



**CREDAVENUE PRIVATE LIMITED**

**CIN: U72900TN2020PTC137251**

**Registration Office: 12<sup>TH</sup> FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,  
CHENNAI -600035, TAMIL NADU, INDIA**

**SHORTER NOTICE** is hereby given that the 14<sup>th</sup> Extra-ordinary General Meeting of the members of CredAvenue Private Limited ("**Company**") will be held on Saturday, 19<sup>th</sup> day of March 2022 at 05.30 PM at the Registered Office of the Company situated at 12<sup>th</sup> Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai – 600035, Tamil Nadu, India to transact the following businesses:

**SPECIAL BUSINESS:**

**1. TO APPROVE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION:**

**SPECIAL BUSINESS | SPECIAL RESOLUTION**

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

**"Resolved that** pursuant to provisions of Section 5, Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the relevant provisions of the Companies (Incorporation) Rules, 2014 and other rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and relevant circulars, notifications thereunder (as amended, modified and restated from time to time), and the memorandum of association and the existing articles of association of the Company, the draft of the amended and restated articles of association incorporating the provisions of the amended and restated Shareholders' Agreement dated February 23, 2022 ("**SHA**") *inter alia* executed amongst the Company, the Founders, the Series A Investors (as defined in the SHA), and the Series B Investors (as defined in the SHA), as placed before the members of the Company and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as the amended and restated articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company with immediate effect.

**Resolved further that** the any one of the Directors 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 amended and 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 any one 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 MR. NIKHIL SACHDEV (DIN: 09500698 ] AS DIRECTOR**

**SPECIAL BUSINESS | ORDINARY RESOLUTION**

**CREDAVENUE PRIVATE LIMITED**

CIN - U72900TN2020PTC137251

[www.credavenue.com](http://www.credavenue.com)

**REGD. OFFICE:**

12<sup>th</sup> Floor, A-Wing, Prestige Polygon  
No. 471, Anna Salai, Nandanam

**Chennai – 600035**

Contact | +91-44-4007 4800

[contact@credavenue.com](mailto:contact@credavenue.com)

To consider and if thought fit, to give assent/dissent to the following 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 amended and restated articles of association of the Company and in terms of the amended and restated Shareholders' Agreement dated February 23, 2022 ("**SHA**") *inter alia* executed amongst the Company, the Founders, the Series A Investors (as defined in the SHA) and the Series B Investors (as defined in the SHA) and the Share Subscription Agreement dated February 23, 2022 ("**SSA**") executed amongst the Company, the Sponsor and the Series B Participating Investors (as defined in the SSA), consent of the members of the Company be and is hereby accorded for regularizing the appointment of Mr. Nikhil Sachdev (DIN: 09500698 ), representative of Insight Luxembourg XII S.à.r.l., whose consent to act as director of the Company has been received by the Company in the prescribed Form DIR-2, under section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, along with his declaration of disqualification in the prescribed Form DIR-8 under Section 164 of the Companies Act, 2013 and declaration of interest in the prescribed Form MBP-1 under Section 184 of the Companies Act, 2013, as a Non-Executive Director of the Company with immediate effect.

**Resolved further that** the Company Secretary or any one of the Directors be and is 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 from time to time to give effect to the above said resolution."

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

  
**Gaurav Kumar**  
**Managing Director**  
**DIN: 07767248**



**Place: Chennai**  
**Date : 19.03.2022**

**Notes:**

1. 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.
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 of 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. Route map and prominent landmark for easy location of the venue of the Meeting is enclosed.

**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 (i) issuance of Series B CCPS to Lightspeed India Partners III, LLC, Lightspeed Venture Partners XIII Mauritius, Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Holdings Ltd, SCI Growth Investments III, TVS Shriram Growth Fund 3 (herein collectively referred to as the “**Series B Participating Investors**”) and B Capital GF III Holdco I Pte Ltd, Insight Luxembourg XII S.à.r.l, DF International Partners VI, LLC, DF International Partners VI EEP, LLC (herein collectively referred to as the “**Series B Investors**”), (ii) issuance of equity shares to Insight Luxembourg XII S.à.r.l. and (iii) the execution of the Shareholder’s agreement dated February 23, 2022 (“**SHA**”) executed amongst the Company, Mr. Gaurav Kumar, Vivriti Capital Private Limited, Mr. Vineet Sukumar, Creation Investments India III, LLC, Financial Investments SPC, Dreamplug Technologies Private Limited, Series B Participating Investors and Series B Investors, the existing articles of association have been proposed to be amended.

The members to take note of the amended and 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, (other than Mr. Gaurav Kumar and Mr. Vineet Sukumar who are interested in the aforesaid resolution to the extent of them being parties to the SHA and Mr. Nikhil Sachdev who is interested in the aforesaid resolution to the extent of him being appointed as the additional director), or their relatives, is concerned or interested, financially or otherwise, in this Special Resolution.

The Board recommends this Special Resolution for your approval.

**ITEM NO: 2**

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

The Board approved the appointment of Mr. Nikhil Sachdev as Additional Director of the Company on 06<sup>th</sup> March 2022.

As stipulated under Secretarial Standard 2, brief profile of the Director including names of companies in which Mr. Nikhil Sachdev holds directorships is provided in the below table:

Name of Director	Nikhil Sachdev
Age	37
Nationality	USA
Qualification	Professional
Experience	Investment professional (13 years) Partner, Venture Capital (5 years)
Terms and conditions	Non-Executive Director. Other terms and conditions as per SHA executed as on 23 <sup>rd</sup> February 2022
Details of Remuneration	Nil

Remuneration last drawn	Nil
Date of First Appointment in Board	March 06, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the year	Nil - Newly appointed Director
Name(s) of other entities in which holding of directorship	As on date Mr. Nikhil Sachdev does not hold directorship in any other Indian entity.

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. Nikhil Sachdev being the director whose appointment is regularised.

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

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

  
**Gaurav Kumar**  
**Managing Director**  
**DIN: 07767248**



**Place: Chennai**

**Date : 19.03.2022**



**Consent by shareholder for shorter notice**

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

To,

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

**SUB: Consent of the member for shorter notice of 14<sup>th</sup> Extra-ordinary General Meeting to be held on 19 March 2022**

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 14<sup>th</sup> Extra-ordinary General Meeting on [•] March 2022 at a shorter notice.

(Signature)

(Name of the member)

Date: [•]

Place: [•]



**Proxy Form  
FormNo.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 approve adoption of amended and restated articles of association
2. To regularise appointment of Mr. Nikhil Sachdev (DIN: 09500698] as Director

Affix Revenue  
Stamp

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.



Route map:

