



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 15th Extra-ordinary General Meeting of the members of CredAvenue Private Limited ("**Company**") will be held on Tuesday, the 26th day of April 2022 at 9.30 AM 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 ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

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

"Resolved that pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by replacing of the following:

'Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable as decided by the Board and its discretion.

Provided that Call may be decided by the Board from time to time on the Call money.

(ii) Each member, shall, subject to receiving at least fourteen days' Notice or such other period as may be decided by the Board and specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, amount called on his shares.'

Resolved further that any one of the Board of Directors of the Company, be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

2. TO APPROVE ISSUE AND ALLOTMENT OF EQUITY SHARES TO MR. NIPAM SHAH AND MR. ANIKET SHAH, FOUNDERS OF BLUEVINE TECHNOLOGIES PRIVATE LIMITED, ON PRIVATE PLACEMENT BASIS

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 and 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

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GST - 33AAIC9126C1ZY

MUMBAI: VIBGYOR TOWERS, 3rd Floor, Unit 303 & 305, Plot No. 62, Block G, Bandra Kurla Complex, Mumbai - 400 051. ☎: +91-22-6826 6800.

BENGALURU: Vaishnavi Summit, No. 6/B, Summit, 80 Feet Rd, Koramangala 1A Block, Koramangala 3 Block, Koramangala, Bengaluru - 560034. ☎: +91-80-6903 4702.

GURUGRAM: CoWrks India Private Limited - CoWrks Cybercity, 5th Floor, Building No. 10A, DLF Cyber City, DLF Phase II Gurugram HARYANA 122002.

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restated), such other statues, notifications, circulars, rules and regulations as may be applicable, and in accordance with the applicable clauses of the Share Subscription and Purchase Agreement entered into between Bluevine Technologies Private Limited, Mr Nipam Shah, Mr Aniket Shah, Mrs Nita Shah, Mrs Mosam Shah, Mr Archin Shah, Mrs Shaili Talati, Mr Rameshchandra Shah, Mrs Urmilaben Shah, Ms Sejal Khandhar and the Company ("SSPA"), consent of the members of the Company be and is hereby accorded to offer, issue and allot to Mr. Nipam Shah and Mr. Aniket Shah on a Private Placement basis on the terms and conditions as set out in the draft private placement offer letter in Form PAS-4, 60,520 equity shares to Mr. Nipam Shah and 75,000 equity shares to Mr. Aniket Shah, having a face value of INR 10 (Indian Rupees Ten) each ("Equity Shares") at the series B issue price being INR 971 (Indian Rupees Nine Hundred and Seventy One) , each issued for consideration other than cash upto INR. 13,15,89,920 (Indian Rupees Thirteen Crores Fifteen Lakhs Eighty Nine Thousand and Nine Hundred Twenty) on the Closing Date (as defined in the SSA)

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 Mr. Nipam Shah and Mr. Aniket Shah.

Resolved further that (i) the valuation report issued by SPA Valuation Advisors Private Limited pursuant to the provisions of the Act, placed at the meeting, initialled by the Chairperson for the purpose of identification, be and is hereby adopted.

Resolved further that any one of the Directors 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 Mr. Nipam Shah and Mr. Aniket Shah for issuance of aforesaid equity shares and to give effect to any transactions contemplated under the SSPA 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;

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- e) record the name of Mr. Nipam Shah and Mr. Aniket Shah in Form PAS-5 in accordance with the Act for the issuance of offer letter to Bluevine Technologies Private Limited; and
- f) record the name of the aforesaid Mr. Nipam Shah and Mr. Aniket Shah in the register of members as the equity holder.

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 Mr. Nipam Shah and Mr. Aniket Shah for its 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**



Gaurav Kumar
Managing Director
DIN: 07767248

Place: Chennai
Date : 26th April 2022

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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 (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.

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

ITEM NO: 1

TO APPROVE ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

SPECIAL BUSINESS I SPECIAL RESOLUTION

The members are informed that the Board at its meeting held on 26th April 2022 approved the amendment of AOA of the Company in view of the erstwhile restrictive clause in the AOA 'calls on shares' which required a time consuming process to make calls on partly paid shares to make it as fully paid shares.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise.

