CreditWise Capital

Date: 20 August 2026 **Ref No: BG/EESP/ICSP20082026/582**

To,
Corporate Relationship Department
Listing Department,
BSE Limited,
P J Towers, Dalal Street,
Mumbai-400001, Maharashtra, India

Scrip Code:	977170, 977696, 977741, 977886
ISIN:	INE0LN107030, INE0LN107063, INE0LN107071, INE0LN107089
Sub:	Notice of 1st Extra-Ordinary Meeting for the Financial Year 2026-27
Ref:	Intimation under Regulation 50(2)(a) of SEBI (LODR) Regulations, 2015 for Extraordinary General Meeting dated **27 August 2026**.

Dear Sir/Madam,

Pursuant to Regulation 50(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that an Extraordinary General Meeting of the members of Credit Wise Capital Private Limited is scheduled to be held on **Thursday, 27 August 2026**, inter alia, to consider and approve the following:

Type of Resolution	Description of Resolution
Special Resolution	Issue of Non-Convertible Debentures (NCDs) on a private placement basis

The outcome of the meeting will be communicated to the Stock Exchange in accordance with the applicable regulatory requirements.

We request you to kindly take the documents on record and kindly treat this as compliance with the Listing Regulations.

This intimation is also being uploaded on the website of the Company at https://creditwisecapital.com/corporate-announcements/.

Thanking you,

Yours faithfully,
FOR CREDIT WISE CAPITAL PRIVATE LIMITED

BHAVIKA DHANSUKHLAL GOHIL
Digitally signed by BHAVIKA DHANSUKHLAL GOHIL
Date: 2026.08.20 14:49:53 +05'30'

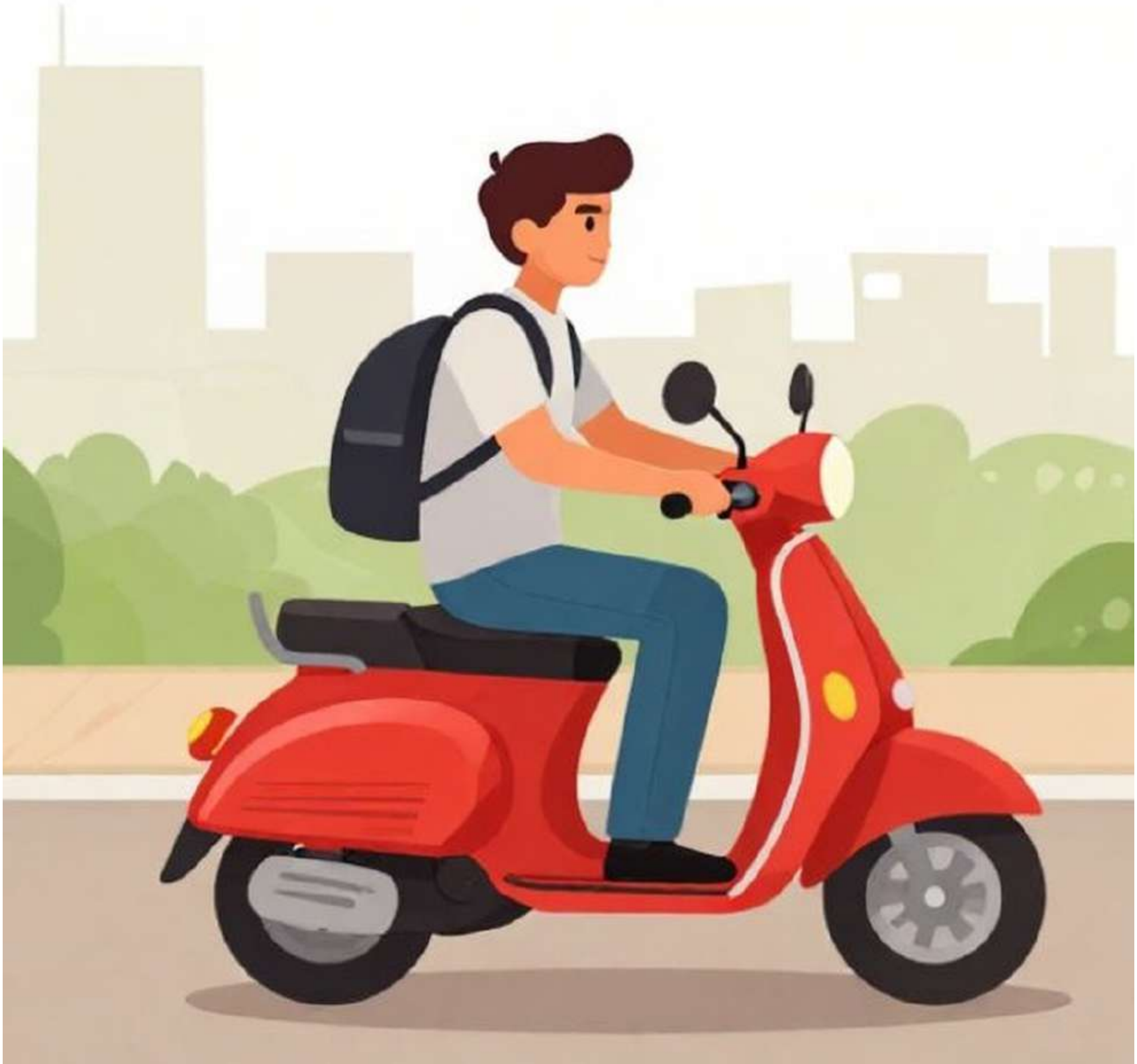
CREDIT WISE CAPITAL PVT. LTD.

