairs amending the Companies (Prospectus and Allotment of Securities) Rules, 2014, every private company, post 30 June 2025 is required to:**
 - a. **Mandatorily issue the securities only in dematerialised form; and**
 - b. **Facilitate dematerialisation of its securities.**
 - B. **Further, (a) for effecting transfer of securities held by shareholders in the Company on or after the 30 June 2025, shareholders are required to get securities held by them in the Company dematerialised before 30 June 2025. Additionally, prior to subscription of securities of the Company by way of private placement or bonus securities or rights offer on or after the 30 June 2025, shareholders are required to ensure that all the securities held by them in the Company are in dematerialised form.**

- C. Shareholders holding shares in physical form and who have not yet dematerialised their shares, are requested to register the same with their DP in case the shares are held in the physical mode. In order to facilitate seamless dematerialisation of shares, the Company has procured ISIN from both, NSDL and CDSL, the details of which, are as under:

ISIN no for Equity shares of the Company: INE0LN101017

- D. In case of any queries in this regard, members may or write to the Company at cs@creditwisecapital.com or contact the Company's Registrar & Share Transfer Agent at:

HARMILAP SHARE TRANSFER AGENTS

Unit-Credit Wise Capital

Shop No: 2 & 3 Ground Floor,

Harmilap Tower, Plot No: A-90 & 91

Indra Nagar, Near Azadpur Mandi,

Azadpur, Delhi-110033

Telephone: +91 11 35586362

Ph: 9310931755

email: harmilapрта@gmail.com website: www.harmilapрта.com

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

EXPLANATORY STATEMENT TO ITEM NO. 1:

The present Authorized Share Capital of the Company is Rs. 85,00,00,000/- (Rupees Eighty-Five Crores only) consisting of 8,36,19,183 (Eight Crores Thirty-Six Lacs Nineteen Thousand One Hundred and Eighty-Three) equity shares of Rs. 10/- (Rupees Ten only) each and 13,80,817 (Thirteen Lacs Eighty Thousand Eight Hundred and Seventeen) preference shares of Rs. 10/- (Rupees Ten only) each.

In order to raise funds for aiding growth of the Company, the Board of Directors ("**Board**"), at its meeting held on 17 March, 2025, approved the issuance of securities and also constituted a sub-committee thereof named "Transaction Execution Committee" to carry out all incidental and allied activities in relation thereto. In view of the aforesaid, the Board proposes to issue preference shares in accordance with the provisions of the Act. Considering that fund raising through issuance of securities via (a) preferential allotment on private placement basis; and (b) issuance of equity shares with differential voting rights would require creation of additional buffers to the existing Authorised Share Capital, it is necessary to enhance the existing the Authorised Share Capital of the Company to accommodate the aforesaid.

In view of the above, it is proposed to amend/ alter the Authorized Share Capital of the Company by increasing the present Authorized capital of Rs. 85,00,00,000/- (Rupees Eighty-Five Crores only) comprising of 8,36,19,183/- (Eight Crores Thirty-Six Lacs Nineteen Thousand One Hundred and Eighty-Three) equity shares having a par value of Rs. 10/- (Rupees Ten only) each and 13,80,817 (Thirteen Lakh Eighty Thousand Eight Hundred and Seventeen) preference shares having a par value of Rs. 10/- (Rupees Ten only) each to Rs. 95,63,00,000 (Rupees Ninety-Five Crores Sixty-Three Lacs Only) divided into 8,62,49,999 (Eight Crores Sixty-Two Lacs Forty-Nine Thousand Nine Hundred and Ninety-Nine) Equity Shares having a par value of Rs. 10/- (Rupees Ten only) each, 93,80,000 (Ninety-Three Lacs Eighty Thousand) 0.001% Coupon Series A Preference Shares of the Company on the terms and conditions indicated in **Annexure I** having a par value of Rs. 10/- (Rupees Ten only) each and 1 (One) Series A Equity Share having a par value of Rs. 10/- (Rupees Ten only) each with differential voting rights.

Article 5 of the Articles of Association ("**Articles**") states that the capital of the Company will be as reflected in Clause V of the Memorandum of Association from time to time, and hence the Articles do not require any amendment to reflect the proposed increase in the Authorized Share Capital.

Alteration of Clause V i.e. the capital clause of the Memorandum of Association is consequential to the increase in the Authorised Share Capital of the Company.

The Shareholders are informed that increase in the authorised share capital and alteration of Clause V of Memorandum of Association requires the approval of the shareholders in the General Meeting.

Accordingly, the approval of the members of the Company is being sought pursuant to Sections 13, 61(1)(a) and other applicable provisions of the Companies Act, 2013, for increasing the Authorized Share Capital of the Company and altering the Capital Clause of the Memorandum of Association of the Company.

A copy of the existing Memorandum of Association of the Company and the Memorandum of Association of the Company with the proposed amendment would be available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the members of the Company by means of a Special Resolution.

None of the Directors or Key Managerial Personnel, or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No. 1 of the accompanying notice.

EXPLANATORY STATEMENT TO ITEM NO. 2:

Pursuant to the Shareholders' Agreement dated 18 April 2025 executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B ("**Promoters**") thereof and the early investors named in Annexure C ("**Early Investors**") thereof and Trident India Growth Fund 1 Trust ("**Investor**") (hereinafter referred to as "**Shareholders' Agreement**") and Share Subscription Agreement dated 18 April 2025, executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B ("**Promoters**") and Trident India Growth Fund 1 Trust ("**Investor**") (hereinafter referred to as "**Share Subscription Agreement**") (collectively referred to as "**Transaction Documents**") the Articles of Association of the Company ("**Articles**") are required to be amended by way of adoption of a new set of restated Articles in substitution, to the entire exclusion of the existing Articles of the Company so as to *inter alia* reflect the provisions of the Shareholders' Agreement in the Articles of Association of the Company and also to enable issuance of shares with differential voting rights to the Investor. Further, the Transaction Documents also entail entrenchment of the Articles of the Company in the manner stipulated thereunder.

Further, the Transaction Documents also entail entrenchment of the Articles of the Company in the manner stipulated thereunder. The Company has shared a copy of the Shareholders' Agreement with all its shareholders vide email dated 24 April 2025 and received the necessary consents from all the shareholders of the company for the entrenchment clauses as stipulated under sub-section (3) and (4) of Section 5 of the Companies Act, 2013.

The copy of the existing Articles and the Articles and Articles with the proposed amendment as mentioned above are available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The shareholders are informed that the adoption of new set of Articles of Association for the Company requires approval of the shareholders of the Company by means of a Special Resolution.

The Directors recommend the Resolution at Item No. 2 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No 2 of the accompanying notice.

EXPLANATORY STATEMENT TO ITEM NO. 3:

The shareholders of the Company at the Extra-Ordinary General Meeting held on 24 March 2021 approved the Credit Wise Capital Private Limited - Employee Stock Option Plan 2021 ("**CWC ESOP 2021**") in order to reward its employees towards their contributions to the growth of the Company.

Furtherance to the above, it is proposed to authorise the Board (or a sub-committee thereof) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to such identified employees as may be decided by the Board from time to time. Such allotment of options exceeding 1% of the total issued capital shall only be made to employees as may be determined by the Board and as permitted under the Companies Act, 2013 read with the applicable rules thereon.

These options granted in pursuance of CWC ESOP 2021 shall continue to have the same terms and conditions as per the approved CWC ESOP 2021 and the equity issued on exercise of the options, shall rank pari-passu with the existing equity shares of the Company.

A. BRIEF DESCRIPTION AND FEATURES OF THE CWC ESOP 2021 IS AS UNDER:

- a. The CWC ESOP 2021 envisages extending an option to the eligible employees and/or directors as per provisions of the Companies Act, 2013 to acquire shares of Credit Wise Capital Private Limited, at a pre-determined price, as a way of employee compensation in recognition of their contribution to the overall growth of the Company.
- b. The CWC ESOP 2021 is intended to reward the employees performing par excellence and the directors of the Company, as an incentive to attract and retain the best available talent, to ensure long-term commitment to the Company, to encourage individual ownership of the Company by such employees recognized, to motivate them to contribute to the growth and development of the Company and thereby to achieve the ultimate objective of enhancing the enterprise value of the Company.

