



CREDAVENUE PRIVATE LIMITED

CIN: U72900TN2020PTC137251

**Registered Office: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,
CHENNAI -600035, TAMIL NADU, INDIA**

SHORTER NOTICE is hereby given that the Second Annual General Meeting of the members of CredAvenue Private Limited ("**Company**") will be held on Friday, the 15th day of July 2022 at 09.00 AM (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

- 1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company along with the Cash Flow Statement for the Financial Year 2021-22, starting from 1st April 2021 and ending 31st March 2022, the report of the Board of Directors and the Auditors' Report:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that the audited standalone and consolidated financial statements of the Company for the financial year ended March 31st 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2. To appoint M/s. BSR & Co LLP, Chartered Accountants, having ICAI firm registration No. 101248W/ W-100022, to hold office as statutory auditors of the Company and to authorise the board of directors of the company to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s BSR & Co LLP, Chartered Accountants, having Firm Registration No. 101248W/ W-100022 be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this second Annual General Meeting till the conclusion of Seventh Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus all other applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

Resolved further that the Managing Director or the Director of the Company be and is hereby authorized for and on behalf of the Company take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESSES:

- 3. To approve borrowing limits of the Company**

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



"Resolved that pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules thereunder, and the Articles of Association of the Company, the consent of Members be and is hereby accorded to the Board of Directors of the Company or any other Committee of the Board (as may delegated by the Board) to borrow money, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, un-listed debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together 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) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Company shall not at any time exceed INR 2,000 crores (Indian Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in addition to the earlier approved limits, for the financial year 2022-23.

Resolved further that for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

Resolved further that the copies of the foregoing resolutions certified to be true copies by one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary."

4. To approve creation of Security cover as per Sec 180 (1) (a)

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

"Resolved that pursuant to Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, the Consent of the Members be and is hereby accorded to the Board (including any Committee duly delegated by the Board) of Directors of the Company to authorized for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings, for the financial year 2022-23.



Resolved further that for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and charge creations aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To consider and approve making additional investments, giving loans, guarantees and security in excess of limits specified u/s 186

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

“**Resolved that** pursuant to the provisions of section 186 (3) of the Companies Act, 2013 (“the Act”), read with relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any statutory modification(s) thereto or re-enactment (s) thereto for time being in force, subject to the terms of Articles of Association of the Company and subject to other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which shall be deemed to include any committee of the Board) for making investment(s) in excess of the limits specified under section 186 of the Act from time to time in acquisition of any body corporate or other person/ entity whether in India or outside India, as may be appropriate for an amount not exceeding INR 2,000 crores (Indian Rupees Two Thousand Crores only), in addition to the earlier approved limits, notwithstanding such investment and acquisition together with existing investments of the company in all other body corporates, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Section 186 (3) of the Act, i.e. the limit available to the company is sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, for the financial year 2022-23.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary or incidental thereof including but not limited to delegate of all or any of the powers herein conferred to any Committee or any director(s) or any other official(s)/ employee(s) of the company, or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the Company.”

6. To consider and approve creation of new class of Equity Shares and consequent alteration of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**Resolved that** pursuant to section 13, section 61 and section 64 of the Companies Act, 2013, and any other provisions that may be applicable (including any modification or re-enactment thereof), if any, the Consent of the members be and is hereby accorded for re-classification of the authorized share Capital of the Company from the existing INR 2,43,50,00,000 /- (Indian Rupees Two Hundred