BHAVIKA GOHIL
COMPANY SECRETARY (A27847)

CreditWise Capital

Extra-Ordinary General Meeting

01/FY 2026-27



CREDIT WISE CAPITAL PRIVATE LIMITED

C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013
CIN: U65999MH2018PTC306086 GSTIN:27AAHCC4445P1Z5
Contact us: +91 22 6817 1111
Email id: cs@creditwisecapital.com; website: www.creditwisecapital.com

Via Email

NOTICE OF EXTRAORDINARY GENERAL MEETING (01/2026-27)

SR. NO	PARTICULARS	DETAILS
1.	*Date of Extraordinary General Meeting*	*Thursday, 27 August, 2026*
2.	*Time*	*11 a.m.*
3.	*Means for participation – Online*	EGM Meeting Link
4.	Deemed Venue	*C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg, Worli Mumbai-400013*

(Remainder page intentionally left blank)

INDEX

NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO. 01 OF FY 2026-27 OF THE MEMBERS OF CREDIT WISE CAPITAL PRIVATE LIMITED

To,

A. The Equity Shareholders;
B. Trident India Growth Fund 1 Trust **(**Series A Preference Shareholders and Series A DVR Holder);
C. Debenture Trustee:
    a. Catalyst Trusteeship Limited;
    b. Vardhman Trusteeship Private Limited;
    c. MITCON Credentia Trusteeship Services Limited;
D. S M L CO LLP (Formerly Shaparia Mehta & Associates LLP) - Statutory Auditors; and
E. The 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 2026-27 of the members of **Credit Wise Capital Private Limited** ("**Company**") will be held on **Thursday, 27 August, 2026 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.

This Notice of Extraordinary General Meeting through Video Conference ('**VC'**)/Other Audio-Visual Means ('**OAVM'**) is issued in compliance with General Circular No. 20/2020 dated 5 May 2020, and the clarificatory circulars issued in continuation thereof, including General Circular No. 03/2025 dated 22 September 2025 (permitting the conduct of AGMs/EGMs through VC/OAVM until further orders), issued by the Ministry of Corporate Affairs. 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**.

(Remainder page intentionally left blank)

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 **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a) and other applicable, provisions, 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. 95,63,00,000 (Rupees Ninety-Five Crores Sixty-Three Lakhs only), divided into 8,62,49,999 Equity Shares of INR 10 each (Rupees Ten only) and 93,80,000 Preference Shares of Rs 10 each (Rupees Ten only) and 1 (one) Series A Equity Share of INR 10 each (Rupees Ten only) having differential voting rights **to** Rs. 1,30,00,00,000/- (Rupees One Hundred and Thirty Crore only), divided into 8,91,67,164 equity shares of INR 10 each (Rupees Ten only) comprising of 8,91,67,163 equity shares of INR 10 (Rupees Ten only) and 1 (One) Series A Equity Share of INR 10 (Rupees Ten only) having differential voting rights and 4,08,32,836 Preference Shares of INR 10 each (Rupees Ten only) reclassified into and comprising of 2,20,77,836 Preference Shares of Rs. 10 each (Rupees Ten only) and 1,87,55,000 Series A Preference Shares of Rs. 10 each (Rupees Ten only);

RESOLVED FURTHER 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. 1,30,00,00,000/- (Rupees One Hundred and Thirty Crore only), divided into 8,91,67,164 equity shares of INR 10 each (Rupees Ten only) comprising of 8,91,67,163 equity shares of INR 10 (Rupees Ten only) and 1 (One) Series A Equity Share of INR 10 (Rupees Ten only) having differential voting rights and 4,08,32,836 Preference Shares of INR 10 each (Rupees Ten only) comprising of 2,20,77,836 Preference Shares of Rs. 10 each (Rupees Ten only) and 1,87,55,000 Series A Preference Shares of Rs. 10 each (Rupees Ten only) 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 and Ms. Bhavika Gohil, Company Secretary (ACS-27847), 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 OFFER AND ISSUANCE OF 0.001% COUPON SERIES A PREFERENCE SHARES OF THE COMPANY 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) applicable rules, regulations, guidelines, issued and as amended by the RBI 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 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 face 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), to the Investor, for cash, through preferential allotment on a private placement basis, on the terms set out in Annexure I to the Notice of EGM; 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. 648, 1st Main Road, Sector 6, HSR Layout, Bangalore, Karnataka, India, 560102*	*93,74,998 (Ninety-Three Lacs and Seventy-Four Thousand Nine Hundred and Ninety-Eight)*	*Rs. 10/- (Rupees Ten only)*	*Rs. 64/-*	*Rs. 59,99,99,872/- (Rupees Fifty-Nine Crores Ninety-Nine Lac Ninety-Nine Thousand Eight Hundred and Seventy Two Only)*
Total Issue Size			*Rs. 59,99,99,872 /-*		

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, post making requisite filings with the Registrar of Companies and 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 17 August 2026 prepared by CA Eshank M Shah, Registered Valuer (RV No: -ICAIRVO/06/RV-P058/2021-2022), stating the value per share of the Company**,** be and is hereby taken on record by the members;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make 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 on 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** forming a part of this Notice;
g. The Series A Preference Shares shall be 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 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 with a Scheduled Bank 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 in compliance with Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Series A Preference Shares shall be issued and allotted only in dematerialised form, and the Board be and is hereby authorised to finalize, and sign necessary documents, deeds, writings, declarations, undertakings and enter into such agreements as may be required said securities prior to allotment**;**

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, and Ms. Bhavika Gohil, Company Secretary (ACS-27847), 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 BORROWING LIMITS OF THE COMPANY UPTO INR 300,00,00,000 (RUPEES THREE HUNDRED CRORES ONLY) 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 (Meetings of Board and its Powers) Rules, 2014, 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 Securities and Exchange Board of India (Listing Obligations and Disclosures Regulations) 2015, to the extent applicable to the Company, the applicable rules, regulations, guidelines, issued and as amended by the RBI from time to time, 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 shall not exceed ₹300,00,00,000/- (Rupees Three Hundred Crores Only), being the existing limit of ₹200,00,00,000/- (Rupees Two Hundred Crores Only) together with fresh limits of ₹100,00,00,000/- (Rupees One Hundred Crores Only) approved herein;

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."

ITEM NO. 4:

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 (Meetings of Board and its Powers)

Rules, 2014, 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 Securities and Exchange Board of India (Listing Obligations and Disclosures Regulations) 2015, to the extent applicable, the applicable rules, regulations, guidelines, issued and as amended by the RBI from time to time, , 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 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 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, shall not exceed ₹300,00,00,000/- (Rupees Three Hundred Crores Only), being the existing limit of ₹200,00,00,000/- (Rupees Two Hundred Crores Only) together with fresh limits of ₹100,00,00,000/- (Rupees One Hundred Crores Only) approved herein;

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."

ITEM NO. 5:

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), the Securities and Exchange Board of India, (Listing Obligations and Disclosures Regulations) 2015, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable regulations to the extent applicable to the Company, 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 / 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 100,00,00,000 (Rupees One Hundred Crore Only)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

BHAVIKA DHANSUKHLAL GOHIL

Digitally signe by BHAVIKA DHANSUKHL GOHIL Date: 2026.08 13:58:50 +05'

CREDIT WISE CAPITAL PVT. LTD.

BHAVIKA GOHIL
COMPANY SECRETARY (ACS-27847)

DATE: 20 August, 2026
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. As 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 No. 20/2020 dated 5 May 2020, and the clarificatory circulars issued in continuation thereof, including General Circular No. 03/2025 dated 22 September 2025 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 **15 August, 2026** and who shall be entitled to attend and vote at the EGM.

5. The voting rights of the partly paid-up equity shareholders shall be in proportion to their paid up capital in the Company.

6. A copy of the EGM notice will be available on the website of the Company at https://creditwisecapital.com/ and will also be available on the BSE website at www.bseindia.com.

7. In terms of Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), intimation of this EGM has been given to BSE Limited not later than the date of commencement of dispatch of this Notice. The outcome of the EGM, including the resolutions passed hereat, shall be disclosed to BSE Limited as required under Regulation 51 read with Part B of Schedule III of the SEBI Listing Regulations, within the timelines prescribed thereunder.