B. DISCLOSURES UNDER THE RULES:

The necessary disclosures as required to be made in pursuance of:

- a. Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014; and
- b. Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are tabulated separately below:

DISCLOSURES AS REQUIRED UNDER RULE 12 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No	Requirements	Particulars of the Scheme
1.	Total number of stock options to be granted	9,55,102 (Nine Lacs Fifty Five Thousand One Hundred and Two) equity shares.
2.	Identification of classes of employees entitled to participate in the ESOP Scheme	The CWC ESOP 2021 shall extend to the following persons: <ol style="list-style-type: none"> a. Permanent employees of the Company, holding company or subsidiary company who has been working in India or outside India; or b. Director of the Company, holding company or subsidiary company, whether a wholetime director or not

		<p>but excluding an independent director; or</p> <p>c. Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the Board for the purpose.</p> <p>d. The CWC ESOP 2021 shall not extend to any temporary employee, however, the Board of Directors may exclude any eligible employee(s) from any grant of option.</p>
3.	The appraisal process for determining the eligibility of the employees to the ESOP Scheme	<p>The criterion for determining the eligibility of employees to participate in CWC ESOP 2021 will be decided by the Board or any committee as may be constituted by the Board) after taking into account aspects like qualifications, experience, past performance, future performance indicators etc., of the employee, within the overall broad parameters. The Board shall also determine the criterion and respective weightages for allocation of CWC ESOP 2021, which are listed as under:</p> <p>a. Criticality of the role</p> <p>b. Potential of the individual</p> <p>c. Performance of the individual</p> <p>d. Tenure served by the individual till the date of grant</p> <p>e. Performance of the Company</p>
4.	The requirements of vesting and period of vesting	<p>The Board of Directors shall be empowered to choose the mode of vesting as follows:</p> <p>a. Accelerated basis: vesting shall be in respect of those eligible employees and/or directors chosen or specified by the board such that all the options granted to such employees/directors shall vest immediately on the completion of 12 months from the effective date i.e. the date of grant of options.</p> <p>b. Vesting shall occur on such terms and at such intervals as the Board may decide while granting the option. However, such vesting period shall not be less than one year from the date of granting of option and shall not exceed 5 (Five) years from the date of granting of option. The vesting shall occur in such tranches and in such proportion as the Board may decide.</p>

		<p>c. Any other basis of Vesting as the Board deems fit.</p> <p>Once the options are vested, the Board or any other person authorized by the Board shall issue a letter of vesting along with the exercise application form. In respect of options that are yet to be vested the Board shall have the liberty to shift certain grantee (s) or all the grantees from graded vesting to accelerated vesting or vice-versa.</p>
5.	Maximum period within which the options shall be vested	The Option shall be vested within 5 years from the date of grant of option
6.	The exercise price or the formula for arriving at the same	The exercise price shall be the fair market value determined in good faith by the Board and shall be based on factors as deemed fit by Board
7.	The exercise period and process of exercise	<p>a. Period: Options which are granted under CWC ESOP 2021 and which are vested in accordance with terms and conditions specified by the Board can be exercised only by the option holder (except in the case of death of the option holder), at the exercise price as per the terms of the CWC ESOP 2021. The exercise period shall be period of 5 (Five) years from the date of vesting. Option shall be exercised during the exercise period (except in case of resignation etc.). Option holders can exercise vested options each year during any time of the year or such other period as may be decided by the Board. During the exercise period, once in every three months or with such periodicity as may be decided by the Board, it shall meet in order to review the position and prepare a consolidated list of eligible employees who have exercised options vested in them.</p> <p>b. Manner of Exercise: The option holder shall exercise his option(s) by submitting, during the exercise period, the “Letter of Exercise”, in the format provided by the Company, along with a Cheque /Demand draft, favoring the Company, for the total money payable by him in respect of the exercise price, calculated as the number of options</p>

		<p>exercised multiplied by the exercise price per option. If the day of exercise happens to be a holiday as per the Company's rules then the same will be presumed to be exercised on the previous working day of the Company. The employee can exercise his right to convert the options into shares either in full or in part by addressing a communication to the Board, as and when the employee wishes to exercise the options during the exercise period of the option.</p> <p>c. Resignation or Termination: In the event of resignation or termination of the employee, all vested options to be exercised within the notice period, else the option shall stand lapsed.</p> <p>d. Termination for misconduct: In the event of termination of the employee on account of misconduct, all vested and unvested options as on that day shall lapse.</p> <p>e. Death: In the event of death of the employee while in employment, all the options granted to him under the CWC ESOP 2021 till such date shall vest forthwith in the nominee(s), and in the absence of any nomination, in the legal heir(s) of the deceased employee. Provided that in the event of death of an option holder after retirement from the services of the Company or its subsidiary, all unvested options held by such option holder shall vest after a period of one year from the date of respective grant(s).</p> <p>f. Vested options can be exercised by the nominee(s) or legal heir(s) (within the relevant exercise period) in the same manner as the option holder could have exercised had he been alive, subject to the production of documentary evidence to the satisfaction of the Company with respect to identification of nominee(s) or legal heir(s) and upon compliance with such other formalities as may be required by the Company.</p> <p>g. Permanent disability: In the event of permanent disability of an option</p>
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		<p>holder, while in employment of the Company or its subsidiary, all options granted to him as on date of permanent disability would vest in him on that day. The options would be exercisable at any time within the exercise period, as per the CWC ESOP 2021.</p> <p>h. Transfer: In the event of an option holder being transferred to a subsidiary company/associate company at the instance of or with consent of the Company or its subsidiary, such option holder will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule and can be exercised any time within the exercise period. In the event of retirement of an option holder at the instance of or with consent of the Company, employee will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule. The options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into any competition or is employed by a competitor.</p> <p>i. Retirement: In the event of retirement of an option holder at the instance of or with consent of the Company, employee will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule. The options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into any competition or is employed by a competitor.</p>
8.	The lock-in period, if any	The Board shall decide the lock in period at the time of granting options, which shall not exceed 2 years.
9.	The maximum number of options to be granted per employee and in aggregate	9,55,102 (Nine Lacs Fifty Five Thousand One Hundred and Two) equity shares.

10.	The method which the company shall use to value its options	The exercise price shall be the fair market value determined in good faith by the Board and shall be based on factors as deemed fit by Board.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>On expiry of 5 years from the date of respective vesting, the vested unexercised options will lapse.</p> <p>a. In the event of termination for misconduct of the Company, all vested/unvested options will lapse.</p> <p>b. In the event of resignation or termination of the employee, all vested options to be exercised within the notice period, else the option shall stand lapsed.</p> <p>c. Dissolution or Liquidation:</p> <p>In the event of dissolution or liquidation of the Company, the Board shall notify each option holder as soon as practicable prior to the effective date of such proposed transaction. In the event of dissolution or liquidation, the Board may provide for full acceleration of any unvested options and exercise thereof. In addition, the board may provide that any repurchase option applicable to any ordinary shares purchased upon exercise of an option shall lapse as to all such ordinary shares, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised, an option will terminate immediately prior to the consummation of such proposed action.</p> <p>d. Change in Control:</p> <p>In the event of a change in control, the option holder shall have the option to exercise the vested option immediately and within seven (7) working days of the receipt of the notice from the Board. However, all unvested options will lapse forthwith. Provided however, vesting of the unvested options may be</p>

		accelerated for some/all employees, at the sole discretion of the Board. The Company will make every effort to safeguard the interest of its employees in such a scenario.
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p>a. The employee shall exercise all the options vested upon him/her before being relieved from the services of the Company in case of resignation or termination (other than misconduct) of employee.</p> <p>b. All options whether vested or unvested will lapse immediately in case of termination of Employee for misconduct.</p>
13.	Statement to the effect that the company shall comply with the applicable accounting standards	The Company undertakes that it shall comply with the applicable accounting standards. The Company is currently following IGAAP and will transition to Ind-AS as and when applicable.

DISCLOSURES AS REQUIRED UNDER RULE 16 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No	Particulars	Requirements
1.	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares;	Not applicable
2.	The particulars of the trustee or employees in whose favor such shares are to be registered;	Not applicable
3.	The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any;	Not applicable
4.	The interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;	Not applicable
5.	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme;	Not applicable
6.	the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;	Not applicable

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decisions thereon.

A copy of the Credit Wise Capital Private Limited - Employee Stock Option Plan 2021 would be available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The shareholders are informed that issuance of employee stock options during any one year, equal to or exceeding 1% of the issued capital requires approval of the shareholders.

The Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No 3 of the accompanying notice.

EXPLANATORY STATEMENT TO ITEM NO. 4:

The shareholders of the Company at the Extra-Ordinary General Meeting held on 18 February 2022 approved the Credit Wise Capital Private Limited - Employee Stock Option Plan 2022 (“**CWC ESOP 2022**”) in order to reward its employees towards their contributions to the growth of the Company.

Furtherance to the above, it is proposed to authorise the Board (or a sub-committee thereof) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to such identified employees as may be decided by the Board from time to time. Such allotment of options exceeding 1% of the total issued capital shall only be made to employees as may be determined by the Board and as permitted under the Companies Act, 2013 read with the applicable rules thereon.

These options granted in pursuance of CWC ESOP 2022 shall continue to have the same terms and conditions as per the approved CWC ESOP 2022 and the equity issued on exercise of the options, shall rank pari-passu with the existing equity shares of the Company.

A. BRIEF DESCRIPTION AND FEATURES OF THE CWC ESOP 2022 IS AS UNDER:

- a. The CWC ESOP 2022 envisages extending an option to the eligible employees and/or directors as per provisions of the Companies Act, 2013 to acquire shares of Credit Wise Capital Private Limited, at a pre-determined price, as a way of employee compensation in recognition of their contribution to the overall growth of the Company.
- b. The CWC ESOP 2022 is intended to reward the employees performing par excellence and the directors of the Company, as an incentive to attract and retain the best available talent, to ensure long-term commitment to the Company, to encourage individual ownership of the Company by such employees recognized, to motivate them to contribute to the growth and development of the Company and thereby to achieve the ultimate objective of enhancing the enterprise value of the Company.

B. DISCLOSURES UNDER THE RULES:

The necessary disclosures as required to be made in pursuance of:

- a. Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014; and
- b. Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are tabulated separately below:

DISCLOSURES AS REQUIRED UNDER RULE 12 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No	Requirements	Particulars of the Scheme
1.	Total number of stock options to be granted	29,34,898 (Twenty Nine Lacs Thirty Four Thousand Eight Hundred and Ninety Eight) equity shares.
2.	Identification of classes of employees entitled to participate in the ESOP Scheme	<p>The CWC ESOP 2022 shall extend to the following persons:</p> <ol style="list-style-type: none"> a. Permanent employees of the Company, holding company or subsidiary company who has been working in India or outside India; or b. Director of the Company, holding company or subsidiary company, whether a wholetime director or not but excluding an independent director; or c. Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the Board for the purpose. d. The CWC ESOP 2022 shall not extend to any temporary employee, however, the Board of Directors may exclude any eligible employee(s) from any grant of option.
3.	The appraisal process for determining the eligibility of the employees to the ESOP Scheme	<p>The criterion for determining the eligibility of employees to participate in CWC ESOP 2022 will be decided by the Board or any committee as may be constituted by the Board) after taking into account aspects like qualifications, experience, past performance, future performance indicators etc., of the employee, within the overall broad parameters. The Board shall also determine the criterion and respective weightages for allocation of CWC ESOP 2022, which are listed as under:</p> <ol style="list-style-type: none"> a. Criticality of the role b. Potential of the individual c. Performance of the individual d. Tenure served by the individual till the date of grant e. Performance of the Company
4.	The requirements of vesting and period of vesting	<p>The Board of Directors shall be empowered to choose the mode of vesting as follows:</p> <ol style="list-style-type: none"> a. Accelerated basis: vesting shall be in respect of those eligible employees

		<p>and/or directors chosen or specified by the board such that all the options granted to such employees/directors shall vest immediately on the completion of 12 months from the effective date i.e. the date of grant of options.</p> <p>b. Vesting shall occur on such terms and at such intervals as the Board may decide while granting the option. However, such vesting period shall not be less than one year from the date of granting of option and shall not exceed 5 (Five) years from the date of granting of option. The vesting shall occur in such tranches and in such proportion as the Board may decide.</p> <p>c. Any other basis of Vesting as the Board deems fit.</p> <p>Once the options are vested, the Board or any other person authorized by the Board shall issue a letter of vesting along with the exercise application form. In respect of options that are yet to be vested the Board shall have the liberty to shift certain grantee (s) or all the grantees from graded vesting to accelerated vesting or vice-versa.</p>
5.	Maximum period within which the options shall be vested	The Option shall be vested within 5 years from the date of grant of option
6.	The exercise price or the formula for arriving at the same	The exercise price shall be the fair market value determined in good faith by the Board and shall be based on factors as deemed fit by Board
7.	The exercise period and process of exercise	<p>a. Period: Options which are granted under CWC ESOP 2022 and which are vested in accordance with terms and conditions specified by the Board can be exercised only by the option holder (except in the case of death of the option holder), at the exercise price as per the terms of the CWC ESOP 2022.</p> <p>The exercise period shall be period of 5 (Five) years from the date of vesting. Option shall be exercised during the exercise period (except in case of resignation etc.).</p> <p>Option holders can exercise vested options each year during any time of the year or such other period as may be decided by the Board.</p>

		<p>During the exercise period, once in every three months or with such periodicity as may be decided by the Board, it shall meet in order to review the position and prepare a consolidated list of eligible employees who have exercised options vested in them.</p> <p>b. Manner of Exercise: The option holder shall exercise his option(s) by submitting, during the exercise period, the “Letter of Exercise”, in the format provided by the Company, along with a Cheque /Demand draft, favoring the Company, for the total money payable by him in respect of the exercise price, calculated as the number of options exercised multiplied by the exercise price per option. If the day of exercise happens to be a holiday as per the Company’s rules then the same will be presumed to be exercised on the previous working day of the Company. The employee can exercise his right to convert the options into shares either in full or in part by addressing a communication to the Board, as and when the employee wishes to exercise the options during the exercise period of the option.</p> <p>c. Resignation or Termination: In the event of resignation or termination of the employee, all vested options to be exercised within the notice period, else the option shall stand lapsed.</p> <p>d. Termination for misconduct: In the event of termination of the employee on account of misconduct, all vested and unvested options as on that day shall lapse.</p> <p>e. Death: In the event of death of the employee while in employment, all the options granted to him under the CWC ESOP 2022 till such date shall vest forthwith in the nominee(s), and in the absence of any nomination, in the legal heir(s) of the deceased employee. Provided that in the event of death of an option holder after retirement from the services of the Company or its subsidiary, all unvested options held by</p>
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		<p>such option holder shall vest after a period of one year from the date of respective grant(s).</p> <p>f. Vested options can be exercised by the nominee(s) or legal heir(s) (within the relevant exercise period) in the same manner as the option holder could have exercised had he been alive, subject to the production of documentary evidence to the satisfaction of the Company with respect to identification of nominee(s) or legal heir(s) and upon compliance with such other formalities as may be required by the Company.</p> <p>g. Permanent disability: In the event of permanent disability of an option holder, while in employment of the Company or its subsidiary, all options granted to him as on date of permanent disability would vest in him on that day. The options would be exercisable at any time within the exercise period, as per the CWC ESOP 2022.</p> <p>h. Transfer: In the event of an option holder being transferred to a subsidiary company/associate company at the instance of or with consent of the Company or its subsidiary, such option holder will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule and can be exercised any time within the exercise period. In the event of retirement of an option holder at the instance of or with consent of the Company, employee will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule. The options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into any competition or is employed by a competitor.</p>
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		<p>i. Retirement: In the event of retirement of an option holder at the instance of or with consent of the Company, employee will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule. The options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into any competition or is employed by a competitor.</p>
8.	The lock-in period, if any	The Board shall decide the lock in period at the time of granting options, which shall not exceed 2 years.
9.	The maximum number of options to be granted per employee and in aggregate	29,34,898 (Twenty-Nine Lacs Thirty-Four Thousand Eight Hundred and Ninety Eight) equity shares.
10.	The method which the company shall use to value its options	The exercise price shall be the fair market value determined in good faith by the Board and shall be based on factors as deemed fit by Board.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>On expiry of 5 years from the date of respective vesting, the vested unexercised options will lapse.</p> <p>a. In the event of termination for misconduct of the Company, all vested/unvested options will lapse.</p> <p>b. In the event of resignation or termination of the employee, all vested options to be exercised within the notice period, else the option shall stand lapsed.</p> <p>c. Dissolution or Liquidation:</p> <p>In the event of dissolution or liquidation of the Company, the Board shall notify each option holder as soon as practicable prior to the effective date of such proposed transaction. In the event of dissolution or liquidation, the Board may provide for full acceleration of any unvested options and exercise thereof. In addition, the board may provide that any repurchase option applicable to any ordinary shares purchased upon exercise of an option shall lapse as to all</p>

		<p>such ordinary shares, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised, an option will terminate immediately prior to the consummation of such proposed action.</p> <p>d. Change in Control:</p> <p>In the event of a change in control, the option holder shall have the option to exercise the vested option immediately and within seven (7) working days of the receipt of the notice from the Board. However, all unvested options will lapse forthwith. Provided however, vesting of the unvested options may be accelerated for some/all employees, at the sole discretion of the Board. The Company will make every effort to safeguard the interest of its employees in such a scenario.</p>
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p>a. The employee shall exercise all the options vested upon him/her before being relieved from the services of the Company in case of resignation or termination (other than misconduct) of employee.</p> <p>b. All options whether vested or unvested will lapse immediately in case of termination of Employee for misconduct.</p>
13.	Statement to the effect that the company shall comply with the applicable accounting standards	The Company undertakes that it shall comply with the applicable accounting standards. The Company is currently following IGAAP and will transition to Ind-AS as and when applicable.

DISCLOSURES AS REQUIRED UNDER RULE 16 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No	Particulars	Requirements
1.	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares;	Not applicable
2.	The particulars of the trustee or employees in whose favor such shares are to be registered;	Not applicable

3.	The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any;	Not applicable
4.	The interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;	Not applicable
5.	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme;	Not applicable
6.	the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;	Not applicable

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decisions thereon.

A copy of the Credit Wise Capital Private Limited - Employee Stock Option Plan 2022 would be available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The shareholders are informed that issuance of employee stock options during any one year, equal to or exceeding 1% of the issued capital requires approval of the shareholders.

The Directors recommend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No 4 of the accompanying notice .

EXPLANATORY STATEMENT TO ITEM NO. 5:

The Company proposes to issue 0.001% Coupon Series A Compulsorily Convertible Redeemable Preference Shares ("**Series A Preference Shares**") through preferential allotment on a private placement basis in the manner prescribed under the provisions of Sections 42, 55, 62(1)(c) and other provisions, as applicable, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) ("**Act**"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and all applicable rules ("**Rules**").

Sections 42, 55 and 62(1)(c) of the Act read with the Rules, *inter alia*, requires the Company to obtain the prior approval of its members by way of a Special Resolution for issuance of shares or securities through preferential allotment on a private placement basis.

In view of the above, the approval of the members is being sought, by way of Special Resolution, to issue and allot, 93,75,000 (Ninety-Three Lacs and Seventy-Five Thousand), 0.001% Coupon Series A Compulsorily Convertible Preference Shares of the Company ("**Series A Preference Shares**") at an issue price of Rs. 64/- (Rupees Sixty-Four only) per Series A Preference Share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each per share aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores

Only) to Trident India Growth Fund 1 Trust. The terms of issue of the Series A Preference Shares are annexed hereto as **Annexure I** forming a part of this notice.

DISCLOSURES UNDER THE RULES:

- a. The necessary disclosures as required to be made in pursuance of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

DISCLOSURES PURSUANT TO PROVISIO TO RULE 14(1) OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014		
Sr. No.	Particulars	Disclosure
1.	Particulars of the offer including date of passing of Board resolution	17 March 2025
2.	Kinds of securities offered and the price at which security is being offered	0.001% Coupon Series A Preference Shares of the Company (" Series A Preference Shares ") more particularly indicated in Annexure I hereto
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>a. The price has been arrived by the Board based on the valuation report from the CA Nishant Soni, Registered Valuer, having IBBI Registration No. IBBI/RV/06/2019/10745.</p> <p>b. The fair market value of the Series A Preference Shares is Rs. 64/- (Rupees Sixty-Four only), as per the said valuation report.</p> <p>c. The issue price of the Series A Preference Shares is as per fair market value determined in the valuation report.</p>
4.	Name and address of valuer who performed valuation	CA Nishant Soni - Registered Valuer (ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19) Unit No 007, Udyog Bhavan, Opposite Zudio, Sonawala Road, Goregaon (East), Mumbai 400063
5.	Amount which the company intends to raise by way of such securities	Rs. 60,00,00,000 (Rupees Sixty Crores Only)
6.	Material terms of raising such securities	Material terms of the Series A Preference Shares are set forth in Annexure I
7.	Proposed time schedule	The proposed time for the allotment of the Series A Preference Shares is 30 days from date of receipt of funds by the Company.
8.	Purposes or objects of offer	The Series A Preference Shares are being issued considering the fund requirements for the growth of the business of the Company

9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None of the Promoters or Directors or Key Managerial Personnel of the Company would be subscribing to the issue.
10.	Principle terms of assets charged as securities	No assets of the Company are charged for the proposed issuance under private placement.

DISCLOSURES PURSUANT TO RULE 9(3) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014

Sr. No.	Requirement	Disclosure
1.	The size of the issue and number of preference shares to be issued and nominal value of each share	Issue and offer of 93,75,000 (Ninety-Three Lacs and Seventy-Five Thousand) 0.001% Coupon Series A Preference Shares (“ Series A Preference Shares ”) having a par value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 64/- (Rupees Sixty-Four only) per share including share premium of Rs. 54/- each aggregating Rs 60,00,00,000 (Rupees Sixty Crore Only) on the terms set out under Annexure I forming a part of this notice.
2.	The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	0.001% Coupon Series A Compulsorily Convertible Redeemable Preference Shares. Please see the terms of the issue as set out under Annexure I forming a part of this notice
3.	The objectives of the issue	The Series A Preference Shares are being issued considering the fund requirements for the growth of the business of the Company.
4.	The manner of issue of shares	Preferential allotment on a private placement basis in the manner prescribed under the provisions of Section 42, 55, 62(1)(c) and other provisions, as applicable, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014
5.	The price at which such shares are proposed to be issued	The Series A Preference Shares are issued at an issue price of Rs. 64/- (Rupees Sixty-Four only) per share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each on the terms set out under Annexure I forming a part of this notice.
6.	The basis on which the price has been arrived at	a. The price of the Series A Preference Shares has been arrived by the Board based on the

		<p>valuation report from the CA Nishant Soni, Registered Valuer, having Registration No. ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19.</p> <p>b. The fair market value of the Series A Preference Shares is Rs. 64/- (Rupees Sixty-Four only), as per the said valuation report.</p> <p>c. The issue price of the Series A Preference Shares is equivalent to the fair market value of the Series A Preference Shares determined in the valuation report.</p>																																																										
7.	The terms of issue, including terms and rate of dividend on each share, etc.	Please see the terms of the issue as set out under Annexure I forming a part of this notice																																																										
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>The Series A Preference Shares are compulsorily convertible.</p> <p>The terms of conversion of the Series A Preference Shares are provided in Annexure I</p>																																																										
9.	<p>*The current shareholding pattern of the company:</p> <table border="1"> <thead> <tr> <th rowspan="2">Sr. No</th> <th rowspan="2">Category</th> <th colspan="2">Particulars</th> </tr> <tr> <th>No. of shares held</th> <th>% of share holding</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>Promoters' holding:</td> <td></td> <td></td> </tr> <tr> <td>1</td> <td>Indian</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Individual</td> <td>6545226</td> <td>8.59</td> </tr> <tr> <td></td> <td>Bodies Corporate</td> <td>0</td> <td>-</td> </tr> <tr> <td></td> <td>Sub-total</td> <td>6545226</td> <td>8.59</td> </tr> <tr> <td>2</td> <td>Foreign promoters</td> <td>0</td> <td>-</td> </tr> <tr> <td colspan="2">Sub-total (A)</td> <td>6545226</td> <td>8.59</td> </tr> <tr> <td>B</td> <td>Non-promoters' holding:</td> <td></td> <td></td> </tr> <tr> <td>1</td> <td>Institutional investors</td> <td>1059563</td> <td>1.39</td> </tr> <tr> <td>2</td> <td>Non-institutional:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Private corporate bodies</td> <td>5501530</td> <td>7.22</td> </tr> <tr> <td></td> <td>Director and relatives</td> <td>7720370</td> <td>10.13</td> </tr> <tr> <td></td> <td>Indian public</td> <td>53464401</td> <td>70.13</td> </tr> </tbody> </table>		Sr. No	Category	Particulars		No. of shares held	% of share holding	A	Promoters' holding:			1	Indian				Individual	6545226	8.59		Bodies Corporate	0	-		Sub-total	6545226	8.59	2	Foreign promoters	0	-	Sub-total (A)		6545226	8.59	B	Non-promoters' holding:			1	Institutional investors	1059563	1.39	2	Non-institutional:				Private corporate bodies	5501530	7.22		Director and relatives	7720370	10.13		Indian public	53464401	70.13
Sr. No	Category	Particulars																																																										
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	Others [including Non- resident Indians (NRIs)]	1946567	2.55
	Sub-total (B)	69692431	91.41
	GRAND TOTAL (A+B)	76237657	100.00
<p><i>*Note: The company has currently concluded an offer of rights issue of 33,47,301 equity shares on 04 May 2025, for which, the board is in the process of disposing them in terms of the provisions of Section 62(1)(a)(iii) of the Companies Act, 2013. Since the process is ongoing, allotments in respect thereof have not been made. In view thereof, the disclosed shareholding pattern is excluding the shares that are yet to be allotted in pursuance of the rights issue.</i></p>			
10.	The expected dilution in equity share capital upon conversion of preference shares	<p>a. The Series A Preference Shares are compulsorily convertible in the manner set out under Annexure I forming a part of this notice</p> <p>b. Expected dilution in the equity share capital on a fully diluted basis, upon conversion of all existing preference shares including the proposed issue is 10.95%</p>	

DISCLOSURES ARE MADE PURSUANT TO RULE 13 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No.	Requirement	Disclosure
1.	The objects of the issue	To fund requirements for the growth of the business of the Company
2.	The total number of shares or other securities to be issued	93,75,000 (Ninety-Three Lacs and Seventy-Five Thousand) 0.001% Coupon Series A Preference Shares (" Series A Preference Shares ") having a par value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 64/- (Rupees Sixty-Four only) per share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each on the terms set out under Annexure I forming a part of this notice
3.	The price or price band at/within which the allotment is proposed	The Series A Preference Shares are issued at an issue price of Rs. 64/- (Rupees Sixty-Four only) per share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each on the terms set out under Annexure I forming a part of this notice
4.	The basis on which the price has been arrived at along with report of the registered valuer	a. The price of the Series A Preference Shares has been arrived by the Board based on the valuation report from the CA Nishant Soni, Registered Valuer, having IBBI

		<p>Registration No. ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19.</p> <p>b. The fair market value of the Series A Preference Shares is Rs. 64/- (Rupees Sixty-Four only), as per the said valuation report.</p> <p>c. The issue price of the Series A Preference Shares is equivalent to the fair market value of the Series A Preference Shares determined in the valuation report.</p>
5.	Relevant date with reference to which the price has been arrived at	<p>Valuation report is dated 10 March 2025 and the valuation has been derived basis provisional financials as at 31 December, 2024.</p> <p>Further, the price in respect of conversion would be determined basis the valuation report obtained at the time of conversion.</p>
6.	The class or classes of persons to whom the allotment is proposed to be made	TRIDENT INDIA GROWTH FUND 1 TRUST , a category II alternative investment fund registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, represented by its trustee Axis Trustee Services Limited.
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters or directors or key managerial personnel of the Company would be subscribing to the said issue.
8.	The proposed time within which the allotment shall be completed	The proposed time for the allotment of the Series A Preference Shares is 30 (Thirty) days from the date of receipt of funds by the Company.
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<p>a. The name of the proposed allottee: The Series A Preference Shares are proposed to be solely issued to TRIDENT INDIA GROWTH FUND 1 TRUST.</p> <p>b. Percentage of post preferential offer capital held: 100%</p>
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	No
11.	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	None