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

ITEM NO: 2

TO APPROVE ISSUE AND ALLOTMENT OF EQUITY SHARES TO MR. NIPAM SHAH AND MR. ANIKET SHAH, FOUNDERS OF BLUEVINE TECHNOLOGIES PRIVATE LIMITED, ON PRIVATE PLACEMENT BASIS

SPECIAL BUSINESS I SPECIAL RESOLUTION

The Board of Directors at their meeting held on 26th April 2022, subject to the approval of the shareholders and other necessary approval(s), pursuant to the Share Subscription and Purchase Agreement entered into between Bluevine Technologies Private Limited, Mr Nipam Shah, Mr Aniket Shah, Mrs Nita Shah, Mrs Mosam Shah, Mr Archin Shah, Mrs Shaili Talati, Mr Rameshchandra Shah, Mrs Urmilaben Shah, Ms Sejal Khandhar and the Company ("SSPA"), has approved the proposal for issuance of equity Shares to Mr. Nipam Shah and Mr. Aniket Shah on Private Placement basis for a consideration other than cash for funds up to INR. 13,15,89,920 (Indian Rupees Thirteen Crores Fifteen Lakhs Eighty Nine Thousand and Nine Hundred Twenty) on the terms and conditions as set out in the draft offer letter in Form PAS-4.

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:

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- i. Objects of the Preferential Issue:**
To issue shares as consideration for other than cash towards acquiring Bluevine Technologies Private Limited .
- ii. Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:**
None of the Promoters/Directors/Key Managerial Personnel of the Company are intending to participate/subscribe to the present offer.
- iii. Total number of shares or securities to be issued:**
It is proposed to issue upto 1,35,520 (One Lakh Thirty-Five Thousand Five Hundred and Twenty Only) Equity Shares of face value of INR. 10/- each (Indian Rupees Ten only) at the series B issues price being INR 971 (Indian Rupees Nine Hundred and Seventy-One Only) to the proposed allottee.
- iv. Manner of the Issue:**
Private Placement
- v. Kinds of securities offered:**
Equity Shares
- vi. The price or price band at/ within which the allotment is proposed:**
INR 971/- (Indian Rupees Nine Hundred and Seventy-One Only)
- vii. Premium:**
INR 961/- (Indian Rupees Nine Hundred and Sixty One Only)
- viii. Amount which the company intends to raise by way of such securities:**
Nil as the issue is made for a consideration other than cash.
- ix. Basis on which the price has been arrived at along with report of the registered valuer and name and address of the valuer who performed valuation:**
The price of the shares has been arrived through Discounted Cash Flow method as per the valuation report dated 18th February 2022 provided by the registered valuer M/S. by SPA Valuation Advisors Private limited (IBBI/RV-E/05/2021,/148), having office situated at C-1/8 JanakPuri, West Delhi, New Delhi -110058 .
- x. Relevant date with reference to which the price has been arrived at:** 31st December 2021.
- xi. The class or classes of persons to whom the allotment is proposed to be made:**
Non-Promoter Individuals
- xii. Date of passing of Board Resolution:**
26th April 2022
- xiii. Proposed time limit within which the allotment shall be completed:** Not applicable.

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xiv. **The proposed allottee to subscribe to the offer is as follows:**

| Sr. no. | Name | Category | Present Shareholding | Post Preferential Issue capital to be held by proposed allottee (%) |
|--------------|-------------|------------|----------------------|---|
| 1 | Nipam Shah | Individual | Nil | 0.06% |
| 2 | Aniket Shah | Individual | Nil | 0.07% |
| Total | | | Nil | 0.13% |

xv. **Consequential changes, if any, in the management control of the Company**

The proposed allotment dilutes the shareholding of the existing members.

