



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 13th Extra-ordinary General Meeting of the members of CredAvenue Private Limited ("**Company**") will be held on Friday 25th day of February 2022 at 5.50 PM at the Registered Office of the Company situated at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai – 600035, Tamil Nadu, India to transact the following businesses:

SPECIAL BUSINESS:

- 1. To approve issue and allotment of Equity Shares and 0.001% fully paid-up Cumulative Participating Compulsorily and Fully Convertible Preference Shares on Private Placement to Series B Participating Investors and Series B Investors:**

SPECIAL BUSINESS | SPECIAL RESOLUTION

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

"Resolved that pursuant to the provisions of with Section 42, Section 55, Section 62 and any other applicable provisions of the Companies Act, 2013, and the relevant rules, circulars, notifications thereunder (as amended, modified and restated from time to time) ("**Act**"), which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act 1999 and the rules and regulations framed thereunder (as amended or restated), such other statutes, notifications, circulars, rules and regulations as may be applicable, and in accordance with the applicable clauses of the Share Subscription Agreement dated 23 February 2022 ("**SSA**") executed amongst, 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**") the Company and Gaurav Kumar, consent of the members of the Company be and is hereby accorded to offer, issue and allot to Series B Participating Investors and Series B Investors on a private placement basis on the terms and conditions as set out in the draft private placement offer letter in Form PAS-4, the following cumulative participating compulsorily and fully convertible preference shares having a face value of INR 50 (Indian Rupees Fifty Only) each for a premium of INR 921 (Indian Rupees Nine Hundred Twenty One Only) ("**CCPS**") and equity shares having a face value of INR 10 (Indian Rupees Ten Only) each for a premium of INR 961 (Indian Rupees Nine Hundred Sixty One Only) ("**Equity Shares**"), collectively referred to "**Series B Securities**", each issued at the price of INR 971 (Indian Rupees Nine Hundred and Seventy One Only) ("**Issue Price**") on the Series B Closing Date (*as defined in the SSA*):

CREDAVENUE PRIVATE LIMITED
CIN - U72900TN2020PTC137251

REGD. OFFICE:
12TH Floor, A-Wing, Prestige Polygon
No. 471, Anna Salai, Nandanam
Chennai - 600035
Contact: +91-44-4007 4400

S. No	Name of Investor	Number of Series B CCPS	Number of Equity Shares
1.	SCI Growth Investments III	3,86,248	-
2.	Lightrock Growth Fund I S.A., SICAV-RAIF	1,69,949	-
3.	LR India Holdings Ltd	1,69,949	-
4.	Lightspeed India Partners III, LLC	3,24,207	-
5.	Lightspeed Venture Partners XIII Mauritius	1,94,524	-
6.	TVS Shriram Growth Fund 3	3,84,347	-
7.	Insight Luxembourg XII S. à r.l.	58,70,961	10
8.	B Capital GF III Holdco I Pte Ltd	23,17,489	-
9.	DF International Partners VI, LLC	7,63,385	-
10.	DF International Partners VI EEP, LLC	9,111	-
Total		1,05,90,170	10

Resolved Further that:

1. The terms relating to priority with respect to payment of dividend, repayment of capital and participation in surplus funds by the CCPS holder shall be in accordance with the terms of the issue;
2. The CCPS holders shall be entitled to participate in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid in accordance with the terms of the issue;
3. The CCPS shall be eligible to dividend on Cumulative Basis (if declared by Company);
4. The CCPS are Compulsorily Convertible Preference shares into equity shares of the Company as detailed in the terms of the issue;
5. Subject to the provisions of the Act and other Applicable Law, each holder of a Series B CCPS shall have the same right to attend and vote at General Meetings of the Company as are available to holders of Equity Shares, determined on a Fully Diluted Basis;
6. The CCPS are to be Compulsorily Convertible Preference shares converted into equity shares of the Company on the terms and conditions as detailed in the terms of the issue.

Resolved further that consent be and is hereby accorded for issuance of private placement offer letter in form PAS-4 in accordance with the Act, a copy of which is placed at the meeting, to be issued to the Series B Participating Investors and Series B Investors.