12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	No allotment of securities under this proposed allotment is being made for any consideration other than cash
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13.	*Pre and post issue shareholding pattern of the Company:					
	Sr. No	Category	Pre-issue		Post-issue and conversion of CCPS*	
			No. of shares held	% of share holding	No. of share held	% of shares holding
	A	Promoters' holding:				
	1	Indian				
		Individual	6545226	8.59	6545226	7.65
		Bodies Corporate	0	-	0	-
		Sub-total	6545226	8.59	6545226	7.65
	2	Foreign promoters	0	-	0	-
	Sub-total (A)		6545226	8.59	6545226	7.65
	B	Non-promoters' holding:				
	1	Institutional investors	1059563	1.39	10434563	12.19
	2	Non-institutional:				
		Private corporate bodies	5501530	7.22	5501530	6.43
		Director and relatives	7720370	10.13	7720370	9.02
		Indian public	53464401	70.13	53464401	62.45
		Others [including Non-resident Indians (NRIs)]	1946567	2.55	1946567	2.27
	Sub-total (B)		69692431	91.41	79067431	92.35
	GRAND TOTAL (A+B)		76237657	100.00	85612657	100.00
	*Note:	<i>The post- issue and conversion table is prepared on the assumption that the entire 100% CCPS has been converted on a 1:1 basis.</i>				
	<i>*Note: The company has currently completed an offer of 33,47,301 equity shares for which allotment is under process. The above shareholding pattern is excluding the shares that will be allotted pursuant to the rights issue.</i>					

Your Directors request the members to grant their consent for offer and issuance of the Series A Preference Shares through preferential allotment on a private placement basis. The proposed issue of the Series A CCPS are also in compliance with the conditions of Sections 42, 55 and 62(1)(c) of the Act and the Rules framed thereunder. Further, the same shall be subject to the necessary provisions, compliance and approvals, if any, under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended and applicable from time to time.

The Company has received the valuation certificate dated 10th March 2025 from CA Nishant Soni, Registered Valuer, having IBBI Registration No. ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19. As per the same, the fair market value of the Series A CCPS is Rs. 64/- (Rupees Sixty-Four only).

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

A copy of the Shareholders' Agreement and Share Subscription Agreement referred to in the proposed resolution and valuation certificate would be available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The shareholders are informed that issuance of shares through preferential allotment on a private placement basis requires approval of the shareholders by means of a special resolution.

The Directors recommend the Resolution at Item No. 5 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No 5 of the accompanying notice.

EXPLANATORY STATEMENT TO ITEM NO. 6:

The Company proposes to issue Series A Equity Share with Differential Voting Rights ("**Series A Equity Share with DVR**") through preferential allotment on a private placement basis in the manner prescribed under the provisions of Sections 42 and 62(1)(c) and other provisions, as applicable, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) ("**Act**"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and all applicable rules ("**Rules**").

Sections 42 and 62(1)(c) of the Act read with the Rules, *inter alia*, requires the Company to obtain the prior approval of its members by way of a Special Resolution for issuance of shares or securities through preferential allotment on a private placement basis.

In view of the above, the approval of the members is being sought, by way of Special Resolution, to issue and allot, 1 (One) Series A Equity Share with Differential Voting Rights ("**Series A Equity Share with DVR**") at an issue price of Rs. 64/- (Rupees Sixty-Four only) including share premium of Rs. 54/- (Rupees Fifty-Four Only) aggregating to Rs. 64/- (Rupees Sixty Four Only) to Trident India Growth Fund 1 Trust. The terms of issue of the Series A Equity Share with DVR annexed hereto as **Annexure II** forming a part of this notice.

The Transaction Execution Committee constituted by the Board has verified the adherence and compliance of the provisions as laid down in Rule 4(1) of the Companies (Share Capital and Debentures) Rules, 2014 for issuance of Series A Equity Share with DVR.

DISCLOSURES AS REQUIRED UNDER THE RULES:

- a. The necessary disclosures as required to be made in pursuance of Rule 4 (2) of the Companies (Share Capital And Debentures) Rules, 2014;
- b. The necessary disclosures as required to be made in pursuance of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014; and
- c. Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

DISCLOSURE PURSUANT TO RULE 4 (2) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014:		
Sr. No.	Requirement	Disclosure
1.	The total number of shares to be issued with differential rights	1 (One) Series A Equity Share with DVR having a par value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 64/- (Rupees Sixty-Four only) per Series A Equity share including share premium of Rs. 54/- (Rupees Fifty-Four Only) per Series A Equity Share on the terms set out under Annexure II forming a part of this notice
2.	The details of the differential rights	The details of the differential rights of the Series A Equity Share with DVR are set out under Annexure II forming a part of this notice
3.	The percentage of the shares with differential rights to the total post issue paid up equity share capital including equity shares with differential rights issued at any point of time	0%
4.	The price at which such shares are proposed to be issued either at par or at premium;	The Series A Equity Share with DVR having a par value of Rs. 10/- (Rupees Ten only) each, will be issued at an issue price of Rs. 64/- (Rupees Sixty-Four only) per Series A Equity share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each on the terms set out under Annexure II forming a part of this notice.
5.	The basis on which the price has been arrived at	<ol style="list-style-type: none"> a. The price of the Series A Equity Share with DVR has been arrived by the Board based on the valuation report from the CA Nishant Soni, Registered Valuer, having IBBI Registration No. IBBI/RV/06/2019/10745. b. The fair market value of the Series A Equity Share with DVR is Rs. 64/- (Rupees Sixty-Four only), as per the said valuation report.
6.	A. In case of private placement or preferential issue:	A. Responses to point A are as under:

	<p>a. Details of total number of shares proposed to be allotted to promoters, directors and key managerial personnel;</p> <p>b. Details of total number of shares proposed to be allotted to persons other than promoters, directors and key managerial personnel and their relationship if any with any promoter, direct or key managerial personnel.</p> <p>B. In case of public issue, reservation, if any, for different classes of applicants including promoters, directors or key managerial personnel;</p>	<p>a. None of the promoters or directors or key managerial personnel of the Company would be subscribing to the said issue;</p> <p>b. 1 (One) Series A Equity Share with DVR is proposed to be allotted to Trident India Growth Fund 1 Trust</p> <p>B. Response to point B is as under: Not applicable</p>																																								
7.	The percentage of voting right which the equity share capital with differential voting rights shall carry to the total voting right of the aggregate equity share capital;	10.95%																																								
8.	The scale or proportion in which the voting rights of such class or type of shares shall vary;	The scale or proportion in which the voting rights shall vary is as indicated under Annexure II																																								
9.	The change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights;	No																																								
10.	The diluted Earning Per Share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards	There would be no dilution in earning per shares since the Series A Equity Share with DVR is being issued to grant voting rights in lieu of the 0.001% Coupon Series A Preference Shares of the Company proposed to be issued by the Company to Trident India Growth Fund 1 Trust																																								
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	Director and relatives	7720370	10.13	7720370	9.02
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	Others [including Non-resident Indians (NRIs)]	1946567	2.55	1946567	2.27
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GRAND TOTAL (A+B)		76237657	100.00	85612657	100.00
*Note:	<i>The post- issue and conversion table is prepared on the assumption that the entire 100% CCPS has been converted on a 1:1 basis.</i>				

**Note: The company has currently completed an offer of 33,47,301 equity shares for which allotment is under process. The above shareholding pattern is excluding the shares that will be allotted pursuant to the rights issue.*

DISCLOSURES PURSUANT TO PROVISIO TO RULE 14(1) OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014		
Sr. No.	Particulars	Disclosure
1.	Particulars of the offer including date of passing of Board resolution	17 March 2025
2.	Kinds of securities offered and the price at which security is being offered	Series A Equity Share with Differential Voting Rights
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>a. The price has been arrived by the Board based on the valuation report from the CA Nishant Soni, Registered Valuer, having IBBI Registration No. IBBI/RV/06/2019/10745.</p> <p>b. The fair market value of the Series A Equity Share with DVR is Rs. 64/- (Rupees Sixty-Four only), as per the said valuation report.</p> <p>c. The issue price of the Series A Equity Share with DVR is as per fair market value of</p>

		equity share determined in the valuation report.
4.	Name and address of valuer who performed valuation	CA Nishant Soni - Registered Valuer (ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19) Unit No 007, Udyog Bhavan, Opposite Zudio, Sonawala Road, Goregaon (East), Mumbai 400063
5.	Amount which the company intends to raise by way of such securities	Rs. 64 (Rupees Sixty Four Only)
6.	Material terms of raising such securities	Material terms of the Series A Equity Share with DVR set forth in Annexure II
7.	Proposed time schedule	The proposed time for the allotment of the Series A Equity Share with DVR is 30 days from date of receipt of funds by the Company.
8.	Purposes or objects of offer	The Series A Equity Share with DVR is being issued to grant voting rights in relation to 0.001% Coupon Series A Preference Shares proposed to be issued to Trident India Growth Fund 1 Trust in pursuance of the Shareholders' Agreement dated 18 April 2025 executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (" Promoters ") thereof and the early investors named in Annexure C (" Early Investors ") thereof and Trident India Growth Fund 1 Trust (" Investor ") and Share Subscription Agreement dated 18 April 2025, executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (" Promoters ") and Trident India Growth Fund 1 Trust (" Investor ")
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None of the Promoters or Directors or Key Managerial Personnel of the Company would be subscribing to the issue
10.	Principle terms of assets charged as securities	No assets of the Company are charged for the proposed issuance under private placement.