and Forty Three Crores Fifty Lakh Only) divided into INR 82,50,00,000/- (Indian Rupees Eighty Two Crores Fifty Lakhs only) divided into 8,25,00,000 (Eight Crore Twenty Five Lakh Only) Equity Shares of INR 10 (Indian Rupees Ten Only) each and INR 1,54,03,37,750/- (Indian Rupees One Hundred Fifty Four Crore Three Lakh Thirty Seven Thousand Seven Hundred and Fifty only) divided into 3,08,06,755 (Three Crore Eight Lakhs Six Thousand Seven Hundred and Fifty Five Only) Compulsory Convertible Preference Shares of INR 50/- (Indian Rupees Fifty Only) each and INR 6,96,62,250/- (Indian Rupees Six Crore Ninety Six Lakh Sixty Two Thousand Two Hundred and Fifty Only) divided into 23,22,075 (Twenty Three Lakh Twenty Two Thousand and Seventy Five Only) Optionally Convertible Preference shares of INR 30/- (Indian Rupees Thirty Only) to INR. 2,43,50,00,000/- (Indian Rupees Two Hundred and Forty Three Crores Fifty Lakh Only) divided into INR 72,50,00,000/- (Indian Rupees Seventy-Two Crores Fifty Lakhs only) divided into 7,25,00,000 (Seven Crores Twenty-Five Lakhs Only) Class A Equity Shares of INR 10 (Indian Rupees Ten Only) each with voting rights and INR 10,00,00,000/- (Indian Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) divided into Class B Equity Shares of INR 10 (Indian Rupees Ten Only) each without voting rights and INR 1,54,03,37,750/- (Indian Rupees One Hundred Fifty-Four Crore Three Lakh Thirty-Seven Thousand Seven Hundred and Fifty only) divided into 3,08,06,755 (Three Crore Eight Lakhs Six Thousand Seven Hundred and Fifty-Five Only) Compulsory Convertible Preference Shares of INR 50/- (Indian Rupees Fifty Only) each and INR 6,96,62,250/- (Indian Rupees Six Hundred and Ninety-Six Lakh Sixty-Two Thousand Two Hundred and Fifty Only) divided into 23,22,075 (Twenty-Three Lakh Twenty-Two Thousand and Seventy-Five Only) Optionally Convertible Preference shares of INR 30/- (Indian Rupees Thirty Only) each and Consequently the existing Clause V of the Memorandum of Association of the Company, related to the share capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

"The Authorized Share Capital of the Company is INR 2,43,50,00,000 /- (Indian Rupees Two Hundred and Forty-Three Crores Fifty Lakh Only) divided into following shares:

- i. INR 72,50,00,000/- (Indian Rupees Seventy-Two Crores Fifty Lakhs only) divided into 7,25,00,000 (Seven Crores Twenty-Five Lakhs Only) Class A Equity Shares of INR 10 (Indian Rupees Ten Only) each with voting rights and*
- ii. INR 10,00,00,000/- (Indian Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) Class B Equity Shares of INR 10 (Indian Rupees Ten Only) each without voting rights and*
- iii. INR 1,54,03,37,750/- (Indian Rupees One Hundred Fifty-Four Crore Three Lakh Thirty-Seven Thousand Seven Hundred and Fifty only) divided into 3,08,06,755 (Three Crore Eight Lakhs Six Thousand Seven Hundred and Fifty-Five Only) Compulsory Convertible Preference Shares of INR 50/- (Indian Rupees Fifty Only) each and*
- iv. INR 6,96,62,250/- (Indian Rupees Six Hundred and Ninety-Six Lakh Sixty-Two Thousand Two Hundred and Fifty Only) divided into 23,22,075 (Twenty-Three Lakh Twenty-Two Thousand and Seventy-Five) Optionally Convertible Preference shares of INR 30/- (Indian Rupees Thirty Only).*

Resolved further that any one of the Directors of the Company be and are hereby severally authorized to file relevant e-form with the Registrar of Companies and perform all other deeds, acts, things as may be required to give effect to the above resolution.

Resolved further that a certified copy of this resolution be circulated under the signature of any one of the Directors of the Company."



7. To approve variation of shareholders' right pursuant to ESOP Issuance

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

“Resolved that pursuant to clause II (1) of the articles of association, Section 48 (1) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, it is hereby approved to issue Class B equity shares with no voting rights and to convert the existing shares allotted under ESOP Trust and Direct Route to Class B equity shares with no voting rights.

Resolved further that pursuant to clause II (1) of the articles of association, Section 48 (1) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the approval of the members be and is hereby given to vary the rights of 71,42,920 equity shares allotted under ESOP Trust/ Direct Route to Class B equity shares without voting rights.

Resolved further that any Directors of the Company, be and are hereby authorized severally to do all such acts and deeds as may be required for seeking necessary approval from the shareholders for implementation of variation in the equity shares pertaining to ESOPs.”

8. To consider and approve YUBI Bonus Conversion Program

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

“Resolved that pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”), consent of the members be and is hereby accorded to implement YUBI Bonus Conversion Program' (hereinafter referred to as the “YBCP”/ “Plan”) through Direct Route, up to 20,000 (Twenty Thousand Only) class B equity shares without voting rights, however, the maximum aggregate number of shares that may be awarded under the plan shall not exceed 5% of the outstanding paid-up equity share capital of the Company as of the effective date for the YBCP or any other employee stock plan or share based employee benefit plan which may be introduced by the Company from time to time, (hereinafter referred to as “Employees Benefit Plan”), or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the Companies Act, 2013 (including rules framed there under) and other applicable laws and regulations.

Resolved further that the Company should conform to the accounting policies prescribed from time to time under any other applicable laws and regulations to the extent relevant and applicable to the YBCP.

Resolved further that the Managing Director or any one of the Directors of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may



arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board be and is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

9. To consider and approve YUBI Bonus Conversion Program and grant of Employees Stock Options to eligible employees under YUBI Bonus Conversion Program

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

“Resolved that pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to the ‘YUBI Bonus Conversion Program’ (hereinafter referred to as the “YBCP”/ “Plan”) and to the Board to issue, allot, create, offer and grant from time to time, up to 20,000 (Twenty Thousand Only) class B equity shares without voting rights at an exercise price of INR 971/- (Indian Rupees Nine Hundred and Seventy One only), however, up to the maximum aggregate number of shares that may be awarded under the plan shall not exceed 5% of the outstanding paid-up equity share capital of the Company as of the effective date to the eligible employees, as may be decided solely by the Board under the Plan, exercisable in the ratio of 1:1 which shall be fully paid-up class B equity shares without voting rights, with face value of INR. 10/- (Rupees Ten) each, through Direct Route.

Resolved further that the benefits of YBCP as mentioned above be also extended to the Eligible Employee(s) of the Company, and its subsidiary company(ies), if any, whether in or outside India.

Resolved further that the number of ESOPs that may be granted to the Eligible Employee(s), in any financial year and in aggregate under the Plan shall be less than 5% of the outstanding paid-up equity share capital of the Company.

Resolved further that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options of the Company are issued to the Eligible Employees pursuant to the YBCP for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling of 5% of the number of paid-up equity shares be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

Resolved further that in case the equity shares of the Company are either sub-divided or consolidated, the above ceiling of 5% of the number of paid-up equity shares shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of



INR. 10 (Indian Rupees Ten Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation.

Resolved further that the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the YBCP subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the YBCP and do all other things incidental and ancillary thereof.

Resolved further that the Managing Director or any one of the Director of the Company be and are hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Compliance Officer, and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of YBCP.

Resolved further that the Managing Director or any Director of the Company be and are hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution.”

10. To approve grant of option to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option

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

“**Resolved that** the pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to grant of options to identified employees exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company but at anytime not exceeding 5 percent of the outstanding paid-up equity share capital of the Company approved under the YUBI Bonus Conversion Program”.

Resolved further that the Managing Director or any one of the Director of the Company be hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the effective implementation and administration of YBCP as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite



approvals as also to initiate all necessary actions for the preparation and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

11. To approve the grant of option to identified employees of the subsidiary companies, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option:

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

“**Resolved that** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of members of the Company be and is hereby accorded to grant of options to identified employees of the Subsidiaries of the Company exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company but at any time not exceeding 5 percent of the outstanding paid-up equity share capital of the Company approved under the YUBI Bonus Conversion Program.

Resolved further that the Managing Director or any one of the Director of the Company or any person(s) authorised by them, be and are hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution.

Resolved further that a certified copy of the resolution be given to anyone concerned or interested in the matter.”