Resolved further that (i) members take note of the separate bank account with RBL Bank Limited, T Nagar - Chennai Branch, for the purpose of receiving the share application money for the aforesaid preferential issue in accordance with provisions of Section 42 of the Act; and (ii) the valuation report dated 18th February 2022 (Period of Valuation as on 31st December 2021) issued by SPA Valuation Advisors Private Limited pursuant to the provisions of the Act, placed at the meeting, initialled by the Chairman for the purpose of identification, be and is hereby adopted.

Resolved further that any one of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized, to:

- a) execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the private placement offer letter to Series B Participating Investors and Series B Investors for issuance of Series B Securities and to give effect to any transactions contemplated under the SSA and herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);
- b) do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental/ regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;
- c) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;
- d) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated there in and the resolutions mentioned herein;
- e) record the name of the aforesaid Series B Participating Investors and the Series B Investors in Form PAS-5 in accordance with the Act for the issuance of offer letters to the Series B Investors and the Series B Participating Investors; and
- f) record the name of the aforesaid Series B Participating Investors and the Series B Investors in the register of members as the holders of the Series B Securities.

Resolved further that any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the above resolutions. A



certified true copy of the above resolutions be delivered to Series B Participating Investors and Series B Investors for their record.

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

For and on behalf of Credavenue Private Limited

For CREDAVENUE PRIVATE LIMITED


Managing Director

Gaurav Kumar
Managing Director
DIN: 07767248

Place: Chennai
Date : 25th February 2022

CREDAVENUE PRIVATE LIMITED

CIN : U71900TN2020PTC137251

www.credavenue.com

REGD. OFFICE:

12th Floor, A-Wing, Prestige Polygon
No. 471, Anna Salai, Nandanam
Chennai - 600035
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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.
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****SPECIAL BUSINESS | SPECIAL RESOLUTION****To approve issue and allotment of Equity Shares and Cumulative Participating Compulsorily and Fully Convertible Preference Shares on Private Placement to Series B Participating Investors and Series B Investors:**

The Board of Directors at their meeting held on 25th February, 2022, subject to the approval of the members of the Company and other necessary approval(s), has approved the proposal for raising funds up to INR 10,28,30,64,780 (Indian Rupees One Thousand Twenty Eight Crores Thirty Lakhs Sixty Four Thousand Seven Hundred and Eighty Only) by way of issue of Compulsorily Convertible Preference Shares ("CCPS") and Equity Shares 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**") on a private placement basis.

The Company, Mr. Gaurav Kumar, Series B Participating Investors and Series B Investors entered into a Share Subscription Agreement dated 23 February, 2022 ("**SSA**"), executed amongst the Company, Mr. Gaurav Kumar, Series B Participating Investors and Series B Investors and the Shareholders' Agreement dated 23 February, 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, pursuant to which the Company is required to issue compulsorily convertible cumulative participating (for dividend) preference shares and equity shares to Series B Participating Investors and Series B Investors on a private placement on the terms and conditions as set out below.

The draft offer letter in Form PAS 4, pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2020, is enclosed herewith.

The disclosures required pursuant to Section 42 and 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2020 are as below:

- i. **The objects of the Issue:** To raise funds through preferential issue for developing the resources for the growth of the business of the Company and to contribute to the Company's general corporate purposes.
- ii. **The total number of shares or other securities to be issued:** 1,05,90,170 (One Crore Five Lakhs Ninety Thousand One Hundred and Seventy Only) CCPS with a nominal value of INR 50 (Indian Rupees Fifty Only) each and 10 (Ten Only) Equity Shares with a nominal value of INR 10 (Indian Rupees Ten Only) each.