DISCLOSURES ARE MADE PURSUANT TO RULE 13 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014

Sr. No.	Requirement	Disclosure
1.	The objects of the issue	The Series A Equity Share with DVR is being issued to grant voting rights in relation to 0.001% Coupon Series A Preference Shares proposed to be issued to Trident India Growth Fund 1 Trust issued in pursuance of the Shareholders' Agreement dated 18 April 2025 executed by and amongst Credit Wise Capital

		Private Limited and the promoters named in Annexure B (“ Promoters ”) thereof and the early investors named in Annexure C (“ Early Investors ”) thereof and Trident India Growth Fund 1 Trust (“ Investor ”) and Share Subscription Agreement dated 18 April 2025, executed by and amongst Credit Wise Capital Private Limited and the promoters named in Annexure B (“ Promoters ”) and Trident India Growth Fund 1 Trust (“ Investor ”)
2.	The total number of shares or other securities to be issued	1 (One) Series A Equity Share with DVR
3.	The price or price band at/within which the allotment is proposed	The Series A Equity Share with DVR issued at an issue price of Rs. 64/- (Rupees Sixty-Four only) per share including share premium of Rs. 54/- (Rupees Fifty-Four Only) each on the terms set out under Annexure II forming a part of this notice
4.	The basis on which the price has been arrived at along with report of the registered valuer	<p>a. The price of the Series A Series A Equity Share with DVR has been arrived by the Board based on the valuation report from the CA Nishant Soni, Registered Valuer, having IBBI Registration No. ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19.</p> <p>b. The fair market value of the Series A Equity Share with DVR is Rs. 64/- (Rupees Sixty-Four only), as per the said valuation report.</p> <p>c. The issue price of the Series A Equity Share with DVR is equivalent to the fair market value of the Series A Equity Share with DVR is determined in the valuation report.</p>
5.	Relevant date with reference to which the price has been arrived at	Valuation report is dated 10 March 2025 and the valuation has been derived basis provisional financials as at 31 December, 2024. Further, the price in respect of conversion would be determined basis the valuation report obtained at the time of conversion.
6.	The class or classes of persons to whom the allotment is proposed to be made	TRIDENT INDIA GROWTH FUND 1 TRUST , a category II alternative investment fund registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, represented by its trustee Axis Trustee Services Limited
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters or directors or key managerial personnel of the Company would be subscribing to the said issue

8.	The proposed time within which the allotment shall be completed	The proposed time for the allotment of the Series A Equity Share with DVR is 30 (Thirty) days from the date of receipt of funds by the Company																																																																															
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*Note:	<i>The post- issue and conversion table is prepared on the assumption that the entire 100% CCPS has been converted on a 1:1 basis.</i>				
<i>*Note: The company has currently completed an offer of 33,47,301 equity shares for which allotment is under process. The above shareholding pattern is excluding the shares that will be allotted pursuant to the rights issue.</i>					

Your Directors request the members to grant their consent for offer and issuance of Series A Equity Share with DVR through preferential allotment on a private placement basis. The proposed issue of the Series A Equity Share with DVR is also in compliance with the conditions of Sections 42 and 62(1)(c) of the Act and the Rules framed thereunder.

The shareholders are informed that issuance of shares through preferential allotment on a private placement basis requires approval of the shareholders by means of a special resolution.

The Company has received the valuation certificate dated 10th March 2025 from CA Nishant Soni, Registered Valuer, having IBBI Registration No. ICAIRVO: - ICAIRVO/06/RV-P00110/2018-19. As per the same, the fair market value of the Series A Equity Share with DVR is Rs. 64/- (Rupees Sixty-Four only).

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

A copy of the Shareholders' Agreement and Share Subscription Agreement referred to in the proposed resolution and valuation certificate would be available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The Directors recommend the Resolution at Item No. 6 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No 6 .

EXPLANATORY STATEMENT TO ITEM NO. 7 AND ITEM NO. 8:

As the Company is entering into its next phase of growth, there is a need to reward the employees of the Company (including Directors) for their contributions towards the growth of the Company.

In view of the above, the Board has, subject to approval of its members, decided to implement Credit Wise Capital Private Limited - Employee Stock Option Plan I 2025 (“CWC ESOP I 2025”) to identified employees (including Directors) of the Company.

Furtherance to the above, it is proposed to authorise the Board (or a sub-committee thereof) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to such identified employees as may be decided by the Board from time to time. Such allotment of options exceeding 1% of the total issued capital shall only be made to employees as may be determined by the Board and as permitted under the Companies Act, 2013 read with the applicable rules thereon.

A. BRIEF DESCRIPTION AND FEATURES OF THE CWC ESOP I 2025 IS AS UNDER:

- a. The CWC ESOP I 2025 envisages extending an Option to the eligible employees and/or directors as per provisions of the Companies Act 2013 to acquire shares of Credit Wise Capital Private Limited, at a pre-determined price, as part of employee compensation, in recognition of their contributions to the Company's overall growth.
- b. The CWC ESOP I 2025 is intended to reward the employees performing par excellence and the directors of the Company, as an incentive to attract and retain the best available talent, to ensure long-term commitment to the Company, to encourage individual ownership of the Company by such employees recognized, to motivate them to contribute to the growth and development of the Company and thereby to achieve the ultimate objective of enhancing the enterprise value of the Company.

B. DISCLOSURES UNDER RULES:

The necessary disclosures as required to be made in pursuance of:

- a. Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014; and
- b. Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are tabulated separately below:

DISCLOSURES AS REQUIRED UNDER RULE 12 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No	Requirements	Particulars of the Scheme
1.	Total number of stock options to be granted	48,18,970 (Forty-Eight Lacs Eighteen Thousand Nine Hundred and Seventy)
2.	Identification of classes of employees entitled to participate in the ESOP Scheme	The CWC EOSP I 2025 shall extend to the following persons: a. Permanent employees of the Company, holding company or subsidiary company who has been working in India or outside India; or b. Director of the Company, holding company or subsidiary company, whether a wholetime director or not

		<p>but excluding an independent director; or</p> <p>c. Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the Board for the purpose.</p> <p>d. The CWC EOSP I 2025 shall not extend to any temporary employee, however, the Board of Directors may exclude any eligible employee(s) from any grant of option.</p>
3.	The appraisal process for determining the eligibility of the employees to the ESOP Scheme	<p>The criterion for determining the eligibility of employees to participate in CWC EOSP I 2025 will be decided by the Board or any committee as may be constituted by the Board) after taking into account aspects like qualifications, experience, past performance, future performance indicators etc., of the employee, within the overall broad parameters. The Board shall also determine the criterion and respective weightages for allocation of CWC EOSP I 2025, which are listed as under:</p> <p>a. Criticality of the role</p> <p>b. Potential of the individual</p> <p>c. Performance of the individual</p> <p>d. Tenure served by the individual till the date of grant</p> <p>e. Performance of the Company</p>
4.	The requirements of vesting and period of vesting	<p>The Board of Directors shall be empowered to choose the mode of vesting as follows:</p> <p>a. Accelerated basis: vesting shall be in respect of those eligible employees and/or directors chosen or specified by the board such that all the options granted to such employees/directors shall vest immediately on the completion of 12 months from the effective date i.e. the date of grant of options.</p> <p>b. Vesting shall occur on such terms and at such intervals as the Board may decide while granting the option. However, such vesting period shall not be less than one year from the date of granting of option and shall not exceed 5 (Five) years from the date of granting of option. The vesting shall occur in such</p>

		<p>tranches and in such proportion as the Board may decide.</p> <p>c. Any other basis of Vesting as the Board deems fit.</p> <p>Once the options are vested, the Board or any other person authorized by the Board shall issue a letter of vesting along with the exercise application form. In respect of options that are yet to be vested the Board shall have the liberty to shift certain grantee (s) or all the grantees from graded vesting to accelerated vesting or vice-versa.</p>
5.	Maximum period within which the options shall be vested	The Option shall be vested within 5 years from the date of grant of option
6.	The exercise price or the formula for arriving at the same	The exercise price shall be the fair market value determined in good faith by the Board and shall be based on factors as deemed fit by Board
7.	The exercise period and process of exercise	<p>a. Period: Options which are granted under CWC EOSP I 2025 and which are vested in accordance with terms and conditions specified by the Board can be exercised only by the option holder (except in the case of death of the option holder), at the exercise price as per the terms of the CWC EOSP I 2025.</p> <p>The exercise period shall be period of 5 (Five) years from the date of vesting. Option shall be exercised during the exercise period (except in case of resignation etc.).</p> <p>Option holders can exercise vested options each year during any time of the year or such other period as may be decided by the Board.</p> <p>During the exercise period, once in every three months or with such periodicity as may be decided by the Board, it shall meet in order to review the position and prepare a consolidated list of eligible employees who have exercised options vested in them.</p> <p>b. Manner of Exercise: The option holder shall exercise his option(s) by submitting, during the exercise period, the “Letter of Exercise”, in the format provided by the Company, along with a Cheque /Demand draft, favoring the Company, for the total money payable</p>

