



NOTICE OF THE 3rd (THIRD) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Third Annual General Meeting (AGM) of **CREDIT WISE CAPITAL PRIVATE LIMITED** (CIN: U65999MH2018PTC306086) will be held on Tuesday, 30th November, 2021, at 12.P.M.(noon) through Video Conferencing (VC)/ Other Audio Video Means (OAVM) only to transact the followings business:

The details and manner of attending the meeting through Video Conferencing have been mentioned below in Notes.

You are requested to make it convenient to attend the meeting.

ORDINARY BUSINESS

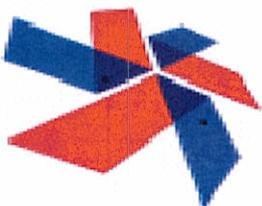
1) Adoption of Audited Financial Accounts for the financial year ended 31-Mar-2021:

To receive, consider and adopt the Audited Balance Sheet together with Profit and Loss Accounts of the Company for the Financial Year ended March 31, 2021 and the Reports of the Directors' ('the Board') and Auditor's thereon.

2) To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141,142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force to the extent applicable) and all other applicable laws, act, rules, regulation, direction and notification issued by regulatory authorities, consent and approval of the Memembers of the Company be and is hereby accorded for appointment of M/s Shaparia Mehta & Associates LLP , Chartered Accountants, Mumbai (Firm Registration No. 0112350W/W-100051) as Statutory Auditors of the Company for three consecutive years from the conclusion of the ensuing third Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 on such terms, including remuneration (plus applicable taxes, out of pocket expenses, travelling and other expenses), as may be mutually agreed to between the Board of Directors of the Company and M/s Shaparia Mehta & Associates LLP, statutory auditors"

RESOLVED FURTHER THAT any one of Director and Mr. Aakash Hange, Company Secretary of the company be and are hereby severally authorized on behalf of the company to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and further authorized on behalf of the company to finalize, sign and execute the engagement letter as a token of acceptance."



Credit Wise Capital Pvt. Ltd

1106, Marathon Icon, Opp. Peninsula Corp. Park, Lower Parel West, Mumbai – 400 01

CIN: U65999MH2018PTC306086 GSTIN:27AAHCC4445P1Z

Contact us: +91 22 6817 111

www.creditwisecapital.cor

SPECIAL BUSINESS

3) To Regularize and appoint Mr. Aalesh Avlani (DIN: 08570278) as the Executive Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Article of Association, consent of the Members be and is hereby accorded to regularize and appoint **Mr. Aalesh Avlani (DIN: 08570278)**, as the Executive Director of the Company with immediate effect, at such remuneration as may be mutually agreed by the Board with the liberty to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee constituted/ to be constituted by the Board) to alter or vary the terms and conditions of such appointment from time to time.”

RESOLVED FURTHER THAT any Director of the company or Mr. Aakash Hange, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

4) To Regularize and appoint Mr. Nathmal Golecha Alias Jain (DIN: 02183886) as the Non-Executive Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Article of Association, consent of the Members be and is hereby accorded to regularize and appoint **Mr. Nathmal Golecha Alias Jain (DIN: 02183886)**, as the Non-Executive (Non Independent) Director of the Company with immediate effect, at such remuneration as may be mutually agreed by the Board with the liberty to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee constituted/ to be constituted by the Board) to alter or vary the terms and conditions of such appointment from time to time.”

RESOLVED FURTHER THAT any Director of the company or Mr. Aakash Hange, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

5) **To regularize and appoint Mr. Arvind Mokashi (DIN: 09305967) as the Independent Director of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and Section 161(1) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to regularize and appoint **Mr. Arvind Mokashi (DIN: 09305967)**, as the Independent Director of the Company, not liable to retire by rotation, for the term of 1 year commencing from the conclusion of this Annual General Meeting and shall be paid such fees detailed in the letter of appointment or as may be mutually agreed by the Board and Mr. Arvind Mokashi (DIN: 09305967) with the liberty to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee constituted/ to be constituted by the Board) to alter or vary the terms and conditions of such appointment from time to time.”