- iii. **Kinds of securities offered:** Cumulative Compulsorily convertible participating (for dividend) preference shares and equity shares
- iv. **The price or price band at/within which the allotment is proposed:** INR 971 (Nine Hundred and Seventy-One Only)
- v. **Premium:** INR 921 (Indian Rupees Nine Hundred and Twenty-One Only) for Cumulative Compulsorily convertible participating (for dividend) preference shares and INR 961 (Indian Rupees Nine Hundred and Twenty-One Only) for Equity shares.
- vi. **Amount which the company intends to raise by way of such securities:** INR 10,28,30,55,070 (Indian Rupees One Thousand Twenty-Eight Crores Thirty Lakhs Fifty Five Thousand Seventy Only)- including premium through issuance of CCPS and INR 9,710 (Indian Rupees Nine Thousand Seven Hundred and Ten Only)- including premium through Equity Shares.
- vii. **Basis on which the price has been arrived at along with report of the registered valuer and name and address of valuer who performed valuation:** Discounted Cash Flow Method as per valuation report dated 18th February 2022 (Period of Valuation as on 31st December 2021) issued by SPA Valuation Advisors Private limited, Registered Valuer (IBBI/RV-E/05/2021/148), having address at C-1/8 JanakPuri, West Delhi, New Delhi -110058.
- viii. **Relevant date with reference to which the price has been arrived at** December 31, 2021
- ix. **The class or classes of persons to whom the allotment is proposed to be made:** Private Foreign Body Corporate, Public Foreign Body Corporate, Indian Private Limited Company and Indian Alternative Investment Funds.
- x. **Date of passing of Board Resolution:** 25th February, 2022
- xi. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel has any intention to subscribe to the offer.
- xii. **Proposed time schedule for which the offerletter is valid:** Offer letter is valid till 15th March 2022 or until the date on which the application money is received from all investors, whichever is earlier.
- xiii. **The proposed time within which the allotment shall be completed:** The allotment shall be made within 60 days of the receipt of share application money from the relevant subscriber. The Company has the right, at its discretion, to proceed with allotment of shares to some subscribers from which it has received the application money (and the allotment of shares to remaining subscribers can be made as and when the Company receives the application money from such subscriber).

- xiv. **The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

S. No	Name of Proposed Allottee	Number of Series B CCPS	Number of Equity Shares	Percentage of Post Preferential Offer Capital on a fully diluted basis
1.	SCI Growth Investments III	3,86,248	-	7.794
2.	Lightspeed India Partners III, LLC	3,24,207	-	2.972
3.	Lightspeed Venture Partners XIII Mauritius	1,94,524	-	1.783
4.	Lightrock Growth Fund I S.A., SICAV-RAIF	1,69,949	-	1.705
5.	LR India Holdings Ltd.	1,69,949.00	-	1.705
6.	TVS Shriram Growth Fund 3	3,84,347	-	3.907
7.	Insight Luxembourg XII S. à. r.l.	58,70,961	10	5.931
8.	B Capital GF III Holdco I Pte Ltd	23,17,489	-	2.341
9.	DF International Partners VI, LLC	7,63,385	-	0.771
10.	DF International Partners EEP, LLC	9,111	-	0.009
	Total	1,05,90,170	10	28.909

- xv. **Expected dilution in the equity share capital upon conversion of preference shares (on a fully diluted basis)**

<u>No. of Equity Pre- Issue</u>	<u>Expected dilution in the equity share capital upon conversion of preference shares</u>
8,84,03,134	9,89,93,314

S. No	Name of Proposed Allottee	Number of Series B CCPS	Number of Equity Shares	Expected dilution in the equity share capital upon conversion of preference shares (on a fully diluted basis)
1.	SCI Growth Investments III	3,86,248	-	3,86,248
2.	Lightspeed India Partners III, LLC	3,24,207	-	3,24,207

3.	Lightspeed Venture Partners XIII Mauritius	1,94,524.00	-	1,94,524.00
4.	Lightrock Growth Fund I S.A., SICAV-RAIF	1,69,949.00	-	1,69,949.00
5.	LR India Holdings Ltd.	1,69,949.00	-	1,69,949.00
6.	TVS Shriram Growth Fund 3	3,84,347	-	3,84,347
7.	Insight Luxembourg XII S. à r.l.	58,70,961	10	58,70,971
8.	B Capital GF III Holdco I Pte Ltd	23,17,489	-	23,17,489
9.	DF International Partners VI, LLC	7,63,385	-	7,63,385
10.	DF International Partners VI EEP, LLC	9,111	-	9,111
Total		1,05,90,170	10	1,05,90,180

- xvi. **The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has issued the following shares during this year:

S.No	Date of Allotment	Name of Allottee	Particulars of Securities	No. of Securities and Price	Total Amount (INR)
1	25-06-2021	Stride Venture India Debt Fund I	Non-Convertible Debentures*	3000 Non-convertible Debentures each at price of	30,00,00,000*
2	10-08-2021	Stride Venture India Debt Fund I	Non-Convertible Debentures	1500 Non-convertible Debentures each at price of INR.1,00,000/-	15,00,00,000**
3	20-08-2021	Stride Ventures Debt Fund II	Non-Convertible Debentures	1500 Non-convertible Debentures each at price of INR.1,00,000/-	15,00,00,000***
4	29-09-2021	Dreamplug Technologies private Limited	Compulsorily Convertible Preference	8,37,597 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	29,39,96,547
5	29-09-2021	Lightspeed India ("LSIP")	Compulsorily Convertible Preference Shares	26,17,511 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	91,87,46,361
6	29-09-2021	LR India Holdings Ltd.	Compulsorily Convertible Preference	15,18,152 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	53,28,71,352
7	29-09-2021	SCI Growth Investments III ("Sequoia")	Compulsorily Convertible Preference	73,29,050 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	2,57,24,96,550
8	29-09-2021	TVS Shriram Growth Fund 3 ("TSGF3")	Compulsorily Convertible Preference	34,55,118 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	1,21,27,46,418

9	29-09-2021	Lightspeed Venture Partners XIII Mauritius ("LSVP")	Compulsorily Convertible Preference Shares	15,70,503 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	55,12,46,553
10	29-09-2021	Lightrock Growth, Fund I S.A., SICAV-RAIF, ("lightrock 1")	Compulsorily Convertible Preference Shares	15,18,152 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	53,28,71,352
11	29-09-2021	Stride India Debt Fund - 1	Compulsorily Convertible Preference	2,69,906 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	26,990.60
12	29-09-2021	Creation Investments India III, LLC ("Creation")	Compulsorily Convertible Preference Shares	10 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	3,510
13	29-09-2021	Creation Investments India III, LLC ("Creation")	Equity Shares	90 Equity shares each at a price of INR. 351/-	31,590
14	29-09-2021	Dreamplug Technologies private Limited (CRED)	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510
15	29-09-2021	Lightspeed India, Partners III LLC, ("LSIP")	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510
16	29-09-2021	Lightrock Growth, Fund I S.A., SICAV-RAIF, ("lightrock 1")	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510
17	29-09-2021	SCI Growth Investments III, ("Sequoia")	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510
18	29-09-2021	Growth Fund 3TVS Shriram, ("TSGF3")	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510
19	29-09-2021	Lightspeed Venture Partners, XIII Mauritius, ("LSVP")	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510
20	29-09-2021	LR India Holdings Ltd.	Equity Shares	10 Equity shares each at a price of INR. 351/-	3,510

21	16-02-2022	Gautam Kumra	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
22	16-02-2022	Sujata Kumra	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
23	16-02-2022	Ajit Abraham Isaac	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
24	16-02-2022	Pratithi Investment Trust	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
25	16-02-2022	M V Seetha Subbiah	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
26	16-02-2022	Valli Subbiah	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
27	16-02-2022	Srivatsan Rajan	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
28	16-02-2022	Hemendra Mathradas Kothari	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
29	16-02-2022	DSP Adiko Holdings Private Limited	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
30	16-02-2022	TVS Shriram Growth Fund 3	Compulsorily Convertible Preference	28,490 Compulsorily Convertible Preference Shares each at a price of INR. 351/-	99,99,990
31	16-02-2022	Gaurav Kumar	Optionally Convertible Redeemable Preference Shares	10,09,598, partly paid-up Compulsorily Convertible Preference Shares each at issue price of INR. 777/- and paid up value of INR 0.10/-	1,00,959.80

* 3,000 (Three Thousand Only) Non-Convertible Debentures (NCD) issued on 25th June 2021 was fully redeemed on 25th January 2022.

**1,500 (One Thousand and Five Hundred Only) Non-Convertible Debentures (NCD) issued on 10th August 2021 was partially redeemed on 25th January 2022 and the existing value of NCD amounts to INR 5,00,00,000/- (Indian Rupees Five Crores Only).

***1,500 (One Thousand and Five Hundred Only) Non-Convertible Debentures (NCD) issued on 20th August 2021 was partially redeemed on 25th January 2022 and the existing value of NCD amounts to INR 3,00,00,000/- (Indian Rupees Three Crores Only).

- xvii. The change in control, if any, in the company that would occur consequent to the preferential offer: Nil (Non- diluted basis)
- xviii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable
- xix. The pre issue, current shareholding and post issue shareholding pattern of the Company in the following format
- xx. Pre-Shareholding and current shareholding (on a fully diluted basis)

Particulars	No of Eq. Shares	No. of Pref. Shares	Total	SH %
Vivriti Capital Private Limited	5,00,10,000	-	5,00,10,000	56.570%
Gaurav Kumar	66,68,000	-	66,68,000	7.543%
Gaurav Kumar - OCRPS	-	23,22,075	23,22,075	2.627%
Vineet Kumar	66,68,000	-	66,68,000	7.543%
CredAvenue ESOP Trust	33,34,000	-	33,34,000	3.771%
Creation Investments India III, LLC	90	10	100	0.000%
Stride Venture India Debt Fund – 1	0	2,69,906	2,69,906	0.305%
SCI Growth Investments III	10	73,29,050	73,29,060	8.290%
Lightspeed India Partners III, LLC	10	26,17,511	26,17,521	2.961%
Lightspeed Venture Partners XIII Mauritius	10	15,70,503	15,70,513	1.777%
Lightrock Growth Fund I S.A., SICAV-RAIF	10	15,18,152	15,18,162	1.717%
LR India Holdings Ltd.	10	15,18,152	15,18,162	1.717%
TVS Shriram Growth Fund 3	10	34,83,608	34,83,618	3.941%
Dreamplug Technologies Private Limited	10	8,37,597	8,37,607	0.947%
Gautam Kumra	-	28,490	28,490	0.032%

Sujata Kumra	-	28,490	28,490	0.032%
Ajit Abraham Isaac	-	28,490	28,490	0.032%
Trustee acting on behalf of Pratithi Investment Trust	-	28,490	28,490	0.032%
M V Seetha Subbiah	-	28,490	28,490	0.032%
Valli Subbiah	-	28,490	28,490	0.032%
Srivatsan Rajan	-	28,490	28,490	0.032%
Hemendra Mathradas Kothari	-	28,490	28,490	0.032%
DSP Adiko Holdings Private Limited	-	28,490	28,490	0.032%
Total	6,66,80,160	2,17,22,974	8,84,03,134	100.000%

Post-Shareholding

Particulars	No of Eq. Shares	No. of Pref. Shares	Total	SH %
Vivriti Capital Private Limited	5,00,10,000	-	5,00,10,000	50.519%
Gaurav Kumar	66,68,000	-	66,68,000	6.736%
Gaurav Kumar - OCRPS	-	23,22,075	23,22,075	2.346%
Vineet Kumar	66,68,000	-	66,68,000	6.736%
Creation Investments India III, LLC	90	10	100	0.000%
CredAvenue ESOP Trust	33,34,000	-	33,34,000	3.368%
Stride Venture India Debt Fund – 1	-	2,69,906	2,69,906	0.273%
SCI Growth Investments III	10	77,15,298	77,15,308	7.794%
Lightspeed India Partners III, LLC	10	29,41,718	29,41,728	2.972%
Lightspeed Venture Partners XIII Mauritius	10	17,65,027	17,65,037	1.783%



CredAvenue

Lightrock Growth Fund I S.A., SICAV-RAIF	10	16,88,101	16,88,111	1.705%
LR India Holdings Ltd.	10	16,88,101	16,88,111	1.705%
TVS Shriram Growth Fund 3	10	38,67,955	38,67,965	3.907%
Dreamplug Technologies Private Limited	10	8,37,597	8,37,607	0.846%
Insight Luxembourg XII S.a r.l	10	58,70,961	58,70,971	5.931%
B Capital GF III Holdco I Pte Ltd	-	23,17,489	23,17,489	2.341%
DF International Partners VI, LLC	-	7,63,385	7,63,385	0.771%
DF International Partners VI EEP, LLC	-	9,111	9,111	0.009%
Gautam Kumra	-	28,490	28,490	0.029%
Sujata Kumra	-	28,490	28,490	0.029%
Ajit Abraham Isaac	-	28,490	28,490	0.029%
Trustee acting on behalf of Pratithi Investment Trust	-	28,490	28,490	0.029%
M V Seetha Subbiah	-	28,490	28,490	0.029%
Valli Subbiah	-	28,490	28,490	0.029%
Srivatsan Rajan	-	28,490	28,490	0.029%
Hemendra Mathradas Kothari	-	28,490	28,490	0.029%
DSP Adiko Holdings Private Limited	-	28,490	28,490	0.029%
Total	6,66,80,170	3,23,13,144	9,89,93,314	100.000%

CREDAVENUE PRIVATE LIMITED

CIN - U72900TN2020PTC037251

REGD. OFFICE:

3rd floor, A-wing, Prestige Polyplex

No. 47, Anna Salai, Nandanam

Chennai - 600035

Contact: +91-44-4007-4500



The pre-issue and post-issue shareholding pattern of the Company (As per Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014)

S. No.	Category	Pre-issue				Post-issue			
		No. of Equity shares held	No. of CCPS & OCRPS shares held	Total No. of Shares (on conversion/ fully diluted basis)	Percentage (%) of shareholding	No. of Equity shares held	No. of CCPS & OCRPS shares held	Total No. of Shares (on conversion/ fully diluted basis)	Percentage (%) of shareholding
A	Promoters' holding								
	Indian								
1	Individual	1,33,36,000	23,22,075	1,56,58,075	17.71	1,33,36,000	23,22,075	1,56,58,075	15.82
	Bodies Corporate	0	0	0	0.00	0	0	0	0.00
	Sub-total	1,33,36,000	23,22,075	1,56,58,075	17.71	1,33,36,000	23,22,075	1,56,58,075	15.82
2	Foreign promoters	0	0	0	0.00	0	0	0	0.00
	Sub-total (A)	1,33,36,000	23,22,075	1,56,58,075	17.71	1,33,36,000	23,22,075	1,56,58,075	15.82
B	Non-promoters' holding								
1	Institutional Investors	0	0	0	0.00	0	0	0	0.00
2	Non-Institutional Investors	0	0	0	0.00	0	0	0	0.00
3	Private Corporate Bodies	5,00,10,160	1,91,44,489	6,91,54,649	78.23	5,00,10,170	2,97,34,659	7,97,44,829	80.56
4	Directors and relatives	0	0	0	0.00	0	0	0	0.00
5	Indian public	0	0	0	0.00	0	0	0	0.00

6	CredAvenue ESOP	33,34,000	0	33,34,000	3.77	33,34,000	0	33,34,000	3.37
7	Others	0	2,56,410	2,56,410	0.29	0	2,56,410	2,56,410	0.26
	Sub-total (B)	5,33,44,160	1,94,00,899	7,27,45,059	82.29	5,33,44,170	2,99,91,069	8,33,35,239	84.18
	GRAND TOTAL	6,66,80,160	2,17,22,974	8,84,03,134	100.00	6,66,80,170	3,23,13,144	9,89,93,314	100.00

xx. Material terms of raising such securities:

TERMS OF SERIES B CCPS

A. Nature: The Series B CCPS are cumulative participating compulsorily and fully convertible preference shares having a face value of INR 50 (Rupees Fifty) each.

B. As to income and dividend

1. The Series B CCPS shall confer on the holder the right to receive in priority, *pari passu* with the holders of the Series A CCPS, and to the holders of any other class of shares in the capital of the Company, a preference dividend (the "**Series B Preference Dividend**") at the rate of 0.001% (zero point zero one percent) per annum on the capital for the time being paid up on the Series B CCPS and such Series B Preference Dividend to be paid up on the Series B CCPS during any portion or portions of the period in respect of which the Series B Preference Dividend is paid.