xvi. **Shareholding Pattern of the Company before and after Preferential Issue**

| 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 | 15.82 | 1,33,36,000 | 23,22,075 | 1,56,58,075 | 15.80% |
| | 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 | 15.82 | 1,33,36,000 | 23,22,075 | 1,56,58,075 | 15.80% |
| 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 | 15.82 | 1,33,36,000 | 23,22,075 | 1,56,58,075 | 15.80% |

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| 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 | 5,00,10,170 | 2,97,34,659 | 7,97,44,829 | 80.56 | 5,00,10,170 | 2,97,34,659 | 7,97,44,829 | 80.45% |
| 4 | Directors and relatives | 0 | 0 | | 0.00 | 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 | 3.37 | 33,34,000 | 0 | 33,34,000 | 3.36% |
| 7 | Others | 0 | 2,56,410 | 2,56,410 | 0.26 | 0 | 2,56,410 | 2,56,410 | 0.40% |
| | Sub-total (B) | 5,33,44,170 | 2,99,91,069 | 8,33,35,239 | 84.18 | 5,34,79,690 | 2,99,91,069 | 8,34,70,759 | 84.20% |
| | GRAND TOTAL | 6,66,80,170 | 3,23,13,144 | 9,89,93,314 | 100.00 | 6,68,15,690 | 3,23,13,144 | 9,91,28,834 | 100.00 |

xvii. **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:**
Nil.

xviii. **Material terms of raising such securities:**
The securities are Equity Shares and have no special terms.

xix. **Proposed time schedule:**
Offer letter is valid till 30th April 2022.

xx. **Purposes or objects of offer:**
To issue shares as consideration for other than cash towards acquiring Bluevine Technologies Private Limited.

xxi. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

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Not applicable

xxii. Principle terms of assets charged as securities:

Not applicable

xxiii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company is investing in the capital of the Bluevine Technologies Private Limited and as part of the consideration, the securities of the Company are being issued as consideration other than cash.

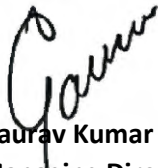
The Equity Shares to be issued and allotted by the Company to the aforesaid are subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend and voting rights, with the then existing Equity Shares of the Company.

The Board at its meeting held on 26th April 2022 has approved the issue of Equity on private placement basis in the manner stated hereinabove.

The Board recommends the adoption of the above Special Resolution as set out in Item No. 2 of the Notice for the approval of the Shareholders.

None of the Directors or Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested in this Resolution.

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



Gaurav Kumar
Managing Director
DIN: 07767248

Place: Chennai

Date : 26th April 2022

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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 15th Extra-ordinary General Meeting to be held on 26th April 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 15th Extra-ordinary General Meeting on 26th April 2022 at a shorter notice.

(Signature)
(Name of the member)

Date: [●]
Place: [●]

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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

REGD. OFFICE: 12th Floor, A-wing, Prestige Polygon, No. 471, Anna Salai, Nandanam, Chennai, Tamilnadu - 600035, INDIA. ☎: +91-44-40912300. ✉: Contact@credavenue.com

CIN - U72900TN2020PTC137251

GST - 33AAICC9126C1ZY

MUMBAI: VIBGYOR TOWERS, 3rd Floor, Unit 303 & 305, Plot No. 62, Block G, Bandra Kurla Complex, Mumbai - 400 051. ☎: +91-22-6826 6800.

BENGALURU: Vaishnavi Summit, No. 6/B, Summit, 80 Feet Rd, Koramangala 1A Block, Koramangala 3 Block, Koramangala, Bengaluru - 560034. ☎: +91-80-6903 4702.

GURUGRAM: CoWrks India Private Limited - CoWrks Cybercity, 5th Floor, Building No. 10A, DLF Cyber City, DLF Phase II Gurugram HARYANA 122002.

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Resolution No.