		<p>by him in respect of the exercise price, calculated as the number of options exercised multiplied by the exercise price per option. If the day of exercise happens to be a holiday as per the Company's rules then the same will be presumed to be exercised on the previous working day of the Company. The employee can exercise his right to convert the options into shares either in full or in part by addressing a communication to the Board, as and when the employee wishes to exercise the options during the exercise period of the option.</p> <p>c. Resignation or Termination: In the event of resignation or termination of the employee, all vested options to be exercised within the notice period, else the option shall stand lapsed.</p> <p>d. Termination for misconduct: In the event of termination of the employee on account of misconduct, all vested and unvested options as on that day shall lapse.</p> <p>e. Death: In the event of death of the employee while in employment, all the options granted to him under the CWC EOSP I 2025 till such date shall vest forthwith in the nominee(s), and in the absence of any nomination, in the legal heir(s) of the deceased employee. Provided that in the event of death of an option holder after retirement from the services of the Company or its subsidiary, all unvested options held by such option holder shall vest after a period of one year from the date of respective grant(s).</p> <p>f. Vested options can be exercised by the nominee(s) or legal heir(s) (within the relevant exercise period) in the same manner as the option holder could have exercised had he been alive, subject to the production of documentary evidence to the satisfaction of the Company with respect to identification of nominee(s) or legal heir(s) and upon compliance with such other formalities as may be required by the Company.</p>
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		<p>g. Permanent disability: In the event of permanent disability of an option holder, while in employment of the Company or its subsidiary, all options granted to him as on date of permanent disability would vest in him on that day. The options would be exercisable at any time within the exercise period, as per the CWC EOSP I 2025.</p> <p>h. Transfer: In the event of an option holder being transferred to a subsidiary company/associate company at the instance of or with consent of the Company or its subsidiary, such option holder will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule and can be exercised any time within the exercise period. In the event of retirement of an option holder at the instance of or with consent of the Company, employee will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule. The options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into any competition or is employed by a competitor.</p> <p>i. Retirement: In the event of retirement of an option holder at the instance of or with consent of the Company, employee will continue to hold all vested options and can exercise them anytime within the exercise period. All unvested options shall vest as per the vesting schedule. The options can be exercised at any time within the exercise period. The above is applicable provided the employee does not enter into any competition or is employed by a competitor.</p>
8.	The lock-in period, if any	The Board shall decide the lock in period at the time of granting options, which shall not exceed 2 years.

9.	The maximum number of options to be granted per employee and in aggregate	48,18,970 (Forty-Eight Lacs Eighteen Thousand Nine Hundred and Seventy)
10.	The method which the company shall use to value its options	The exercise price shall be the fair market value determined in good faith by the Board and shall be based on factors as deemed fit by Board.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>On expiry of 5 years from the date of respective vesting, the vested unexercised options will lapse.</p> <p>a. In the event of termination for misconduct of the Company, all vested/unvested options will lapse.</p> <p>b. In the event of resignation or termination of the employee, all vested options to be exercised within the notice period, else the option shall stand lapsed.</p> <p>c. Dissolution or Liquidation:</p> <p>In the event of dissolution or liquidation of the Company, the Board shall notify each option holder as soon as practicable prior to the effective date of such proposed transaction. In the event of dissolution or liquidation, the Board may provide for full acceleration of any unvested options and exercise thereof. In addition, the board may provide that any repurchase option applicable to any ordinary shares purchased upon exercise of an option shall lapse as to all such ordinary shares, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised, an option will terminate immediately prior to the consummation of such proposed action.</p> <p>d. Change in Control:</p> <p>In the event of a change in control, the option holder shall have the option to exercise the vested option immediately and within seven (7) working days of the receipt of the notice from the Board. However, all unvested options will lapse forthwith. Provided however, vesting of</p>

		the unvested options may be accelerated for some/all employees, at the sole discretion of the Board. The Company will make every effort to safeguard the interest of its employees in such a scenario.
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p>a. The employee shall exercise all the options vested upon him/her before being relieved from the services of the Company in case of resignation or termination (other than misconduct) of employee.</p> <p>b. All options whether vested or unvested will lapse immediately in case of termination of Employee for misconduct.</p>
13.	Statement to the effect that the company shall comply with the applicable accounting standards	The Company undertakes that it shall comply with the applicable accounting standards. The Company is currently following IGAAP and will transition to Ind-AS as and when applicable.

DISCLOSURES AS REQUIRED UNDER RULE 16 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014		
Sr. No	Particulars	Requirements
7.	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares;	Not applicable
8.	The particulars of the trustee or employees in whose favor such shares are to be registered;	Not applicable
9.	The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any;	Not applicable
10.	The interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;	Not applicable
11.	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme;	Not applicable
12.	the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;	Not applicable

Specific approval is also being sought for enabling the Board (or a committee thereof) to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to such identified employees as may be decided by the Board from time to time and as permitted under the Companies Act, 2013 read with the applicable rules thereon.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to

understand the meaning, scope, and implications of the items of business and to take decisions thereon.

A copy of the Credit Wise Capital Private Limited - Employee Stock Option Plan I 2025 referred to in the proposed resolution and valuation certificate would be available for inspection without any fee, by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice (except Saturday(s) and Sunday(s) and public holiday(s)) until the date of the EGM and during the continuance of EGM.

The Directors recommend the Resolution at Item No. 7 and Item No. 8 of the accompanying Notice, for the approval of the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the passing of Resolution at Item No. 7 and Item No. 8 of the accompanying Notice.

**FOR AND ON BEHALF OF THE BOARD OF
CREDIT WISE CAPITAL PRIVATE LIMITED**

**AALESH PIYUSH AVLANI
DIRECTOR
DIN: 08570278**

**DATE: 10 MAY, 2025
PLACE: MUMBAI**

ANNEXURE I
TERMS OF ISSUANCE OF SERIES A PREFERENCE SHARES

These terms and conditions of the Series A Preference Shares shall be effective from the Closing Date – Initial. Capitalized terms used herein shall have the meaning ascribed to them under the Shareholders’ Agreement dated April 18, 2025, executed by and amongst the Company, the Promoters, the Early Investors and the Investor (“**Agreement**”).

1. SERIES A PREFERENCE SHARES

The Investor shall be issued such number of Series A Preference Shares as calculated in accordance with the terms of the Agreement, at such price as set out in the Agreement ("**Allotted Preference Shares**") on the Closing Date – Initial and on the Closing Date - Final.

2. PREFERRED DISTRIBUTION AND VOTING RIGHTS

The Allotted Preference Shares shall have the preferred distribution and voting rights as set out in **Annexure A** attached hereto.

3. CONVERSION RIGHTS

The Allotted Preference Shares shall have the conversion rights as set out in **Annexure B** attached hereto.

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Annexure A – Liquidation Preference

1. Subject to Applicable Law, each Allotted Preference Share shall be entitled to a preferential dividend equal to 0.001% Coupon (zero point zero zero one percent) per annum of the par value of the Allotted Preference Share or any actual dividend on Equity Shares and on an Fully Diluted basis, whichever is higher (“Preferential Dividend”).
2. No dividends shall be declared by the Company on any Equity Shares or on any share of any other class of shares during any Financial Year until the Preferential Dividend shall also have been simultaneously declared and paid out.
3. Notwithstanding anything to the contrary contained in the Transaction Documents or in any other document including the Revised Charter Documents as amended from time to time, with effect from the Closing Date – Initial, in the event of any Liquidity Events, the Investor would be entitled to receive, with respect to the Investor held Securities held by it, prior to any distribution of Assets or monies to any other Shareholders, an amount equal to or higher of the aggregate of the following (whether by way of redemption of the Allotted Preference Shares and/or buyback of the Investor held Securities and/or a liquidation, dissolution or winding up of the Company, including compulsory liquidation or in any other manner) (“**Liquidation Preference**”):
 - (a) The amount of any Preferential Dividend and any dividend on the Investor held Securities which has been declared by the Company but has remained unpaid; and
 - (b) 100% (One Hundred percent) of the Investor Investments proportionally adjusted for stock splits, stock dividends, recapitalizations, and the like, or the Pro-Rata share of the Assets from or monies from such a Liquidity Event; whichever is higher.

As such in the event of any Liquidity Events, the Assets of the Company or monies available for distribution amongst the Shareholders of the Company shall be distributed to the Investor to the extent of the Liquidation Preference, as stated in this paragraph above, in priority to any other Shareholder.
4. The balance Assets or monies after distribution of the Liquidation Preference shall be distributed between the remaining Shareholders (other than the Investor) holding Equity Shares in the Company.
5. In the event of a Transfer of some (but not all) of the Securities of the Company constituting a Liquidity Event, the Liquidation Preference right of the Investor shall apply in proportion to the number of Investor held Securities Transferred by the Investor in such Liquidity Event.
6. Notwithstanding anything contained herein, in the event the Investor is desirous of exiting from the Company as envisaged in the Agreement, the Investor shall have the right, at its sole discretion, to call upon the Company to initiate a redemption of the Allotted Preference Shares or buyback of the Investor held Securities, as the case maybe, in the manner provided in Clause 24 (Redemption or Buyback of the Investor Held Securities) of the Agreement, and the Company shall, and the Promoters shall cause the Company to, take all actions required to give effect to this paragraph.

7. The Company shall not, and the Promoters shall procure that the Company does not, without the prior consent of the Investor, redeem, buyback or otherwise repurchase any Equity Shares or other class or series of shares held by any of the Shareholders of the Company prior to the redemption of the Allotted Preference Shares and/or buyback of all of the Investor held Securities and payment in full of the Liquidation Preference.
8. The holders of the Allotted Preference Shares shall have the right to such number of votes as is equal to the number of Equity Shares issuable upon conversion of such Allotted Preference Shares. Subject to Applicable Law, the Allotted Preference Shares shall vote with Equity Shares on all matters.