2. The right to Series B Preference Dividend shall be cumulative, and the right to receive the Series B Preference Dividend shall accrue to holders of the Series B CCPS by reason of the fact that the Series B Preference Dividend on the Series B CCPS is not declared or paid in any year.

3. In addition to and after payment of the Series B Preference Dividend, each Series B CCPS would be entitled to participate *pari passu* in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro-rata, as-if-converted basis.

4. If Series B Preference Dividend has been declared by the Company but has not been paid by the Series B Conversion Date, the Series B Preference Dividend shall be paid to the person(s) who held the Series B CCPS as at the date of declaration *pro-rata* in accordance with the number of Series B CCPS held by it at the date of declaration.

5. If the Series B Conversion Date falls within a period in respect of which a dividend is to be paid, each Equity Share issued to the holder of Series B CCPS on conversion shall confer on the holder the right to receive a dividend with respect to all of such period and not part only.

6. The rights of Series B CCPS holder with respect to capital distribution shall be as provided in the SHA.

C. As to Conversion

7. Subject to the provisions of Clause 7.2 (*Anti-Dilution*) and Clause 7.3 (*Liquidation Preference*) of the SHA and the provisions of Paragraphs D, F and G below, each Series B CCPS will convert into 1 (one) Equity Share ("**Series B Conversion Ratio**") at the option of Series B CCPS holder without any additional payment for such conversion. In the event the conversion of Series B CCPS entitles the holders of Series B CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.

8. The Series B CCPS shall be converted into Equity Shares at the Series B Conversion Price determined as provided herein in effect at the time of conversion ("**Series B Conversion Price**").

9. The initial Series B Conversion Price for the Series B CCPS shall be the Series B Issue Price.

10. The right to convert the Series B CCPS shall be exercisable by the holder thereof at any time during the relevant Conversion Period by delivering to the Company a notice in writing ("**Series B Conversion Notice**") of its desire to convert the Series B CCPS, provided that such notice shall specify the number of the Series B CCPS that the holder desires to convert. Subject to the relevant Conversion Period, in the event the Series B CCPS are not converted into Equity Shares earlier, they shall automatically be converted into Equity Shares in accordance with **Schedule 2** of the SHA, 1 (One) day prior to the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under Applicable Laws in connection with an IPO or offer for sale or any other public offering of the Securities of the Company approved in writing by the holders of the Series B CCPS, if such conversion is mandatorily required by Applicable Laws (the "**Series B Compulsory Conversion Event**").

11. Conversion of Series B CCPS shall be effected within 30 (thirty) days of the Series B Conversion Notice or on the Series B Compulsory Conversion Event, as the case may be ("**Series B Conversion Date**") by the issue and allotment of fully paid Equity Shares to the holder of the Series B CCPS holder. The record date of conversion of the Series B CCPS shall be deemed to be the date of the Conversion Notice.

12. The Company shall pay all expenses arising on the issue of the Equity Shares pursuant to any conversion including any stamp duty, capital duty or other taxes and levies.

13. Equity Shares issued and allotted upon conversion of any Series B CCPS will be deemed to be issued and registered as of the Series B Conversion Date, and each holder of any Series B CCPS will, with effect from the Series B Conversion Date, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of Equity Shares issued upon conversion of such Series B CCPS. Simultaneously with the issue and allotment of the relevant number of Equity Shares to be issued upon conversion of any Series B CCPS, the Company will register the holder of such Series B CCPS as the holder of such relevant Equity Shares in the Company's share register and register of members and will deliver or cause to be delivered a certificate or certificates for such relevant Equity Shares to

the holder of such Series B CCPS and such other documents (if any) as may be required by Applicable Law to effect the issue thereof.

14. Equity Shares issued and allotted upon conversion of any Series B CCPS shall be fully-paid and free of all liens, charges and Encumbrances and will in all respects rank *pari passu* with the Equity Shares in issue on the Series B Conversion Date and shall be freely transferable subject only to restrictions under the SHA and the Articles of Association.

15. In the event of a Corporate Event, the number of Equity Shares that each Series B CCPS converts into and the Series B Conversion Price shall be adjusted accordingly in a manner that the holders of the Series B CCPS receives such number of Equity Shares that the holders of Series B CCPS would have been entitled to receive immediately after occurrence of any such Corporate Event had the conversion of the Series B CCPS occurred immediately prior to the occurrence of such Corporate Event.