1. To approve adoption of restated Articles of Association
2. To approve issue and allotment of equity shares to Mr. Nipam Shah and Mr. Aniket Shah, founders of Bluevine Technologies Private Limited, on Private Placement basis

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

REGD. OFFICE: 12th Floor, A-wing, Prestige Polygon, No. 471, Anna Salai, Nandanam, Chennai, Tamilnadu - 600035, INDIA. ☎: +91-44-40912300. ✉: Contact@credavenue.com

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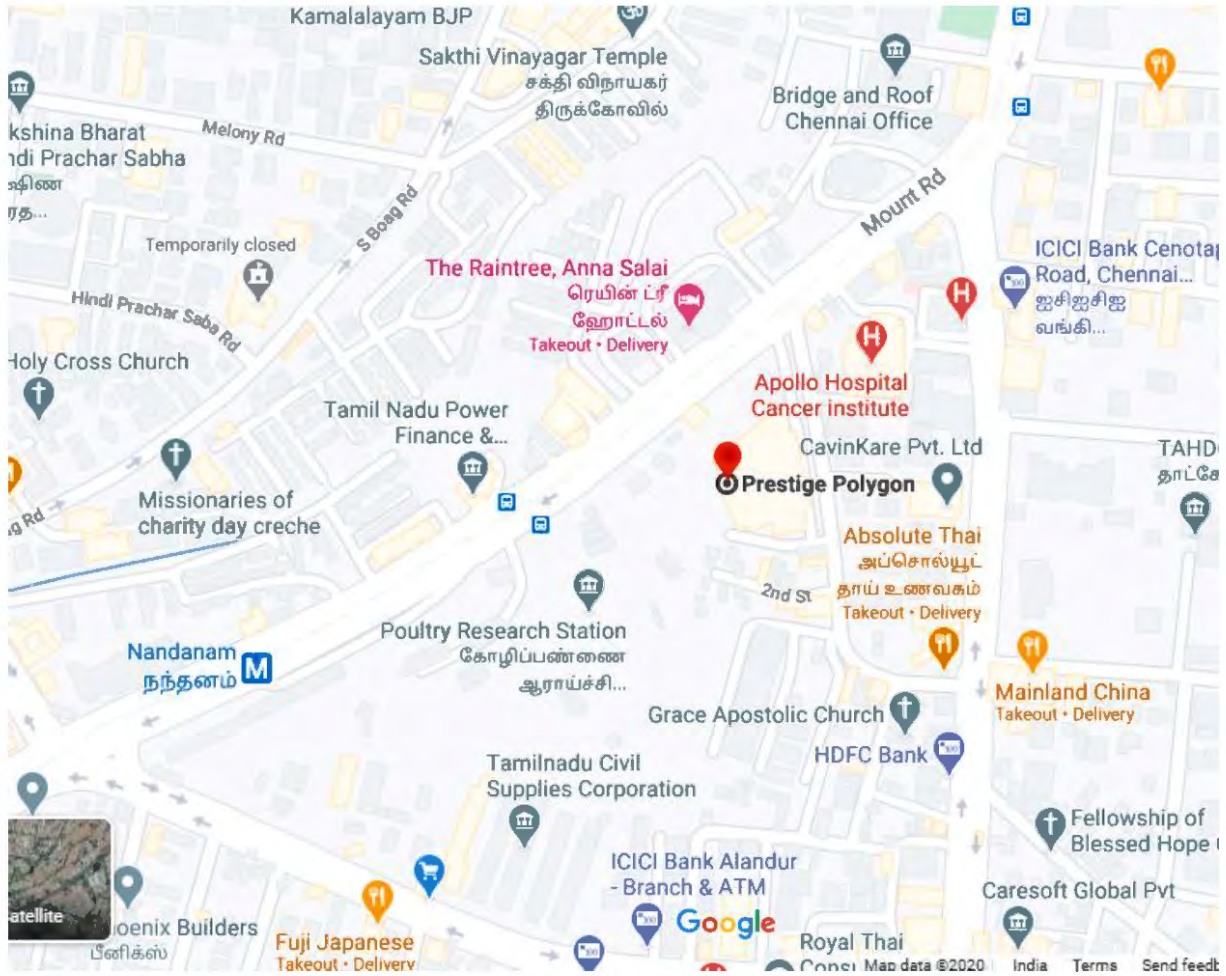
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Route map:



CREDAVENUE PRIVATE LIMITED

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