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Annexure B – Conversion Rights

1. The Allotted Preference Shares issued to the Investor shall be voluntarily convertible into Equity Shares of the Company at the sole discretion of the Investor, in the manner set out below.
2. The Allotted Preference Shares shall be converted to Equity Shares at any time at the sole discretion of the Investor but not later than the 19th (Nineteenth) anniversary of the Closing Date - Initial.
3. Each of the Allotted Preference Shares shall be converted into Equity Shares in either of the following ratios (“**Ordinary Conversion Ratio**”):
 - (a) 1 (One) Equity Share for 1 (One) Initial Allotted Preference Share which has been subscribed to at a per share price including share premium at not less than Rs. 64 (Rupees Sixty Four Only) and not more than Rs. 68.27 (Rupees Sixty Eight and Twenty Seven Paise Only);
 - (b) Such higher number of Equity Shares for 1 (One) Final Allotted Preference Share which has been subscribed to at a per share price including share premium exceeding Rs. 68.27 (Rupees Sixty Eight and Twenty Seven Paise Only), so as to enable the Investor to retain its percentage of holding in the Company at 17.11% (seventeen point one one) in the aggregate.
4. Notwithstanding the above:
 - (a) upon the Investor making an Indemnity Claim as per the provisions of Clause 9.12 (Representations and Warranties and Indemnities) of the Share Subscription Agreement, and the Company and/or the Promoters fail to indemnify the Investor for any Losses related thereto in accordance with the provisions of the Share Subscription Agreement irrespective of whether the Company and/or the Promoters disputes such an Indemnity Claim in the manner set out under the Share Subscription Agreement, the Conversion Ratio of the Allotted Preference Shares shall automatically stand amended to enable the issue of such number of additional Equity Shares upon conversion of the Allotted Preference Shares, as would be required to make good the Indemnity Claim and to compensate the Investor for the amount of the Indemnity Claim in full which the Company and/or the Promoters fail to indemnify the Investor in accordance with provisions of Clause 9 (Representations and Warranties and Indemnities) of the Share Subscription Agreement;
 - (b) pursuant to Clause 7.1 of the Agreement, the Conversion Ratio of the Allotted Preference Shares shall automatically stand amended so that the average price per Security paid by the Investor (as adjusted for stock split or bonus issue) to acquire the Investor held Securities and the Investor Ratchet Shares is equal to the price paid by the Third Party for the relevant Fresh Securities;
 - (c) pursuant to the EOD Exit Actions, the Conversion Ratio of the Allotted Preference Shares shall automatically stand amended so that the number of Equity Shares issuable on conversion of each Allotted Preference Share shall be increased to the extent required to provide the Investor the EOD Exit Payment;

- (d) in the event of a failure by the Company and/or the Promoters to fulfil the Condition Subsequent to Closing – Final set out in Sl. No. 5 of **Annexure H** to the Share Subscription Agreement, the Conversion Ratio of the Allotted Preference Shares shall automatically stand amended to enable the issue of such number of additional Equity Shares upon conversion of the Allotted Preference Shares, as would be required to increase the shareholding of the Investor in the Company by 1% (one per cent), on a Fully Diluted basis;
- (e) in the event of a failure by the Company and/or the Promoters to fulfil the Condition Subsequent to Closing – Final set out in Sl. No. 6 of **Annexure H** to the Share Subscription Agreement, the Conversion Ratio of the Allotted Preference Shares shall automatically stand amended to enable the issue of such number of additional Equity Shares upon conversion of the Allotted Preference Shares, as would be required to increase the shareholding of the Investor in the Company by 1.5% (one point five per cent), on a Fully Diluted basis.

(the Conversion Ratio set out above shall be referred to as the “**Amended Conversion Ratio**”, and the Ordinary Conversion Ratio and Amended Conversion Ratio, shall be collectively referred to as the “**Conversion Ratio**”).

5. Notwithstanding the foregoing, the number of additional Equity Shares that the Investor shall be entitled to pursuant to paragraph 4(d) and/or (e) above, shall be calculated on the basis of the Share Capital of the Company that existed immediately prior to the Business Plan measurement date or fund raise date respectively, and there shall be no further dilution on account of the intermediate funding rounds before the relevant dates.
6. The Allotted Preference Shares shall enjoy all the rights attached to the Equity Shares, including voting rights and pre-emptive rights, on a Fully Diluted basis. The holders of the Allotted Preference Shares shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares). The Company hereby acknowledges that the subscribers of the Allotted Preference Shares have agreed to subscribe to the Allotted Preference Shares on the basis that they will be able to exercise voting rights on the Allotted Preference Shares as if the same were converted into Equity Shares. Each Allotted Preference Shares shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which such Allotted Preference Shares could then be converted. The number of Equity Shares into which the Allotted Preference Shares are to be converted as mentioned above shall, where applicable, be subject to proportionate anti-dilution protection for stock splits or bonus save and except in the case of an issue of shares for the employee stock options. Furthermore, irrespective of these shares have been fully paid or not, such shares will still carry voting rights.
7. If at the time of conversion, the number of authorized but unissued Equity Shares shall not be sufficient to effect the conversion of all the outstanding Allotted Preference Shares, the Company will take such corporate action as maybe necessary to increase its authorized but unissued equity Share Capital to such number of shares as shall be sufficient for such purposes.
8. The Company shall not, by amendment of the Articles or through any corporate restructuring or in any other manner, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder in this Annexure B by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Annexure B and in taking of all

such action as may be necessary or appropriate in order to protect the conversion rights of the Investor and the Investor shall vote and extend all cooperation in this regard.

9. Any conversion made pursuant to this Annexure B shall be deemed to have taken place automatically regardless of whether the credit of the converted Equity Shares to the Dematerialized Account of the Investor takes place immediately or not.
10. The Company shall, as soon as practicable after the conversion and credit of the converted Equity Shares, provide evidence that such Equity Shares have been deposited in the Dematerialized Account of the Investor.

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ANNEXURE II
TERMS OF ISSUANCE OF SERIES A EQUITY SHARE WITH DIFFERENTIAL VOTING RIGHTS

These terms and conditions of the Series A Equity Share with DVR shall be effective from the Closing Date – Initial. Capitalized terms used herein shall have the meaning ascribed to them under the Shareholders’ Agreement dated April 18, 2025, executed by and amongst the Company, the Promoters, the Early Investors and the Investor (“**Agreement**”).

1. SERIES A EQUITY SHARE WITH DVR

The Investor shall be issued 1 (One) Series A Equity Share with differential voting rights having a par value of INR 10/- (Indian Rupees Ten Only) at the issue price and a premium of INR 64/- (Rupees Sixty Four Only) ("**Series A Equity Share with DVR**") on the Closing Date - Initial.

2. VOTING RIGHTS

The Series A Equity Share with DVR shall have 1 (One) vote and such additional number of votes so as to entitle the Investor to the number of votes equal to the number of whole or fractional Equity Shares into which such Allotted Preference Shares could then be converted, in the following manner:

- a) Upon the Closing - Initial, the number of votes which the Investor would be entitled to vote, shall be equal to the number of Initial Allotted Preference Shares;
- b) Upon the Closing - Final, the number of votes which the Investor would be entitled to vote, shall be equal to the Allotted Preference Shares; and
- c) In the event of a change in the Conversion Ratio in the manner provided for in the Agreement including under paragraph 4 of **Annexure F** of the Agreement, the number of votes which the Investor would be entitled to vote shall accordingly stand enhanced to reflect the higher number of Equity Shares to which the Investor shall be entitled upon conversion of the Allotted Preference Shares.
- d) In the event of Transfer of the Allotted Preference Shares by the Investor, whether pursuant to an Agreed Exit Options (in whole or in part), or otherwise, if the transferee is not an Affiliate of the Investor, then, as a condition precedent to such Transfer, the Series A Equity Share with DVR shall be sub-divided into two (2) or more shares as envisaged under Section 61 (1) (d) of the Companies Act, 2013, in order to procure that the transferee is entitled to the same rights as the Investor, including the voting rights, on a pro rata basis and proportionate to the number of the Allotted Preference Shares that the Investor has Transferred to the relevant transferee, and accordingly, the number of votes which the Investor would be entitled to vote shall stand reduced to reflect the lower number of Equity Shares to which the Investor shall be entitled upon conversion of the Allotted Preference Shares, and the aggregate number of votes to which the transferee and the Investor shall then be entitled to, shall not exceed the aggregate number of votes the Investor would have been entitled to if the Allotted Preference Shares were not so Transferred.

- e) In the event of a partial Redemption or Buyback of the Allotted Preference Shares held by the Investor, the voting rights attached to the Series A Equity Share with DVR shall stand reduced pro rata to reflect the voting rights which would be attached to the Allotted Preference Shares after the Redemption and Buyback.
- f) In the event of Conversion of all of the Allotted Preferences to Equity Shares at the option of any of the holders of the Allotted Preferences, then the differential voting rights attached to the Series A Equity Share with DVR, shall fall away and the Series A Equity Share with DVR shall be bought back by the Company from the Investor, at the then fair market value.
- g) The Series A Equity Share with DVR should not entitle any holder thereof, to dual voting rights both as a holder of the Allotted Preference Shares and the Series A Equity Share with DVR, but only under either of them, as per the provisions of the Agreement.

CREDIT WISE CAPITAL PRIVATE LIMITED

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