8. The registered office of the Company shall be recorded as the deemed venue of this EGM.

9. 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.

10. 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.

11. 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.

12. 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 26 August, 2026 through email to cs@creditwisecapital.com.

13. 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. For joining the meeting, members are requested to join this EGM Meeting Link
    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://www.zoom.com/
    d. You will be taken to the meeting and the host will admit you as participant to the meeting.
    e. 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.

14. 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. Additionally, 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.

15. 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.

16. 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.

17. Attendance of Members through VC shall be counted for the purpose of quorum. Hence, attendance slip(s) are not provided here.

18. EGM will be held through VC mode only. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.

19. Most important and for urgent attention of the members:

    As you may be aware, the Company has executed 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**").

    The shareholders, are hereby informed that, in terms of Clause 5 of the Shareholders'

Agreement, the shareholders have a pre-emptive right, in case of issuance if any fresh securities, to subscribe to their pro-rata portion of the new securities. To facilitate the issuance of Series A Preference Shares to Trident India Growth Fund 1 Trust, the Company, in terms of Clause 5 the Shareholders' Agreement, is required to obtain a consent / waiver from each of the shareholders vis-à-vis their pre-emptive right.

In view of the aforementioned, to give effect to the proposed issuance of Series A Preference Shares to Trident India Growth Fund 1 Trust, pursuant to Clause 5 of the Shareholders' Agreement, you are hereby requested to provide your written consent / waiver with respect to your pre-emptive right set out at Clause 5 of the Shareholders' Agreement via email at cs@creditwisecaptial.com latest by Tuesday, 25 August, 2026. The draft of the aforesaid is provided at Annexure IV forming a part of this notice. If the Company does not hear from you on the aforesaid, within the stipulated timelines, your consent / waiver shall be deemed to have been granted.

(Remainder page intentionally left blank)

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 existing Rs. 95,63,00,000 (Rupees Ninety-Five Crores Sixty-Three Lakhs only), divided into 8,62,49,999 Equity Shares of INR 10 each (Rupees Ten only) and Rs. 93,80,000 Preference Shares of INR 10 each (Rupees Ten only) and 1 (one) Series A Equity Share of INR 10 each (Rupees Ten only) having differential voting rights.

To enable the Company to undertake future issuances of securities, from time to time, it is proposed to enhance the existing Authorised Share Capital of the Company by creating additional headroom across equity shares and preference shares.

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. 95,63,00,000/- (Rupees Ninety-Five Crores Sixty-Three Lakhs only) comprising of 8,62,49,999 equity shares having a par value of Rs. 10/- (Rupees Ten only) each and 93,80,000 (Ninety-Three Lakhs Eighty Thousand) preference shares having a par value of Rs. 10/- (Rupees Ten only) each to **Rs. 1,30,00,00,000/- (Rupees One Hundred and Thirty Crore only), divided into 8,91,67,164 equity shares of INR 10 each (Rupees Ten only) comprising of 8,91,67,163 equity shares of INR 10 (Rupees Ten only) and 1 (One) Series A Equity Share of INR 10 (Rupees Ten only) having differential voting rights and 4,08,32,836 Preference Shares of INR 10 each (Rupees Ten only) reclassified into and comprising of 2,20,77,836 Preference Shares of Rs. 10 each (Rupees Ten only) and 1,87,55,000 Series A Preference Shares of Rs. 10 each (Rupees Ten only).**

Article 5 (a) of Part A 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. Additionally, it further empowers the Company, inter alia, to increase or reduce its share capital, 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 regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company, and to consolidate or sub-divide the shares and issue shares of higher or lower denomination. "

Accordingly, the proposed increase in the Authorised Share Capital of the Company as set out in this Item No. 1 is duly authorised by the Articles of Association of the Company in terms of Section 61(1)(a) of the Act.

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 an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is 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:

The Company proposes to issue 93,74,998 0.001% Coupon Series A Preference Shares of the Company ("**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, 93,74,998 0.001% Coupon Series A Preference Shares of the Company ("Series A Preference Shares") of face value Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 64/- (Rupees Sixty-Four per share only) including share premium of Rs. 54/- (Rupees Fifty-Four Only), per share, aggregating to Rs. 59,99,99,872/- (Rupees Fifty-Nine Crores Ninety-Nine Lac Ninety-Nine Thousand Eight Hundred and Seventy-Two Only) to the Investor**.** 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 PROVISO 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	The Board, at it's meeting held on 16 August 2026, approved the issuance of 0.001% Coupon Series A Preference Shares of the Company to Trident India Growth Fund 1 Trust
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	a. The price has been arrived by the Board based on the valuation report from CA Eshank M Shah, Registered Valuer, having IBBI Registration No. ICAIRVO/06/RV-P058/2021-2022 b. The issue price of the Series A Preference Shares is higher than fair market value determined in the valuation report.
4.	Name and address of valuer who performed valuation	CA Eshank M Shah - Registered Valuer (RV No: ICAIRVO/06/RV-P058/2021-2022) Kohinoor City, Off LBS Marg, Kurla West, Mumbai – 400070
5.	Amount which the Company intends to raise by way of such securities	Rs. 59,99,99,872/- (Rupees Fifty-Nine Crores Ninety-Nine Lac Ninety-Nine Thousand Eight Hundred and Seventy-Two 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 as prescribed under provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules 2014
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	There is no contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects
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 93,74,998 0.001% Coupon Series A Preference Shares of the Company (“**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 per share only) including share premium of Rs. 54/- (Rupees Fifty-Four Only), each aggregating Rs. 59,99,99,872/- (Rupees Fifty-Nine Crores Ninety-Nine Lac Ninety-Nine Thousand Eight Hundred and Seventy-Two 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	Please see the terms of the issue of the Series A Preference Shares 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 at an issue price of Rs. 64/- (Rupees Sixty-Four per share only) 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 valuation report from the CA Eshank M Shah, Registered Valuer, having Registration No. ICAIRVO/06/RV-P058/2021-2022 b. The issue price of the Series A Preference Shares is higher than fair market value determined in the valuation report.
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	The terms of Series A Preference Shares are provided in **Annexure I.**
9.	Manner and modes of redemption	The terms of Series A Preference Shares are provided in **Annexure I.**
10.	***The current shareholding pattern of the Company:**	

Sr. No	Category	Pre-issue	
		No. of shares held	% of share holding
A	Promoters' holding:		
1	Indian		
	Individual	1,19,10,106	12.89
	Bodies Corporate	-	-

	Sub-total	*1,19,10,106*	*12.89*
2	*Foreign promoters*	*-*	*-*
	Sub-total (A)	***1,19,10,106***	***12.89***
B	***Non-promoters' holding:***		
1	*Institutional investors*	*1,04,44,648*	*11.31*
2	*Non-institutional:*		
	Private corporate bodies	*74,57,855*	*8.07*
	Director and relatives	*75,20,370*	*8.14*
	Indian public	*5,30,78,876*	*57.47*
	Others [including Non- resident Indians (NRIs)]	*19,55,279*	*2.12*
	Sub-total (B)	***8,04,57,028***	***87.11***
	GRAND TOTAL (A+B)	***9,23,67,134***	***100.00***

**Note to stakeholders:*

The Company has recently concluded it's offer for rights issue of 50,05,907 partly-paid equity shares which was open from 02 August, 2026 until 09 August, 2026 and which was extended to all the equity shareholders of the Company vide Letter of Offer dated 29 July, 2026. Towards the aforesaid, the Board has, under ***Tranche 01,*** *allotted 30,25,575 partly paid equity shares in lieu of applications towards allotment of partly paid shares received during the offer period as well as disposals done by the board in pursuance of Section 62(1)(a)(iii) of the Companies Act, 2013. Accordingly, 30,25,575 partly paid equity shares are forming a part of the paid-up capital under various heads disclosed herein.*

11.	The expected dilution in equity share capital upon conversion of preference shares	The Series A Preference Shares are convertible in the manner set out under **Annexure I** forming a part of this notice. *Further, the expected dilution in the equity share capital on a fully diluted basis, upon conversion of all existing preference shares including the proposed issue is 18.43%. **Note to stakeholders:* *The above computation is based on the actual paid up equity share capital and does not account for any potential dilution that may arise as a consequence of ESOP issuances in the future.*

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	93,74,998, 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 per share only) 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 Rs. 64/- (Rupees Sixty-Four per share only) 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 Eshank M Shah, Registered Valuer, having IBBI Registration No. ICAIRVO/06/RV-P058/2021-2022 b. The issue price of the Series A Preference Shares is higher than fair market value determined in the valuation report. The copy of the Valuation Report issued by the Registered Valuer is attached as **Annexure II** of this EGM Notice.
5.	Relevant date with reference to which the price has been arrived at	Valuation report is dated **17 August 2026** and the valuation has been derived basis provisional financials as at 31 March, 2026.
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. **e**	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Directors or Key Managerial Personnel of the Company, intend to subscribe to the offer
8.	The proposed time within which the allotment shall be completed	The proposed time for the allotment of the Series A Preference Shares is as prescribed under provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules 2014
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	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 b. **Percentage of post preferential offer capital held:** 100%
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	As per Annexure III of the Notice of the EGM
12.	The justification for the allotment proposed to be	No allotment of securities under this proposed allotment is being made for any consideration other than cash

	made for consideration other than cash together with valuation report of the registered valuer	

13.	***Pre and post issue shareholding pattern of the Company** ***(to be read in consonance with the note hereto)***:

Sr. No	Category	*Pre-issue		Post-issue and conversion of CCPS	
		Pre-issue	% of share holding	No. of share held	% of shares holding
A	**Promoters' holding:**				
1	Indian				
	Individual	1,19,10,106	12.89	1,19,10,106	11.71
	Bodies Corporate	-	-	-	-
	Sub-total	1,19,10,106	12.89	1,19,10,106	11.71
2	Foreign promoters	-	-	-	-
	Sub-total (A)	**1,19,10,106**	**12.89**	**1,19,10,106**	**11.71**
B	**Non-promoters' holding:**				
1	Institutional investors	1,04,44,648	11.31	1,98,19,646	19.48
2	Non-institutional:				
	Private corporate bodies	74,57,855	8.07	74,57,855	7.33
	Director and relatives	75,20,370	8.14	75,20,370	7.39
	Indian public	5,30,78,876	57.47	5,30,78,876	52.17
	Others [including Non- resident Indians (NRIs)]	19,55,279	2.12	19,55,279	1.92
	Sub-total (B)	**8,04,57,028**	**87.11**	**8,98,32,026**	**88.29**
	GRAND TOTAL (A+B)	**9,23,67,134**	**100.00**	**10,17,42,132**	**100.00**

Note to stakeholders:

The Company has recently concluded it's offer for rights issue of 50,05,907 partly-paid equity shares which was open from 02 August, 2026 until 09 August, 2026 and which was extended to all the equity shareholders of the Company vide Letter of Offer dated 29 July, 2026. Towards the aforesaid, the Board has, under Tranche 01, allotted 30,25,575 partly paid equity shares in lieu of applications towards allotment of partly paid shares received during the offer period as well as disposals done by the board in pursuance of Section 62(1)(a)(iii) of the Companies Act, 2013. Accordingly, 30,25,575 partly paid equity shares are forming a part of the paid-up capital under various heads disclosed herein.

The issuance of Series A Preference Shares is permitted under the Articles of Association of the Company and that, the Company has no subsisting default in the redemption of preference shares issued either before or after the commencement of this Act or in payment of dividend due on any preference shares.

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 Preference Shares 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 applicable rules, regulations, guidelines, directions issued and as amended by the RBI from time to time,

The Company has received the valuation report dated 17 August 2026 from CA Eshank M Shah, Registered Valuer, having IBBI Registration No. ICAIRVO/06/RV-P058/2021-2022; a copy of which, is enclosed at Annexure II forming a part hereof.

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 dated 18 April 2025, the Share Subscription Agreement dated 18 April 2025 and the Valuation Report 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 said resolution does not affect the rights of the existing preference shareholders of the company, and hence no separate approval is being sought from them for the said 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.**

Mr. Aalesh Avlani (DIN: 08570278) and Mr. Gurpreet Singh Sodhi (DIN: 09791527), Directors of the Company, are Promoters of the Company and are parties, in that capacity, 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**") referred to in this Resolution.

Further, Mr. Atul Gupta, Nominee Director representing Trident India Growth Fund 1 Trust, is interested in the Resolution at Item No. 2 to the extent of the Series A Preference Shares that will be allotted to Trident India Growth Fund 1 Trust on a private placement basis.

Save as aforesaid, and except to the extent of the respective shareholding of Mr. Aalesh Avlani and Mr. Gurpreet Singh Sodhi in the Company and their being parties to the aforesaid agreements in their capacity as Promoters, and Mr. Atul Gupta, in his capacity as the Nominee Director on behalf of Trident India Growth Fund 1 Trust, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is 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:

In view of the Company's financial requirement to expand the existing business, strategic acquisitions, retirement/repayment of its outstanding debt, provide financial assistance to other group companies and general corporate purposes, the Company needs additional funds or to issue unconditional and irrevocable guarantees in relation thereof, which may be sourced from one or more persons, companies, firms, banks, financial institutions, alternative investment funds, bodies corporate or from others or from any other source in India or aboard 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, its holding Company, ultimate holding 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, undertakings, properties, securities or otherwise.

As per the provisions of the Companies Act, 2013, a Company can borrow funds from various sources up to aggregate of its paid-up capital, free reserves and securities premium (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) with the approval of its board of directors and where the aggregate borrowing exceeds the aforesaid limits, prior approval of the shareholders of such Company is required.

