



**CREDAVENUE PRIVATE LIMITED**  
**CIN: U72900TN2020PTC137251**

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

**SHORTER NOTICE** is hereby given that the 10<sup>th</sup> Extra-ordinary General Meeting of the members of CredAvenue Private Limited ("**Company**") will be held on Wednesday 6<sup>th</sup> day of October 2021 at 5:00 PM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To approve adoption of restated Articles of Association 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 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant provisions of the Companies (Management and Administration) Rules, 2014 and other relevant circulars, notifications thereunder (as amended, modified and restated from time to time), and the Memorandum of Association and Articles of Association of the Company, the draft of the amended and restated Articles of Association as placed before the members and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as the Articles of Association of the Company.

**Resolved further** that the Board and/or the Company Secretary of the Company, be and is hereby authorized to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including filings to be made with the Registrar of Companies, in relation to the aforesaid adoption of the restated articles of association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

**Resolved further** that the copies of the foregoing resolutions, certified to be true by anyone of Directors and/or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

**2. To regularise appointment of Ms. Sakshi Vijay Chopra (DIN: 07129633) as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, regulations, circulars, notifications thereunder (as amended, modified and restated from time to time), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for regularizing the appointment of Ms. Sakshi Vijay Chopra (DIN: 07129633), representative of SCI Growth Investments III, whose consent to act as directors of the Company have been received by the Company in Form DIR-2, as a non-executive director of the Company.



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**RESOLVED FURTHER THAT** the company secretary or anyone of the director be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution."

**3. To regularise appointment of Mr. Aditya Sharma (DIN: 08166016) as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, regulations, circulars, notifications thereunder (as amended, modified and restated from time to time), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for regularizing the appointment of Mr. Aditya Sharma (DIN: 08166016), joint representative of Lightspeed India Partners III, LLC and Lightspeed Venture Partners XIII Mauritius, whose consent to act as directors of the Company have been received by the Company in Form DIR-2, as a non-executive director of the Company.

**RESOLVED FURTHER THAT** the company secretary or anyone of the director be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution."

**4. To regularise appointment of Mr. Kartik Srivatsa (DIN: 03559152) as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, regulations, circulars, notifications thereunder (as amended, modified and restated from time to time), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for regularizing the appointment of Mr. Kartik Srivatsa (DIN: 03559152), joint representative of M/s. Lightrock Growth Fund S.A., SICAV-RAIF and LR India Holdings Limited, whose consent to act as directors of the Company have been received by the Company in Form DIR-2, as a non-executive director of the Company.

**RESOLVED FURTHER THAT** the company secretary or anyone of the director be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution."

**5. To regularise appointment of Mr. Gopal Srinivasan; (DIN: 00177699) as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, regulations, circulars, notifications thereunder (as amended, modified and restated from time to time), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for regularizing the appointment of Mr Gopal Srinivasan (DIN: 00177699), representative of M/s. TVS Shriram Growth

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Fund 3, whose consent to act as directors of the Company have been received by the Company in Form DIR-2, as a non-executive director of the Company.

**RESOLVED FURTHER THAT** the company secretary or anyone of the director be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution."

**6. To regularise appointment of Mr. John Tyler Day (DIN: 07298703) as a Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, regulations, circulars, notifications thereunder (as amended, modified and restated from time to time), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for regularizing the appointment of Mr. John Tyler Day (DIN: 07298703), representative of M/s. Creation Investments India III, LLC, whose consent to act as directors of the Company have been received by the Company in Form DIR-2, as a non-executive director of the Company.

**RESOLVED FURTHER THAT** the company secretary or anyone of the director be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution."

**7. To approve the change in designation of Mr. Vineet Sukumar from Executive Director to Non-executive Director of the Company**

To consider and if thought fit, to give assent/dissent to the following Ordinary Resolution:

**"Resolved that** pursuant to Section 196 and 203 of the Companies Act, 2013 and other applicable of the Act, Articles of Association of the Company and other applicable laws, and recommended by the Board of Directors, the approval of the members be and hereby is accorded to approve the change in designation of Mr. Vineet Sukumar (holding DIN:06848801), from Executive Director to Non-executive Director of the Company with effect from the execution of amended and restated Articles of Association of the Company read with amended Shareholders' Agreement.

