

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of InCred Capital Financial Services Private Limited (formerly known as Proud Securities & Credits Private Limited) will be held on Thursday, September 30, 2021 at 11:00 a.m. at the registered office of the Company at Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Annual Audited Standalone Financial Statements of the Company for the year ended March 31, 2021 including the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021 together with the report of the Auditors thereon.
3. To appoint Statutory Auditors of the Company and to fix the remuneration and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Soni Chatrath & Co., Chartered Accountants (ICAI Firm Registration No. 001092N), who have confirmed their eligibility in terms of the provisions of Section 141 of the Act, be and are hereby appointed as Statutory Auditor of the Company for a period of 5 years to hold the office from the conclusion of 24th Annual General Meeting ("AGM") until the conclusion of the 29th AGM of the Company to be held in the financial year 2026-2027, at such remuneration plus applicable taxes, and out of pocket expenses, as may be fixed by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT Mr. Bhupinder Singh, Mr. Vivek Bansal, Mr. Saurabh Jhalaria, and Mr. Venkatesh Vishwanathan, Directors or Mr. Varun Shah, Company Secretary of the Company be and are hereby severally authorized to do all such acts deeds and things to give effect to this resolution."

SPECIAL BUSINESS:

4. **To approve issuance of Employee Stock Options to the Employees of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

“RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 and the applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (the **“Act”**), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, such approval(s), consents, permissions and/or sanctions as may be required from appropriate regulatory authorities/institutions and subject to such terms and conditions as may be prescribed/imposed by such authorities/institutions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**“NRC”**) as constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution) to grant, offer and issue 5,44,440 employee stock options (hereinafter referred to as ICFSP Employee Stock Option Scheme (**“ESOP Scheme”**) to the benefit of such persons who are Employees of the Company (hereinafter referred to as **‘Employees’** or **‘said Employees’**), at such price, on such terms and conditions and in such tranches as may be determined by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this Resolution, which are hereby approved by the Members or any amendment or modification thereof, the Board be and is hereby authorised to institute and implement the ESOP as per the Scheme hereby specifically approved by the Members with authority to the Board to modify the same in such manner as may be deemed fit by the Board, detailing the terms for granting of stock options (including terms relating to eligibility of the said Employees under the ESOP Scheme), to determine, in its absolute discretion, as to when the said stock options are to be issued (or beneficial interest therein), the number of stock options to be issued in each tranche, the terms or combination of terms subject to which the said stock options are to be issued (including the combination of terms for stock options issued at various points of time), the manner in which the ESOP Scheme would be administered and implementing the ESOP Scheme, terms relating to specified time within which the said Employees should exercise his /her right, if any, to purchase the shares in the event of his/her termination or resignation or other events, terms relating to dividend on the shares to be issued and all such other terms as could be applicable to the offerings of similar nature.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and/or others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 5,44,440 employee stock options shall be suitably adjusted/increased.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid ESOP Scheme, shall in all respects rank pari passu inter se and shall also in all respects rank pari passu with the then existing equity shares of the Company.

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

RESOLVED FURTHER THAT as it is required, the Company shall confirm to the applicable accounting policies, if any.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorized to make modifications in the said ESOP Scheme, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee, subject to the Act, be and is hereby authorised to settle all issues that may arise in relation to the formulation and implementation of the ESOP Scheme and to the issuance of the equity shares or beneficial interest therein (including to amend or modify any of the terms thereof) without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Nomination and Remuneration Committee be and is hereby authorised to do all such acts and execute all such documents, as it may in its absolute discretion deem necessary."

5. To approve issuance of Employee Stock Options to the Employees of the Subsidiaries of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 and the applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (the **"Act"**), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, , such approval(s), consents, permissions and/or sanctions as may be required from appropriate regulatory authorities/institutions and subject to such terms and conditions as may be prescribed/imposed by such authorities/institutions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") as constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution) to grant, offer and issue employee stock options to subscribe to the Equity Shares of the Company (hereinafter referred to as ICFSP Employee Stock Options Scheme (**"ESOP Scheme"**) the aggregate of which together with those granted to the employees of the Company shall not exceed 5,44,440 employee stock options, to the benefit of Employees of the Subsidiaries company(ies) of the Company (hereinafter referred to as **'Employees'** or **'said Employees'**), at such price, on such terms and conditions and in such tranches as may be determined by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this Resolution, which are hereby approved by the Members or any amendment or modification thereof, the Board be and is hereby authorised to institute and implement the ESOP as per the Scheme hereby specifically approved by the Members with authority to the Board to modify the same in such manner as may be deemed fit

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

by the Board, detailing the terms for granting of stock options (including terms relating to eligibility of the said Employees under the ESOP Scheme), to determine, in its absolute discretion, as to when the said stock options are to be issued (or beneficial interest therein), the number of stock options to be issued in each tranche, the terms or combination of terms subject to which the said stock options are to be issued (including the combination of terms for stock options issued at various points of time), the manner in which the ESOP Scheme would be administered and implementing the ESOP Scheme, terms relating to specified time within which the said Employees should exercise his/her right, if any, to purchase the shares in the event of his/her termination or resignation or other events, terms relating to dividend on the shares to be issued and all such other terms as could be applicable to the offerings of similar nature.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and/or others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 5,44,440 employee stock options shall be suitably adjusted/increased.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid ESOP Scheme, shall in all respects rank pari passu inter se and shall also in all respects rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as it is required, the Company shall confirm to the applicable accounting policies, if any.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorized to make modifications in the said ESOP Scheme, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee, subject to the Act, be and is hereby authorised to settle all issues that may arise in relation to the formulation and implementation of the ESOP Scheme and to the issuance of the equity shares or beneficial interest therein (including to amend or modify any of the terms thereof) without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Nomination and Remuneration Committee be and is hereby authorised to do all such acts and execute all such documents, as it may in its absolute discretion deem necessary."