12. To approve issue and allotment of equity shares to eligible employees of subsidiary company(ies) under the YBCP:

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

“**Resolved that** pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules thereunder, the Memorandum and Articles of Association of the Company, including any statutory modification(s) or re-enactment(s) of the Act or the Rules, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the ‘Board’, which expression shall also include any committee constituted by the Board for this purpose), consent of the Company be and is hereby accorded to extend the benefits of the YBCP to the person(s), who are the permanent Employees of holding or subsidiary company(ies), if any, of the Company (hereinafter referred to as ‘Eligible Employees’), in such manner, during such period, issue, allot, offer in one or



more tranches and on such terms and conditions including the price as the Board may be prevailing at the relevant time, up to 20,000 (Twenty Thousand Only) Class B equity shares without voting rights at an exercise price of INR 971/- (Indian Rupees Nine Hundred and Seventy One only), however, within the overall ceiling of up to 5% of the outstanding paid-up equity share capital of the Company as of the effective date to the eligible employees stock options exercisable in the ratio of 1:1 which shall be fully paid-up equity shares of the Company, with face value of INR. 10/- (Rupees Ten) each as mentioned in the aforesaid resolution.

Resolved further that the Board be and is hereby authorised to issue and allot fully paid-up equity shares to be issued on exercise of stock options from time to time in accordance with the YBCP and the said equity shares shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

Resolved further that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options of the Company are issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling of up to 5% of the outstanding paid-up equity share capital of the Company as of the effective date to the eligible employees stock options exercisable in the ratio of 1:1 which shall be fully paid-up Class B equity shares without voting rights, deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

Resolved further that in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares arising out of and/or the price of acquisition payable under the YBCP shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of INR. 10 (Indian Rupees Ten Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees.

Resolved further that the Board be and is hereby authorised on behalf of the Company to evolve, decide upon and bring into effect the YBCP and make any modifications, changes, variations, alterations or revisions in the YBCP from time to time or to suspend, withdraw or revive the YBCP from time to time as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of stock options and/or equity shares arising therefrom without requiring the Board to secure any further consent or approval of the members of the Company in this respect.”

For and on behalf of **CredAvenue Private Limited**


Gaurav Kumar
Managing Director
DIN: 07767248

Place: Chennai
Date : 15th July 2022



Notes:

1. The Annual General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/ by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Explanatory statement under Section 102 is enclosed.
4. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection by the members of the Company at the registered office of the Company.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a copy of the Board resolution/ authorization letter authorizing their representative to attend and vote on their behalf at the Meeting.
6. Quorum of the Meeting shall be in accordance with Section 103 of the Companies Act, 2013, subject to articles of association of the Company (as amended from time to time).
7. The members are requested to notify immediately to the Company at its Registered Office any change in their address.
8. Kindly attend the meeting through the following zoom link:

<https://credavenue.zoom.us/j/85733838789?pwd=K1ZLNWxQaVMvN0xta2FVQUpDdU9RQT09>

Meeting ID: 857 3383 8789

Passcode: 291692



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

Item No. 3

The Company requires funds for both short term as well as long term needs and for general corporate purposes. In this regard, the Company may require to borrow funds from time to time by way of loans and/or issue of bonds, debentures or other securities.

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors and any other Committee of the Board (as may be delegated by the Board) of the Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders for the borrowing limits of INR 2,000 Crores (Indian Rupees Two Thousand Crores only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 4

The Shareholders of the Company shall authorize the Board of Directors for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.



Item No. 5

Pursuant to the provisions of section 186 of the Companies Act 2013, a company is required to obtain prior approval of the members through a special resolution, in case the company wants to-

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

Accordingly, it is proposed to seek the approval of the shareholders upto 2,000 crores (Indian Rupees Two Thousand Crores only), in addition to the earlier approved limits, under section 186 of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 6

It is proposed to re-classify the Authorised Share Capital of your Company from INR. 2,43,50,00,000/- (Indian Rupees Two Hundred and Forty Three Crores Fifty Lakh Only) divided into INR 82,50,00,000/- (Indian Rupees Eighty Two Crores Fifty Lakhs only) divided into 8,25,00,000 (Eight Crore Twenty Five Lakh Only) Equity Shares of INR 10 (Indian Rupees Ten Only) each and INR 1,54,03,37,750/- (Indian Rupees One Hundred Fifty Four Crore Three Lakh Thirty Seven Thousand Seven Hundred and Fifty only) divided into 3,08,06,755 (Three Crore Eight Lakhs Six Thousand Seven Hundred and Fifty Five Only) Compulsory Convertible Preference Shares of INR 50/- (Indian Rupees Fifty Only) each and INR 6,96,62,250 /- (Indian Rupees Six Crore Ninety Six Lakh Sixty Two Thousand Two Hundred and Fifty Only) divided into 23,22,075 (Twenty Three Lakh Twenty Two Thousand and Seventy Five Only) Optionally Convertible Preference shares of INR 30/- (Indian Rupees Thirty Only) to INR. 2,43,50,00,000 /- (Indian Rupees Two Hundred and Forty Three Crores Fifty Lakh Only) divided into INR 72,50,00,000/- (Indian Rupees Seventy-Two Crores Fifty Lakhs only) divided into 7,25,00,000 (Seven Crores Twenty-Five Lakhs Only) Class A Equity Shares of INR 10 (Indian Rupees Ten Only) each with voting rights and INR 10,00,00,000/- (Indian Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) divided into Class B Equity Shares of INR 10 (Indian Rupees Ten Only) each without voting rights and INR 1,54,03,37,750/- (Indian Rupees One Hundred Fifty-Four Crore Three Lakh Thirty-Seven Thousand Seven Hundred and Fifty only) divided into 3,08,06,755 (Three Crore Eight Lakhs Six Thousand Seven Hundred and Fifty-Five Only) Compulsory Convertible Preference Shares of INR 50/- (Indian Rupees Fifty Only) each and INR 6,96,62,250/- (Indian Rupees



Six Hundred and Ninety-Six Lakh Sixty-Two Thousand Two Hundred and Fifty Only) divided into 23,22,075 (Twenty-Three Lakh Twenty-Two Thousand and Seventy-Five) Optionally Convertible Preference shares of INR 30/- (Indian Rupees Thirty Only).

Pursuant to the ESOP issuance made to the employees of the Company and its subsidiaries in line with the CredAvenue ESOP 2021 and 2022, the employees upon exercise of their options would be granted Equity shares with no voting rights and as the Company currently holds only one class of Equity shares with voting rights, it is proposed that the Memorandum of Association of your Company be suitably amended by reclassifying the Authorised Share Capital as set out in the resolution.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for reclassification of the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

None of the Directors of your Company is, in any way, concerned or interested in this resolution. Draft copy of altered Memorandum of Association can be inspected by the members before the meeting during business hours at the Registered Office of the Company.

The Board of Directors of your Company recommends the Ordinary Resolution for approval of the Shareholders.

Item No. 7

Pursuant to the ESOP Issuance made to the employees of the Company and its subsidiaries in line with the CredAvenue ESOP 2021 and 2022, employees have been issued with ESOP which upon exercise of their options would be granted Equity shares with no voting rights and as the Company currently holds only one class of Equity shares with voting rights, it is proposed to vary the rights of such class of equity shares which shall be called as Class B equity shares without voting rights in line with the relevant ESOP plans.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for variation of the shareholders' rights.

None of the Directors of your Company is, in any way, concerned or interested in this resolution.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 8

The Company intends to implement YUBI Bonus Conversion Program ("YBCP"/ "Plan") with a view to reward its employees of the Company for their continuous hard work, dedication and support and to increase their wealth and to motivate them to contribute to the overall corporate growth and profitability by converting up to 50% of their bonus into ESOP.

The Board of Directors of the Company have approved YUBI Bonus, envisaging aforesaid number of equity shares.



None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

The Board of Directors of your Company recommend the Special Resolution for approval of the Shareholders.

Item no: 9, 10 & 12

Our Company believes in rewarding its employees of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement the YUBI Bonus Conversion Program, with a view to increase their wealth and to motivate them to contribute to the overall corporate growth and profitability by converting up to 50% of their bonus into ESOP.

