

## NOTICE OF THE 7TH (SEVENTH) ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 7TH (SEVENTH) ANNUAL GENERAL MEETING (AGM) OF CREDIT WISE CAPITAL PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON SATURDAY, 27 SEPTEMBER, 2025, AT 11.00 A.M. THROUGH VIDEO-CONFERENCE/OTHER AUDIO VIDEO MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

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

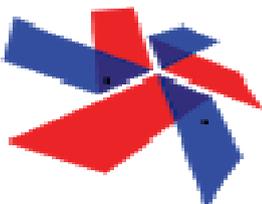
Pursuant to provisions of Section 101 of the Companies Act, 2013 ("**Act**") and the rules framed thereunder ("**Rules**") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), the Articles of Association of the Company, and the various circulars issued by the Ministry of Corporate Affairs ("**MCA**") from time to time Notice ("**Notice**"), is hereby given that 7<sup>th</sup> (Seventh) Annual General Meeting ("**AGM**") of the members of **CREDIT WISE CAPITAL PRIVATE LIMITED** ("**Company**") will be held on Saturday on 27 September, 2025 at 11 a.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 AGM 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 be considered to be the deemed venue for the purpose of this AGM.

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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**Credit Wise Capital Pvt. Ltd.**

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

CIN: U65999MH2018PTC306086 GSTIN:27AAHCC4445P1Z5

Contact us: +91 22 6817 1111

## **ORDINARY BUSINESS:**

### **1. ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025.**

In this regard, to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025 and the Reports of the Board of Directors and Statutory Auditors thereon, be considered and adopted.”

## **SPECIAL BUSINESS:**

### **2. APPOINTMENT OF MR. ATUL GUPTA (DIN: 07659571) ON THE BOARD OF THE COMPANY AS A NOMINEE OF TRIDENT INDIA GROWTH FUND 1 TRUST (“INVESTOR”):**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (“**Act**”), if any, of the Act, read with the rules made thereunder, (including statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) 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**”); and subject to the provisions of the Memorandum and Articles of Association of the Company, the necessary statutory approvals (including the approval of the Reserve Bank of India, as may be required in this regard) the approval of the members of the Company be and is hereby accorded for appointment of Mr. Atul Gupta (DIN: 07659571) (“**Investor Nominated Director**”) representing Trident India Growth Fund 1 Trust as a Nominee Director on the Board 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 and Ms. Bhavika Gohil, Company Secretary (ACS: 27847), “(**Authorised Persons**)” be and are hereby authorized severally to take such steps and to do all such acts, deeds and things as they may, their absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time, to take such actions or to give such directions as may be necessary or desirable and to obtain any approvals, permissions and sanctions which may be necessary or desirable, as they may deem fit, to prepare, sign, execute, submit the forms, returns, intimations, disclosures, papers, documents, writings, statements, confirmations, with the concerned regulatory or specific authority(ies) and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in this regard at any stage as they may in their discretion deem fit in the best interest of the Company or for matters consequential to the aforesaid resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Authorised Persons shall have the power and authority to sub-delegate all or any of the authorities conferred upon it to any person/s of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time;

**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.”

**3. TO CONSIDER AND APPROVE WITHDRAWAL OF RESOLUTION PASSED FOR APPROVING “CREDIT WISE CAPITAL PRIVATE LIMITED - EMPLOYEE STOCK OPTION PLAN I 2025” AND RESOLUTION FOR GRANTING OF STOCK OPTIONS FOR MORE THAN 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO THE IDENTIFIED EMPLOYEES IN PURSUANCE THEREOF APPEARING AT ITEM NO. 7 AND ITEM NO. 8 AT THE EXTRAORDINARY GENERAL MEETING HELD ON 13 MAY 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 applicable laws, rules, regulations and subject to such approvals, consents, sanctions and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, sanctions and permission which may be agreed to by the Board, and provisions of other applicable laws, regulations, rules, directions, circulars, notifications, guidelines including those issued by the Reserve Bank of India and/or such other concerned regulatory authority(ies), from time to time, as may be applicable, the consent and approval of Members of the Company be and is hereby accorded to withdraw and rescind the Special Resolution passed by the shareholders for approval of the Credit Wise Capital Private Limited – Employee Stock Option Plan I 2025 (“**CWC ESOP I 2025**”) and the Special Resolution passed by the shareholders for approval of the 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" as set out at Item No. 7 and 8, respectively, at the Extra-Ordinary General Meeting held on 13 May, 2025, *inter alia* to create, issue, grant, offer 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 in one or more tranches and 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 EOSP I 2025 in the manner as may be decided by the Board from time to time;