D. Valuation Protection

16. Clause 7.2 of the SHA, insofar as it pertains to Series B CCPS, is deemed to be incorporated in this Schedule by reference and shall *mutatis mutandis* apply.

E. Voting rights

17. Subject to the provisions of the Act and other Applicable Law, each holder of a Series B CCPS shall have the same right to attend and vote at General Meetings of the Company as are available to holders of Equity Shares, determined on a Fully Diluted Basis.

F. Liquidation Preference

18. The Series B CCPS holders shall be entitled to the liquidation preference as set out in Clause 7.3 of the SHA and the provisions of Clause 7.3, insofar as it pertains to Series B CCPS, is deemed to be incorporated herein by reference and shall *mutatis mutandis* apply.

G. Adjustment Related Actions

19. Upon the occurrence of each adjustment under paragraphs C, D and F, the Company, at its expense, shall promptly compute such adjustment in accordance with the terms hereof and prepare and furnish to each holder of the Series B CCPS a certificate setting forth such adjustment and showing in detail the facts upon such adjustment is based. The Company shall, upon the written request at any time of any holder of Series B CCPS, furnish or cause to be furnished to such holder a like certificate setting forth: (i) such adjustment and readjustment, (ii) the relevant Conversion Price for such Series B CCPS at the time in effect, and (iii) the number of Equity Shares and the amount, if any, of other property that at the time would be received upon the conversion of Series B CCPS.

H. Variation of Terms.

20. In addition to the consents stipulated in terms of Clause 5 (*Reserved Matters*), any amendment of the terms of the Securities or waiver of any rights that would adversely and disproportionately affect the rights of the holders of Series B CCPS contained in Part B of



SCHEDULE 2 of the SHA, shall require the prior written consent of such Persons holding at least 75% (seventy five percent) of the Series B CCPS on a Fully Diluted Basis.

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

For and on behalf of Credavenue Private Limited

For CREDAVENUE PRIVATE LIMITED



Managing Director

Gaurav Kumar
Managing Director
DIN: 07767248

Date : 25th February 2022

CREDAVENUE PRIVATE LIMITED

CIN - U72900TN1020P100157251

REGD. OFFICE:

12th Floor, A-Wing, Prestige Polygon

No. 47, Anna Salai, Nandanam

Chennai - 600035

Contact - 91 44-4807 4800



CredAvenue

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 13th Extra-ordinary General Meeting to be held on 25th February 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 13th Extra-ordinary General Meeting on 25th February 2022 at a shorter notice.

(Signature)

(Name of the member)

Date: [●]

Place: [●]

CREDAVENUE PRIVATE LIMITED

CIN - U72900TN1000PT0017251

REGD. OFFICE:

12th Floor A-Wing, Prestige Polygon,
No. 471, Anna Salai, Nandanam
Chennai – 600035
CredAvenue – 06 44-4207 4600



CredAvenue

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:

CREDAVENUE PRIVATE LIMITED

CIN : U72900TN2020PTC137251

www.credavenue.co.in

REGD. OFFICE:

12th Floor, A-Wing, Prestige Polygon
No. 471, Anna Salai, Nandanam
Chennai - 600035
Contact : +91 44 40074800



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Resolution No.

1. To approve issue and allotment of Equity Shares and 0.001% fully paid-up Cumulative Participating Compulsorily and Fully Convertible Preference Shares on Private Placement to Series B Participating Investors and Series B Investors

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.

CREDAVENUE PRIVATE LIMITED

CIN : U72900TN2020PTC037251

www.credavenue.com

REGD. OFFICE:

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No. 471, Anna Salai, Nandanam

Chennai - 600035

Contact : +91 44 4001 4800



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Route map:



CREDAVENUE PRIVATE LIMITED

CIN : U72900TN2020PTC0137251

REGD. OFFICE:

12th Floor A-Wing, Prestige Polygon

Ng. 271, Anna Salai, Nandanam

Chennai - 600035

Contact : 044-4007 4800