The existing borrowing limit of ₹200,00,00,000/- (Rupees Two Hundred Crores Only) under Section 180(1)(c) of the Act was approved by the members of the Company by way of a Special Resolution passed at the 7th Annual General Meeting of the Company held on **27 September 2025.**

The Company proposes to increase its limit, inter alia to borrow or to issue unconditional and irrevocable guarantees by the Company, to a principal amount 100,00,00,000 (Rupees One Hundred Crore Only).

The members are informed that, the Company, being a Private Limited Company, is not mandatorily required to secure approval of the members by way of Special Resolution in view of the specific exemption granted to private limited companies by virtue of notification bearing reference number [GSR 464 (E)] dated 05 June 2015. the approval of the members is being sought keeping in view, adherence to best governance practices.

Accordingly, the consent of the members of the Company is being sought for the enhancement of the borrowing limits as set out in the Special Resolution at item No. 3.

The Board of Directors recommend passing of this resolution as a **Special Resolution**.

None of the directors or key managerial personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the proposed resolution as set out at Item No. 3 of the accompanying Notice.

EXPLANATORY STATEMENT TO ITEM NO. 4:

The Company, for the purpose of expanding its scale of business operations, strategic acquisitions, retirement/repayment of its outstanding debt, provide financial assistance to other group companies and general corporate purpose and other obligations would require additional finances and resources by way of borrowings 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. The said borrowings are required to be secured by way of mortgage, charge, pledge, lien, hypothecation, encumbrance and/or any other security interest on the whole or substantially the whole of the Company's or its subsidiaries' undertakings, assets and other properties, both present and/or future, whether movable and/or immovable, tangible and/or intangible comprised in any of the undertakings of the Company and/or its subsidiaries, including the pledge of equity shares or other securities held by the Company in its subsidiaries, other companies, body corporates or firms and/or the securities being held by the subsidiaries in its or their subsidiaries, other companies, body corporates or firms.

As per provisions of the Companies Act, 2013, a Company may do so, only with the consent of the members by way of Special Resolution, accordingly, the consent of the members of the Company is being sought as set out in Special Resolution at item No. 4.

The existing limit of ₹200,00,00,000/- (Rupees Two Hundred Crores Only) for creation of the Encumbrances under Section 180(1)(a) of the Act was approved by the members of the Company by way of a Special Resolution passed at the 7th Annual General Meeting of the Company held on **27 September 2025.** The Company proposes to increase the said limit by another ₹ 100,00,00,000/- (Rupees One Hundred Crores only) totaling to ₹ 300,00,00,000/- (Rupees Three Hundred Crores only).

The members are informed that, the Company, being a Private Limited Company, is not mandatorily required to secure approval of the members by way of Special Resolution in view of the specific exemption granted to private limited companies by virtue of notification bearing reference number [GSR 464 (E)] dated 05 June 2015. the approval of the members is being sought keeping in view, adherence to best governance practices.

The board of directors recommend passing of this resolution as a **Special Resolution**.

None of the directors or key managerial personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the proposed resolution as set out at Item No. 4 of the accompanying Notice.

EXPLANATORY STATEMENT TO ITEM NO. 5:

As per section 23, 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and all other applicable laws (including any amendment modification or re-enactment thereof for the time being in force), a Company offering or making an invitation to subscribe to non-convertible debentures on private placement basis is required to obtain prior approval of the members by way of a Special Resolution. Such an approval can be obtained once a year for all offers and invitations proposed to be made for such non-convertible debentures during the year.

In order to augment long term resources for financing, inter-alia, to fund its existing business, retirement/repayment of the outstanding debt of the Company or its subsidiaries and other obligations, provide financial assistance to other group companies and general corporate purposes, 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 by this resolution, or any person(s) authorized by the Board or its committee for such purposes) may, at an appropriate time, offer or invite subscription for issue of listed, unsecured/secured / subordinated, rated / unrated, redeemable non-convertible debentures (NCDs), in one or more series/tranches on private placement basis during a period of one year from the date of passing this resolution, 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 consideration for the issue, mode of payment, coupon rate, tenor, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in the Special Business as Item No. 5. This resolution is an enabling resolution and authorizes the Board (including 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 by this resolution, or any person(s) authorized by the Board or its committee for such purposes) of the Company to offer or invite subscription for issue of NCDs on private placement basis during a period of one year from the date of passing this resolution in one or more series/tranches and on such terms and conditions as may be agreed upon by the Company and banks or financial institution or alternative investment funds or other bodies corporate, 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 consideration for the issue, mode of payment, coupon rate, tenor, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

a) **Particulars of the offer including date of passing of board resolution**: This Special Resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;

b) **Kinds of securities offered and price at which security is being offered**: This Special Resolution is presently restricted to the private placement issuance of certain securities by the Company primarily in the form of non-convertible debentures to be issued by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted, redeemable non-convertible debentures with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;

c) **Basis or justification for the price (including premium, if any) at which offer or invitation is being made**: Not applicable;

d) **Name and address of valuer who performed valuation**: Not applicable;

e) **Amount which the Company intends to raise by way of such securities**: As may be determined by the Board of Directors from time to time but subject to the limits approved in pursuance of the resolution passed under Section 42 of the Companies Act, 2013 of up to a principal amount of INR 100 crores (Indian Rupees One Hundred Crores) within the overall borrowing limits of the Company.

f) **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities**: This Special Resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Securities, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

If required, the Company shall obtain the necessary approvals of the debenture trustee prior to any offer, issuance and allotment of the debentures in terms of the applicable debenture trustee agreement of the Company.

The Board, therefore, recommends passing of the resolution set out in item No. 5 as a **Special Resolution**.

None of the directors or key managerial personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the proposed resolution as set out at Item No. 5 of the accompanying Notice.

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

BHAVIKA DHANSUKHLAL GOHIL

Digitally signed by BHAVIKA DHANSUKHLAL GOHIL
Date: 2026.08.2
13:59:42 +05'3

CREDIT WISE CAPITAL PVT. LTD.

BHAVIKA GOHIL
COMPANY SECRETARY (ACS-27847)

DATE: 20 August, 2026
PLACE: MUMBAI

(Remainder page intentionally left blank)

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 18 April 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.

(Remainder page intentionally left blank)

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 a 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.

(Remainder page intentionally left blank)

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.

ANNEXURE II

VALUATION REPORT

CREDIT WISE CAPITAL PRIVATE LIMITED

VALUATION REPORT DATED 17 AUGUST 2026

Weblink: Valuation report

ANNEXURE III

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:

Sr. No.	Date of allotment	Particulars of the number of persons to whom allotment on preferential basis have already been made during the year (i.e. the current financial year), in terms of number of securities as well as price
1.	28 April 2026	Allotment of 50000 Senior, Secured, Rated, Listed, Redeemable, Taxable, Transferable, Non-Convertible Debentures Having Face Value of Rs. 10,000/- (Rupees Ten Thousand Only) Each to the following Investors: a. Incred Financial Services Limited – 25,000 NCDs b. Manba Finance Limited – 5,000 NCDs c. Fourdegreewater Services Private Limited – 6,000 NCDs d. Ambium Finserve Limited- 14000 NCDS aggregating up to INR 50,00,00,000 (Indian Rupees Fifty Crore Only) ("Debentures") for cash, at par, in dematerialized form on a private placement.
2.	18 June 2026	**Allotment of Non- Convertible Debentures to Ambium Finserve Limited and Fourdegreewater Capital Private Limited:** 30,000 (Thirty Thousand) Senior, Secured, Rated, Listed, Redeemable, Taxable, Transferable, Non-Convertible Debentures having face value of Rs. 10,000/- (Rupees Ten Thousand Only) each, aggregating up to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) ("Debentures") for cash, at par, in dematerialized form on a private placement basis

(Remainder page intentionally left blank)

ANNEXURE IV
CONSENT FOR WAIVER OF PRE-EMPTIVE RIGHT

Date: [●]

To,
[name of the Investor/Promoter/Shareholder]

Subject: Waiver in relation to Pre-Emptive Right under the Shareholders' Agreement (*as defined hereinafter*)

Dear Sir/Madam,

I/ We are aware that the Company has executed 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**").

In terms of Clause 5 of the Shareholders' Agreement, the shareholders have a pre-emptive right, in case of issuance if any fresh securities, to subscribe to their pro-rata portion of the new securities. To facilitate the issuance of Series A Preference Shares to Trident India Growth Fund 1 Trust, the Company, in terms of Clause 5 the Shareholders' Agreement, I/we hereby grant our consent / waiver in respect of our pre-emptive right.

I/We hereby confirm that if I/We do not grant our consent to the Company for the above within the timelines stipulated, our waiver / consent to the Company in respect of the proposed issuance, shall be deemed to have been granted.

____
Name:

Received:
For and on behalf of **Credit Wise Capital Private Limited**

____

Name:
Designation:

CREDIT WISE CAPITAL PRIVATE LIMITED
C 46-48, 4th Floor, Paragon Centre, Pandurang Budhkar Marg,
Worli Mumbai-400013
CIN: U65999MH2018PTC306086 GSTIN:27AAHCC4445P1Z5

+91 22 6817 11110
cs@creditwisecapital.com www.creditwisecapital.com