RESOLVED FURTHER THAT any Director of the company or Mr. Aakash Hange, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

6) **To approve the alteration of the Articles of Association of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time, consent of the Members be and is hereby accorded to alter and adopt the Articles of Association of the Company by replacing the existing Articles with the following:

Article no.	Amendment
2 (viii)	Deleted
57	Deleted
12	Subject to the provisions of Companies (Share Capital & Debentures) Rules, 2014, or any statutory modification or re-enactment thereof, the certificate of title of shares and duplicate thereof, whenever necessary, shall be signed by: 1) Two Directors of the Company, duly authorized by the Board of Directors of the company for the purpose and

	2) The Secretary or some other person authorised by the Directors for the purpose provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than whole time Director or Managing Director.
21 (a)	All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting. Not less than Three (3) days notice specifying the place, the day, date and the hour of General Meeting (whether annual or extra-ordinary) and in the case of special business, the general nature of such business shall be given to the members, in the manner hereinafter mentioned or in such other case as may be prescribed by the Company in General Meeting and/ or prescribed by the Act, as applicable, but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the Proceedings of the General Meeting.

RESOLVED FURTHER THAT any Director of the company or Mr. Aakash Hange, Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

Notes:

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 ,Circular No. 20/2020, May 05, 2020 , and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the convening of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business as set out in Notice is annexed hereto as Annexure - I and forms part of the Notice.
3. The relevant details of Director seeking reappointed under Item nos. 3 to 5 pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto as **Annexure - II** and forms part of the Notice.

4. Voting on each resolution will be done by show of hands by Members during the Meeting.
5. If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. ***accounts@creditwisecapital.com*** will be used for voting purposes.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with, the General Circular No. 20/2020 Circular No. 02/2021 dated May 05, 2020 and January 13, 2021 respectively issued by MCA, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company. There will be no physical dispatch of the AGM Notice to the members.
8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
9. The members may be requested to attend the meeting through Video Conferencing, using Zoom App with the LOGIN details:

Meeting ID: 924 8799 2546
Password: THXR5p
10. Members are requested to attend the AGM through laptop/tablet and ensure a stable internet connection during the course of the meeting.
11. The Meeting via VC/OAVM allows participants to raise questions immediately. Members requiring specific queries on the financial statements may send their queries to the Company on email: *accounts@creditwisecapital.com* 1 days prior to the AGM to enable the Chairman to answer the said questions. The Board/Chairman shall answer the questions, at their discretion.
12. **The facility to join the meeting shall be:**

OPENED – 15 minutes before the scheduled time to start the meeting.
CLOSED – After expiry of 15 minutes after the start of the meeting.
9. The Meeting shall be locked within 15 minutes of the commencement of the meeting to prevent unauthorized entry and members entered prior to this time will be counted for attendance.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.

11. For any technical assistance in respect of attending the AGM, the members may contact **Mr. Bhavik Davda** on call: **9819103001** or on email: **accounts@creditwisecapital.com** on the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their requests to the Company at **accounts@creditwisecapital.com**
13. If any member wishes to inspect any documents pursuant to the resolutions set out in this notice, may do so by sending the request at **accounts@creditwisecapital.com**

For and on behalf of the Board of Director
Credit Wise Capital Private Limited


Aakash Hange
Company Secretary
(Membership No. A62557)



Place: Mumbai
Date: 22/11/2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the rules made thereunder (“Act”) the Board of Directors had, at its meeting held on December 22, 2022 appointed **Mr. Aalesh Avlani (DIN: 08570278)** as the Additional Executive Director, on the Board of the Company effective from that date. Pursuant to provisions of section 161 of the Act, Mr. Aalesh Avlani holds office as Director of the Company up to the conclusion of the forthcoming Annual General meeting of the Company and is eligible to be appointed as Executive Director.

Further, Mr. Aalesh Avlani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as such.

Brief resume of Mr. Aalesh Avlani and other relevant details as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the Annexure II of this notice.

The Board consider it desirable to continue to receive the benefit of Aalesh Avlani’s advice and guidance and recommends the Resolution as set out in item no. 3 of the Notice for approval by Members of the Company.

The Board recommends Item No. 3 of the Notice for approval of the Members by Ordinary Resolution.

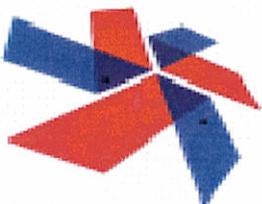
Other than Mr. Aalesh Avlani , being appointee, none of the other Directors, Key managerial personal of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice except by way of their shareholding in the Company.