Pursuant to Section and rules framed under the Companies act, 2013, the Company seeks members approval in respect of YBCP and grant of options to the eligible employees of the Company pursuant to the conversion exercise. The main features of the YBCP are as under:

1. Brief Description of the Scheme(s):

This proposed Scheme called the YUBI Bonus Conversion Program (YBCP) is intended to reward the Eligible Employees of the Company, for their consistent performance and to motivate them to contribute to the growth and profitability of the Company. Through this scheme, eligible employees of the Company have an option to convert up to 50% of the bonus entitled to them into ESOPs.

2. Total number of options to be granted:

Up to 20,000 (Twenty Thousand Only) options would be available for grant to the eligible employees of the Company under YBCP, in one or more tranches exercisable into not exceeding more than 5% of the outstanding paid-up equity share capital of the Company as of the effective date of face value of INR. 10/- (Indian Rupees Ten Only) each an exercise price of INR. 971 (Indian Rupees Nine Hundred and Seventy-One Only).

3. Identification of classes of Eligible employees entitled to participate in YBCP

Following classes of Eligible employees are entitled to participate in YBCP:

- a) Employees whose date of joining is on or before 30th September during a Financial Year of performance evaluation.
- b) Employees will be eligible to participate only if they have been declared a bonus pay-out of a minimum pre-tax amount of INR 1,00,000/- (Indian Rupee One Lakh Only) in the appraisal during a Financial Year.
- c) Employees will have to provide a consent form as an agreement to participate in the plan.

4. Requirements of vesting and period of vesting:



The vesting period shall be Four (4) years from the date of grant of the stock option to respective Eligible employees in tranches. In case the employee resigns, the vesting will continue for the rest of the period, as detailed out by the ESOP plan.

5. Maximum period within which the options shall be vested:

Options granted under YBCP would vest subject to maximum period of 4 (Four) years from the date of joining.

6. Exercise price or pricing formula:

The Exercise Price shall be equal to INR. 971 (Indian Rupees Nine Hundred and Seventy-One Only) per option or any other price as may be decided by the Board.

7. Exercise period and the process of Exercise:

The options granted may be exercised by the Grantee at any time within the period determined by the Board from time to time subject to a maximum period of 12 months or a period as extended by the Board in which Vesting happens for the respective options. The Vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Board from time to time.

8. Lock in Period, if any:

The shares acquired through the ESOP shall not be subject to any lock-in period. However, the transfer of shares would be subject to the conditions prescribed in the Charter documents of the Company.

9. Appraisal process for determining the eligibility of employees under YBCP:

The appraisal process for determining the eligibility of the employees will be as per the Company's annual performance appraisal cycle.

10. Maximum number of options to be issued per employee and in aggregate:

The maximum aggregate number of shares that may be awarded under the plan shall not exceed 5% of the outstanding paid-up equity share capital of the Company as of the effective date.

11. Maximum Quantum of benefits to be provided per employee under the YBCP

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the fair market value of the shares as on the date of sale of shares arising out of Exercise of options.

12. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct

Exercise of Options in the case of separation of Employee from the Company or the subsidiary will be in the following manner:



- a) In the event of separation of an Employee from the Company or subsidiary due to permanent disability of the Optionee, all the options granted shall vest in him on the date of permanent disability and all the benefits will be processed to the employee.
- b) In the event of the Death of an Employee, all the options granted shall vest immediately in the hands of the Legal Heir or Nominee, upon the notice of the demise of the Optionee. The nominated beneficiary will have the first right/option on the next liquidity event.
- c) All the options continue to vest in accordance with the Vesting schedule irrespective of such Eligible Employee being separated from the Company for any reason whatsoever and shall be exercised within the exercise period.

13. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

All Optionees shall have an aggregate exercise period of five (5) years from the date of Vesting within which each Optionee may exercise all or part of the options. The Optionee can choose to exercise (in compliance with applicable law) all or part of the options in tranches during the Exercise period.

14. Route of Scheme implementation:

The Scheme shall be implemented and administered through the Direct Route.

15. Source of Shares:

The Scheme contemplates new issue of class B equity shares without voting rights to the employees as when they exercise the option.

16. Accounting and Disclosure Policies:

The Company shall follow the applicable accounting and disclosure related to Options, including but not limited to the Indian Accounting Standards (Ind AS)/ Guidance Note on Accounting for Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ('ICAI'), from time to time, including the disclosure requirements prescribed therein.