**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 and Ms. Bhavika Gohil, Company Secretary (ACS: 27847), "(Authorized Persons)" be and are hereby authorized severally to take such steps and to do all such acts, deeds and things as they may, their absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time, to take such actions or to give such directions as may be necessary or desirable and to obtain any approvals, permissions and sanctions which may be necessary or desirable, as they may deem fit, to prepare, sign, execute, submit the forms, returns, intimations, disclosures, papers, documents, writings, statements, confirmations, with the concerned regulatory or specific authority(ies) and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in this regard at any stage as they may in their discretion deem fit in the best interest of the Company or for matters consequential to the aforesaid resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Authorized Persons shall have the power and authority to sub-delegate all or any of the authorities conferred upon it to any person/s of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time;

**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."

**4. TO CONSIDER AND RATIFY OF ALL ACTS UNDERTAKEN FOR ACQUISITION OF LAP BUSINESS UNDERTAKING OF VISHAWAS FINVEST PRIVATE LIMITED ON A SLUMP SALE BASIS:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 179 of the Companies Act, 2013, Section 2(42C) of the Income Tax Act, 1961, and the provisions of the Articles of Association of the Company, subject to such approvals, consents, sanctions and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, sanctions and permission which may be agreed to by the Board, and provisions of other applicable laws, regulations, rules, directions, circulars, notifications, guidelines including those issued by the Reserve Bank of India and/or such other concerned regulatory authority(ies), from time to time, as may be applicable, the Members of the Company hereby ratify and approve all actions undertaken by the management in connection with the proposed acquisition of the loan against property business undertaking (**“LAP Undertaking”**) of Vishawas Finvest Private Limited (**“VFPL”**) on a slump sale basis, including but not limited to:

- a. Execution of the Term Sheet dated 08 August, 2025, with VFPL, outlining the commercial terms of the proposed transaction and grant of authorization to the Board to carry amendments thereto, if any;
- b. Appointment of Legal Advisors, Transaction Advisors, and Independent Valuers to assist in the diligence and structuring of the transaction;
- c. Grant authorization to the Board for review, negotiation and execution of the draft Business Transfer Agreement and other agreement(s), writings, deeds and documents giving effect to the proposed acquisition of the LAP Undertaking and incidental and ancillary acts carried in relation thereto; and
- d. Grant authorization to the Board to undertake all other acts, matters, deeds or things as may be necessary, advisable or desirable in connection with or incidental to giving effect to the purpose of the aforementioned resolution or to consummate the transactions contemplated in the Business Transfer Agreement.

**RESOLVED FURTHER THAT** the Members take note of the progress made by the management in relation to the proposed acquisition thus far and authorize the management to continue negotiating, finalizing, and executing the definitive agreements, including the Business Transfer Agreement, subject to such modifications as may be necessary and in the best interest of the Company;

**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 and Ms. Bhavika Gohil, Company Secretary (ACS: 27847), **“(Authorised Persons”)** be and are hereby authorized severally to take such steps and to do all such acts, deeds and things as they may, their absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time

to time, to take such actions or to give such directions as may be necessary or desirable and to obtain any approvals, permissions and sanctions which may be necessary or desirable, as they may deem fit, to prepare, sign, execute, submit the forms, returns, intimations, disclosures, papers, documents, writings, statements, confirmations, with the concerned regulatory or specific authority(ies) and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in this regard at any stage as they may in their discretion deem fit in the best interest of the Company or for matters consequential to the aforesaid resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Authorised Persons shall have the power and authority to sub-delegate all or any of the authorities conferred upon it to any person/s of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time;

**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.”

**5. TO CONSIDER AND APPROVE INCREASE IN BORROWING LIMITS OF THE COMPANY UPTO INR 200 CRORE UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

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

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read along with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 all other applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, and such other approvals, permissions and sanctions, as may be required, consent and 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, unless the context otherwise requires, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for (i) borrowing, from time to time any sum(s) of money in one or more tranches from any one or more persons, companies, firms, body corporates, alternative investment funds, bankers, financial institutions, or from others or from any other source in India or outside India by way of loans in foreign currency and/or rupee currency and securities, comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and /or coupons and/or secured premium notes and/or floating rates notes/bonds and/or deposits and other debt instrument(s), issued/to be issued by the Company or otherwise and whether or not secured by way of mortgage, charge, hypothecation or lien or pledge on the Company's and/or its subsidiaries' assets and properties, securities or otherwise, notwithstanding that the sum or sums of money so borrowed along with

the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business); or (ii) issuing any unconditional and irrevocable guarantees, may exceed at any time, the aggregate of the paid up capital of the Company, free reserves and securities premium account of the Company, provided that the total amount so borrowed (together with any outstanding liabilities of the Company) at any given point of time shall not exceed a principal amount of Rs. 200 Crore (Rupees Two Hundred Crore) provided limit be recasted on repayment of such loan(s) from time to time;

**RESOLVED FURTHER THAT** the Board or persons authorised by the Board be and are hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution."

**6. TO CONSIDER AND APPROVE CREATION OF SECURITIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 OVER ASSETS OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(a), and any other applicable provisions, if any of the Companies Act, 2013 read along with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable rules and regulations framed thereunder (including any statutory modification(s), amendment(s), clarification(s), or re-enactments(s) thereof for the time being in force), all other applicable laws (including any statutory modification(s), amendment(s), clarification(s), or re-enactments(s) thereof for the time being in force), the memorandum and articles of association of the Company, and such other approvals, permissions and sanctions, as may be required, consent 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, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to create, from time to time, such mortgages, pledge, charges, lien, hypothecations, encumbrances and/or any other security interest (Encumbrances) in addition to existing Encumbrances created hitherto, in such form and manner as the Board may deem fit on the whole or substantially the whole of the Company's present and/or future, assets and other properties, both present and/or future, whether movable and/or immovable, tangible and/or intangible or other securities held by the Company in any other company, body corporate or firm in favor of the debenture trustee or other banks and/or financial institutions, alternative investment funds, both national and international, and/or other bodies corporate or agencies or trustees for securing the borrowing of the Company or any other associate company(ies), including the holding company or any other companies, body corporates or firms, availed/to be availed by way of issuance and allotment of the debentures, loan(s) in foreign currency and/or rupee currency and securities, including but not limited to fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and /or coupons and/or secured premium notes and/or floating rates notes/bonds and/or deposits and other debt instrument(s), issued/to be issued by the Company or its associate company(ies) or its holding company or its subsidiary company(ies), other companies, body corporates or firms

or otherwise, as the case may be, from time to time, subject to the limits, approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest (in case of default), accumulated interest, liquidated damages, commitment charges, coupons, premium on redemption of debentures including any increase as a result of deviation/ evaluation/ fluctuation in the rate of foreign currencies, all other costs, charges and expenses and all other monies payable in terms of loan agreement(s), debenture documents or other document entered into /to be entered into by the Company and the debenture trustee or banks and/or financial institutions/alternative investment funds/trustees for debentures or for creation of security in respect of the said loans / borrowings/financings by way of issuance of debentures/notes/bonds/debt instruments/ other securities and containing such specific terms and conditions and covenants in respect of enforcement of the security as may be stipulated in that behalf and agreed to amongst the Board.

**RESOLVED FURTHER THAT** the Board or persons authorised by the Board be and are hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution."

#### **7. ISSUE OF NON-CONVERTIBLE DEBENTURES (NCDs) ON A PRIVATE PLACEMENT BASIS:**

To consider and, if thought fit, to pass the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions of the Companies Act 2013 read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 (including any amendment(s), statutory modification (s) or re-enactment (s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter called the **“Board”**, which term shall be deemed to include any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board by this resolution, or any person(s) authorized by the Board or its committee for such purposes) to offer or invite subscriptions to senior, listed / unlisted, rated / unrated, secured / unsecured / subordinated, redeemable, non-convertible debentures (NCDs), on private placement basis during a period of one year from the date of passing this resolution, in one or more series/tranches, aggregating up to a principal amount of INR 500 crores (Indian Rupees Five Hundred Crores) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions as the Board may from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the NCDs are to be issued, the eligible persons to whom the NCDs are to be issued, the particulars of the offer, issue size, consideration for the issue, justification of the price, details of valuation (if any), principle terms of assets charged as security, mode of payment, coupon rate, tenor, utilisation of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board

and persons authorized by the Board be and are hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things and give directions as may be deemed necessary or desirable to give effect to this resolution.”

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

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**BHAVIKA GOHIL  
COMPANY SECRETARY (ACS: 27847)**

**DATE: 21 DAY OF SEPTEMBER, 2025  
PLACE: MUMBAI**

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