Item No. 4

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the rules made thereunder (“Act”) the Board of Directors had, at its meeting held on December 22, 2020 appointed **Mr. Nathmal Golecha Alias Jain (DIN: 02183886)** as the Additional Director on the Board of the Company effective from that date. Pursuant to provisions of section 161 of the Act, Mr. Nathmal Golecha Alias Jain holds office as Director of the Company up to the conclusion of the forthcoming Annual General meeting of the Company and is eligible to be appointed as Director.

Further, Mr. Nathmal Golecha Alias Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as such.

Brief resume of Mr. Nathmal Golecha Alias Jain and other relevant details as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the Annexure II of this notice.



The Board consider it desirable to continue to receive the benefit of Mr. Nathmal Golecha Alias Jain's advice and guidance and recommends the Resolution as set out in item no. 4 of the Notice for approval by Members of the Company.

The Board recommends Item No. 4 of the Notice for approval of the Members by Ordinary Resolution.

Other than Mr. Nathmal Golecha Alias Jain, being appointee, none of the other Directors, Key managerial personal of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the Notice except by way of their shareholding in the Company.

Item No.5

Pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 , and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Article of Association **Mr. Arvind Mokashi (DIN: 09305967)** was appointed as an Additional, Non-Executive and Independent Director by the Board in its meeting held on 11th October, 2021 with effect from 1st November, 2021 and who holds office up to the date of this Annual General Meeting (AGM) of the Company in terms of section 161(1) of the Act but who is eligible for appointment.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has submitted declaration that he meets criteria of independence under section 149 of the companies Act 2013.

Brief resume of Mr. Arvind Mokashi and other relevant details as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the Annexure II of this notice.

The Board consider it beneficial to continue to receive the benefit of Mr. Arvind Mokashi's advice and guidance considering his experience in SBI on different stint and recommends the Resolution as set out in item no. 5 of the Notice for approval by Members of the Company.

The Board recommends Item No. 5 of the Notice for approval of the Members by Ordinary Resolution.

Other than Mr.Arvind Mokashi , being appointee, none of the other Directors, Key managerial personal of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice except by way of their shareholding in the Company

Item No.6

As per the Companies (Amendment) Act, 2015 coming into force the common seal is no more mandatory.it has been made optional. In order to increase administrative efficiency and eliminate redundant compliances required for common seal it is proposed to remove common seal clause of Article of Association of the company.

Accordingly, wherever common seal related clause appearing in the Article of Association is proposed to be removed. Further it is also proposed to reduce the notice period for General Meetings from 7 days to 3 days.

Accordingly amendment in the following manner has been proposed:

Article no.	Existing Provision	Amendment
2 (viii)	Seal” means the Common seal for the time being of the Company.	Deleted
57	The Company shall have common seal and the Board shall provide for the safe custody thereof. The seal shall not be affixed to any instrument, except by the authority of a resolution of the Board or of any committee of the Board duly authorised by it in that behalf and in the presence of two Directors or such other person as the Board may appoint for the purpose, and such other person or Director aforesaid shall sign every instrument, to which the seal of the Company is so affixed in his presence. The Company may also exercise its powers under Section 50 of the said Act.	Deleted
12	<p>Subject to the provisions of Companies (Share Capital & Debentures) Rules, 2014, or any statutory modification or re-enactment thereof, the certificate of title of shares and duplicate thereof, whenever necessary, shall be issued under the seal of company which shall be affixed in the presence of and signed by:</p> <p>(1) Two Directors of the Company, duly authorized by the Board of Directors of the company for the purpose and</p> <p>(2) The Secretary or some other person authorised by the Directors for the purpose provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than whole time Director or Managing Director.</p>	<p>Subject to the provisions of Companies (Share Capital & Debentures) Rules, 2014, or any statutory modification or re-enactment thereof, the certificate of title of shares and duplicate thereof, whenever necessary, shall be signed by:”</p> <p>3) Two Directors of the Company, duly authorized by the Board of Directors of the company for the purpose and</p> <p>4) The Secretary or some other person authorised by the Directors for the purpose provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than whole time Director or Managing Director.</p>
21 (a)	All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting. Not less than Seven (7) days notice	All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting. Not

	<p>specifying the place, the day, date and the hour of General Meeting (whether annual or extra-ordinary) and in the case of special business, the general nature of such business shall be given to the members, in the manner hereinafter mentioned or in such other case as may be prescribed by the Company in General Meeting and/ or prescribed by the Act, as applicable, but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the Proceedings of the General Meeting.</p>	<p>less than Three (3) days notice specifying the place, the day, date and the hour of General Meeting (whether annual or extra-ordinary) and in the case of special business, the general nature of such business shall be given to the members, in the manner hereinafter mentioned or in such other case as may be prescribed by the Company in General Meeting and/ or prescribed by the Act, as applicable, but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the Proceedings of the General Meeting.</p>
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The Board recommends Item No. 6 of the Notice for approval of the Members by Special Resolution.

None of the other Directors, Key managerial personal of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice except by way of their shareholding in the Company

**For and on behalf of the Board of Director
Credit Wise Capital Private Limited**


Aakash Hange
Company Secretary
(Membership No. A62557)



Place: Mumbai
Date: 22/11/2021

Annexure II

Details of Directors seeking appointment / re-appointment as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Aalesh Avlani
Director Identification Number (DIN)	08570278
Date of Birth/ Age	02/07/1994/ 27 years
Date of first appointment	NA
Qualifications	He is a Graduate from Questrom School of Business, Boston University.
Experience	He worked in private equity in the states post his graduation. He has been instrumental in founding of a micro-VC called Samyakth Capital which invests in early-stage start-ups.
Terms and conditions of appointment/ re-appointment	To be appointed as an Executive Director not liable to retire by rotation
Details of remuneration sought to be paid	As may be decided by board from time to time
Details of remuneration last drawn (upto 31.03.2021)	Rs. 992355
No. of Board Meetings attended during the year (FY 2020-21)	9
Relationships between Directors and other KMPs inter-se	NA
No. of shares held in the Company as on 31.03.2021: (a) Own (b) For other persons on a beneficial basis	250000 NIL
List of other Companies in which Directorship held as on 31.03.2021 (excluding foreign Companies)	NIL
Chairperson/ Member of the Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2021	NIL

Name of Director	Mr. Nathmal Golecha Alias Jain
Director Identification Number (DIN)	02183886
Date of Birth/ Age	01/07/1964/ 57 years
Date of first appointment	NA

Qualifications	He is a commerce graduate.
Experience	He has over 40 years' experience in the field of Financial Markets and trading.
Terms and conditions of appointment/ re-appointment	Appointed as an Non-Executive Director not liable to retire by rotation
Details of remuneration sought to be paid	NIL
Details of remuneration last drawn	NIL
No. of Board Meetings attended during the year (FY 2020-21)	9
Relationships between Directors and other KMPs inter-se	NA
No. of shares held in the Company as on 31.03.2021: (a) Own (b) For other persons on a beneficial basis	2385910 NIL
List of other Companies in which Directorship held as on 31.03.2021 (excluding foreign Companies)	Samyakth Finserv Private Limited
Chairperson/ Member of the Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2021	NIL

Name of Director	Mr. Arvind Mokashi
Director Identification Number (DIN)	09305967
Date of Birth/ Age	25-06-1961/ 60 years
Date of first appointment	NA
Qualifications	He is commerce graduate (Hons) from Shivaji University and CAIIB from Indian Institute of Bankers.
Experience	Mr. Arvind Mokashi is superannuated after completing 40 years of unblemished & successful inking in the Largest PSB, SBI at different levels like Chief General Manager (Credit Review Department), as the Regional Head of Corporate Accounts Group Branch, as DGM (Sales Hub), AGM & Head (SME Credit) and Chief Manager (Engineering Credit). He has expertise in Corporate Credit, SME Credit, Resolution of Stressed Assets, overall Business Development Administration, handling Clients of Large Corporate, Mid-Corporate and SME portfolio. Currently he has been appointed as SBI nominee director in India Debt Resolution Company Limited.

Terms and conditions of appointment/ re-appointment	Appointed as an Independent Director not liable to retire by rotation
Details of remuneration sought to be paid	As may be decided by board of directors from time to time but not exceeding limit set by companies act 2013
Details of remuneration last drawn	NIL
No. of Board Meetings attended during the year (FY 2020-21)	NA
Relationships between Directors and other KMPs inter-se	NA
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	NIL NIL
List of other Companies in which Directorship held as on 31.03.2021 (excluding foreign Companies)	NIL
Chairperson/ Member of the Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2021	NIL