**Resolved further that** Mr. Gaurav Kumar or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be required including but not limited to signing of e-forms and submission of returns with ROC, any other statutory body and take all such actions, as may be necessary to give effect to the above resolution."

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

**Name: Gaurav Kumar**  
**Designation: Managing Director**  
**DIN: 06848801**

**Place: Chennai**  
**Date : 4<sup>th</sup> October, 2021**



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## Notes

1. Explanatory Statements setting out the material facts concerning each item of Special Business to be transacted at the Extra-Ordinary General Meeting pursuant to Section 102 of the Companies Act, 2013 ("the Act"), is annexed hereto and forms part of the Notice.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the 10<sup>th</sup> EGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. However, as per section 113 of the Act Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative for the purpose for participation.
4. The facility to attend through video conferencing shall be kept open 15 minutes before the scheduled time till 15 minutes after the scheduled time. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 107 of the Companies Act 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing Voting by Show of Hands facility to its Members in respect of the business to be transacted at the EGM.
6. The Extra-Ordinary 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.
7. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company.

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9. Since the EGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.

Kindly attend the meeting through the following zoom link:

<https://credavenue.zoom.us/j/99877814426?pwd=eS9NcUt5aHRURnRDajVDUcUkx0dz09>

Meeting ID: 998 7781 4426

Passcode: 914036



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

**ITEM NO.1**

**To approve adoption of restated Articles of Association**

In light of issuance of Series A Compulsorily Convertible Preference Shares to Dreamplug Technologies Private Limited ("Cred"), Lightspeed India Partners III LLC ("LSIP"), Lightspeed Venture Partners XIII Mauritius ("LSVP"), Lightrock Growth Fund I S.A., SICAV-RAIF ("Lightrock 1"), LR India Holdings Limited ("Lightrock 2"), SCI Growth Investments III ("Sequoia"), TVS Shriram Growth Fund 3 ("TSGF3") and Creation Investments India III, LLC ("Creation"), and the execution of the Shareholder's agreement dated September 20, 2021 amongst the Company, Mr. Gaurav Kumar, Mr. Vineet Sukumar, Vivriti Capital Private Limited, Cred, LSIP, LSVP, Lightrock 1, Lightrock 2, Sequoia, TSGF3, Creation and Financial Investments SPC ("SHA"), the Articles of Association have been proposed to be amended.

The members to take note of the restated Articles of Association (prepared in line with the SHA) placed before the Board.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

**ITEM NO. 2, 3, 4, 5 AND 6**

**To regularize appointment of Directors of the Company**

The Board approved the appointment of Ms. Sakshi Vijay Chopra, Mr. Aditya Sharma, Mr. Kartik Srivatsa, Mr. Gopal Srinivasan and John Tyler Day as additional directors of the Company on 29<sup>th</sup> September 2021.

As stipulated under Secretarial Standard-2, brief profile of Directors including names of companies in which he holds directorships is provided below in Table:

Name of the Director	Ms. Sakshi Vijay Chopra	Mr. Aditya Sharma	Mr. Kartik Srivatsa	Mr. Gopal Srinivasan	Mr. John Tyler Day
Age	43 years	37 Years	38 years	63 years	35 years
Nationality	Indian	Indian	Indian	Indian	USA
Qualification	MBA	MBA	Graduate	MBA	MBA
Experience	17+ years	17+ years	16+ years	30+ years	14+ years

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Terms and Conditions of Appointment	As per SHA executed as on 20 <sup>th</sup> of September, 2021	As per SHA executed as on 20 <sup>th</sup> of September, 2021	As per SHA executed as on 20 <sup>th</sup> of September, 2021	As per SHA executed as on 20 <sup>th</sup> of September, 2021	As per SHA executed as on 20 <sup>th</sup> of September, 2021
Details of Remuneration	Sitting fees	Sitting fees	Sitting fees	Sitting fees	Sitting fees
Shareholding in the Company	-	-	-	-	-
Relationship with other director and Other KMP	Not related to any other directors	Not related to any other directors	Not related to any other directors	Not related to any other directors	Not related to any other directors
Number of meetings attended during the financial year 2019-20 and till the date of the Notice this EGM	Newly appointed director	Newly appointed director	Newly appointed director	Newly appointed director	Newly appointed director
Name(s) of other entities in which holding of directorship	1.Hector Beverages Private Limited 2.Indigo paints Limited 3.Faces Cosmetics India Private Limited 4.Bright Lifecare Private Limited 5.Wakefit Innovations Private Limited	Nil	1)Siddhi Vinayak Agri Processing Private Limited 2)Waycool Foods And Products Private Limited 3)Aye Finance Private Limited 4)Ummeed Housing Finance	1.TVS Electronics Limited 2.Sundaram Investment Consultants LLP 3.GS Properties And Consultancy LLP 4.Sundaram - Clayton Limited 5.Wonderla Holidays Limited 6.T.V. Sundram Iyengar & Sons Privatelimited 7.Lucas TVS Limited 8.Tvs Supply Chain Solutions Limited 9.TVS Wealth Private Limited	1)North End Foods Marketing Private Limited 2)Kissandhan Agri Financial Services Private Limited 3)OFB Tech Private Limited 4)Vivriti Capital Private Limited 5)Vivriti Asset Management Private Limited 6) Sohan Lal Commodity Management Private Limited 7)Creation Impact Credit

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	6. Innovcare Lifesciences Private Limited 7.89 Beverages Private Limited		Private Limited 5) Vivriti Capital Private Limited 6) Vivriti Asset Management Private Limited 7) Aapti-Episteme Research Foundation 8) Lithium Urban Technologies Private limited 9) LGT Impact Investment Advisors Indiaprivate Limited 10) Be Well Hospitals Private Limited	10. TVS Capital Funds Private Limited 11. Sundaram Industries Private Limited 12. TVS Investments Private Limited 13. Geeyes Family Holdings Private Limited 14. Digital India Corporation 15. IIT Madras Research Park 16. IVC Association 17. Sundaram Engineering Products Services limited 18. Chennai International Centre 19. Sundaram Investment Private Limited 20. Chennai City Connect Foundation 21. Chennaiangels Network Association 22. Nextwealth Entrepreneurs Private Limited 23. Angelprime Beta LLP 24. Epi Venture Partners LLP 25. Vidhar Management & Consultancy Services LLP 26. Harita Properties LLP	Fund (India), LP.
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None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except Ms. Sakshi Vijay Chopra, Mr. Aditya Sharma, Mr. Kartik Srivatsa, Mr. Gopal Srinivasan and John Tyler Day, being the directors whose appointment are regularised.

The Board recommends this Ordinary Resolution for your approval for regularising the of the directors.

#### **ITEM NO. 7**

**To approve the change in designation of Mr. Vineet Sukumar from Executive Director to Non-executive Director of the Company**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> September 2021, approved the change of designation of Mr. Vineet Sukumar, from "Executive Director" to "Non-Executive Director" of the Company, with effective immediately, subject to the approval of the members.

As stipulated under Secretarial Standard-2, brief profile of the Director including names of companies in which he holds directorship is provided below in Table:

Name of the Director	Mr. Vineet Sukumar
Age	42 years
Nationality	Indian
Qualification	MBA
Experience	18 years
Terms and Conditions	As per SHA executed as on 20 <sup>th</sup> of September, 2021
Details of Remuneration	-
Shareholding in the Company	66,68,000 equity shares in his own name and 1 equity share for and on behalf of Vivriti Capital Private Limited
Relationship with other director and Other KMP	Not related to any other directors
Number of meetings attended during the financial year 2019-20 and till the date of the Notice this EGM	32 Board Meeting and 9 General Meeting.
Name(s) of other entities in which holding of directorship	1.Sangvint Technologies Private Limited 2.Vivriti Capital Private Limited 3.Vivriti Asset Management Private Limited 4.Credavenue Securities Private Limited

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except Mr. Vineet Sukumar, being the director, whose designation is changed.

The Board recommends this Ordinary Resolution for your approval.

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



**Name: Gaurav Kumar**  
**Designation: Managing Director**  
**DIN: 06848801**



**Place: Chennai**  
**Date : 4<sup>th</sup> October, 2021**

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**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 10<sup>th</sup> Extra-ordinary General Meeting to be held  
on 6<sup>th</sup> October, 2021**

Dear Sir,

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 10<sup>th</sup> Extra-ordinary General Meeting on 6<sup>th</sup> October, 2021 at a shorter notice.

(Signature)

(Name of the member)

Date: [●]

Place: [●]



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