17. Method of Valuation:

The fair market value as determined by a Merchant Banker of Category I as recognized by SEBI at the specified date as prescribed under the Income-tax Act, 1961 ('IT Act')

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013.

A draft copy of the YBCP is available for inspection at the Company's Corporate Office on all working days (excluding Saturday, Sunday and Holidays) till the date of the Annual General Meeting.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.



None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 11

The Company intends to implement YUBI Bonus Conversion Program ("YBCP"/ "Plan") with a view to reward its employees of the Company for their continuous hard work, dedication and support and to increase their wealth and to motivate them to contribute to the overall corporate growth and profitability by converting up to 50% of their annual variable pay as may be determined by Human Resource team year on year into the Company into ESOP.

YBCP envisages maximum aggregate number of shares that may be awarded under the plan shall be up to 20,000 (Twenty Thousand Only) Class B equity shares without voting rights, however, it shall not exceed 5% of the outstanding paid-up equity share capital of the Company as of the effective date (1st July 2022) through direct route.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

For and on behalf of **CredAvenue Private Limited**

Gaurav Kumar
Managing Director
DIN: 07767248

Place: Chennai
Date : 15th July 2022



Consent by shareholder for shorter notice

Pursuant to section 101(1) of the Companies Act, 2013

To,

The Board of Directors,
Credavenue Private Limited,
12th Floor, Prestige Polygon, No. 471,
Annasalai, Nandanam
Chennai – 600035, Tamil Nadu, India

**SUB: Consent of the member for shorter notice of Second Annual General Meeting to be held on
15th July 2022**

Dear Sir/Madam,

I/We, *(Name of member)* having registered address at *(full address of the member)*, holding *(no of shares held) (number of shares in words) (Rupees in words)* each in the Company in my/our name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Second Annual General Meeting on 15th July 2022 at a shorter notice.

(Signature)

(Name of the member)

Date: [●]

Place: [●]



Proxy Form
Form No.MGT-11

Proxy Form

*[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3)
Of the Companies (Management and Administration) Rules, 2014]*

CIN : U72900TN2020PTC137251
Name of the Company : CREDAVENUE PRIVATE LIMITED
Registered Office : 12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM
CHENNAI
Name of Member (s) _____
Address _____

Email ID _____
Folio No _____

I/We, being the member(s) holding _____ (in words _____) Equity Shares of
INR 10 Face Value per share each in the Company here by appoint

1.Name: _____
Address: _____
E-mail Id: _____
Signature _____, or failing him
2.Name: _____
Address: _____
E-mail Id: _____
Signature _____, or failing him
3.Name: _____
Address: _____
E-mail Id: _____
Signature _____

As my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf the
_____ Annual General Meeting/ Extraordinary General meeting of the
company, to be held on the _____ day of _____ at _____ a.m./ p.m. at
..... (place) and at any adjournment thereof in Respect of such resolutions as are indicated
below:

Resolution No.

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company along with the Cash Flow Statement for the Financial Year 2021-22, starting from 1st April 2021 and ending 31st March 2022, and the Auditors' Report.

Affix Revenue
Stamp



2. To appoint M/s. BSR & Co LLP, Chartered Accountants, having ICAI firm registration No. 101248W/ W-100022, to hold office as statutory auditors of the Company and to authorise the board of directors of the company to fix their remuneration.
3. To approve borrowing limits of the company.
4. To approve creation of security cover as per section 180 (1) (a).
5. To make investment, give loans, guarantees and security in excess of the limits specified under section 186 of the Companies Act, 2013
6. To consider and approve creation of new class of Equity Shares and consequent alteration of the Memorandum of Association of the Company
7. To approve variation of shareholders' right pursuant to ESOP Issuance
8. To consider and approve YUBI Bonus Conversion Program
9. To consider and approve YUBI Bonus Conversion Program and grant of Employees Stock Options to eligible employees
10. To approve grant of option to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option
11. To approve the grant of option to identified employees of the subsidiary companies, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option:
12. To approve issue and allotment of equity shares to eligible employees of subsidiary company(ies) under the YBCP:

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.