For InCred Capital Financial Services Private Limited.

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

**Sd/-
Varun Shah
Company Secretary
M. No: A28901**

**Date: September 8, 2021
Place: Mumbai**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY FOURTH ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent 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 Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. Further, the proxy holder shall carry a valid proof of identity at the AGM.

2. Members are requested to intimate change, if any, in their address to the Company at its registered office.
3. Proxy register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting. Inspection shall be allowed between 9.30 a.m. and 6.00 p.m.
4. The Members are requested to bring their copy of the Annual Report to the AGM.
5. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the AGM.
6. 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.
7. The Members/ Proxies should fill the Attendance Slip for attending the AGM.

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
9. All documents referred to in the AGM Notice are available for inspection at the registered office on any working day of the Company, between 9.30 a.m. and 6.00 p.m. from the date of dispatch of the Notice till the conclusion of AGM.
10. The Annual Report for the financial year ended March 31, 2021 containing inter-alia the directors' report, auditors' report and the audited financial statements (standalone and consolidated) are enclosed.
11. Members seeking any detailed information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
12. Route Map showing directions to reach to the venue of the 24th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings"

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

Item No. 04 & 05

As you are aware, the Company in the recent past has experienced tremendous growth and expansion. In its endeavour to reward the hard work and commitment of its employees and to make the Company a great place to work, the Company strives to provide compensation and benefits packages that truly reward the efforts of its employees and at the same time is competitive from a market perspective.

Accordingly, the Board of Directors of the Company ("**Board**") have approved and formulated the ESOP Scheme for employees of the Company including the employees of its Subsidiary companies ("**employees**") in accordance with Companies Act, 2013 and the applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (the "**Act**") with the objective of rewarding the Employees for building the value of the Company and for providing the employees a sense of ownership in the Company. Your Board at its meeting held on September 8, 2021 considers it appropriate to extend the ESOP Scheme to the employees of the Company and also its subsidiary companies, as may be decided by the Board or a Committee thereof, to motivate and retain the best talent.

In terms of the Rule 12(1) of the Companies (Share Capital and Debentures) Rules, 2014, no options can be offered to employees of the Company unless the existing Members approves ESOP Scheme by passing a Special Resolution in the general meeting and accordingly, the Resolution(s) at item no. 4 & 5, seek your approval to the issue of further equity shares under the ESOP Scheme to the Employees. The other details including the disclosures pursuant to the requirements of the Act are as under:

Total number of options to be granted	<p>A maximum of 5,44,440 employee stock options subject to adjustments as may be required due to any corporate action.</p> <p>Each option is convertible into/or equal to one equity share of the Company.</p>
Identification of classes of Employees entitled to participate in the ESOP 2021	<p>All permanent Employees of the Company, its subsidiary companies shall be eligible to participate in ESOP Scheme.</p> <p>An Employee(s) or Director(s) who is a promoter or belongs to the promoter or promoter group and any other entities/individuals specifically restrained under laws, rules, guidelines etc. applicable in this regard, shall not be eligible to participate in ESOP Scheme.</p> <p>Further, any Director of the Company who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company shall not be eligible to participate in ESOP Scheme</p>

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

Requirements of vesting and period of vesting	Requirements of Vesting For the purpose of Vesting, the person should be an Employee, on the day of Vesting as per ESOP Scheme. The Board of Directors / Nomination and Remuneration Committee lay down certain factors on the basis of which the options granted would vest. The detailed terms and conditions relating to such vesting, the period over which and the proportion in which the stock options granted would vest, will be specified in the stock option grant documents (subject to the minimum and maximum vesting period as specified below). Period & Proportion of Vesting Vesting of option granted under ESOP Scheme shall be on such date(s) and in such proportion as may be determined by the Nomination and Remuneration Committee as on the date of grant of the option in question. However, such options, shall vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an option.
Maximum period within which the options shall be vested	The maximum period within which the options shall be Vested is 5 (five) years from the date of grant of option
Exercise Price, pricing formula	The options can be exercised at any of the following price (which shall not be less than book value) as may be determined in respect of each grant under ESOP Scheme: (i) Market Price / Fair Value or (ii) Such price as may be determined by the Nomination and Remuneration Committee. Market Price/Fair Value shall be as determined by the method which the Board of Directors / Nomination and Remuneration Committee may approve in accordance with applicable accounting standards.
Exercise period and process of exercise. Lock-in period	The options shall be capable of being exercised within a period of 10 (Ten) years from the date of grant of respective options.
Appraisal process for determining the eligibility of Employees to the	The appraisal process as may be determined by the board of directors in accordance with ESOP Scheme shall broadly include following parameters for evaluating the eligibility of the Employees

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

ESOP 2021	<p>for the grant of options:</p> <ol style="list-style-type: none"> 1. Length of service, 2. Professional qualification(s), 3. Role/criticality of the employee, 4. Performance during his tenure with the Company, 5. Special achievements during his tenure, 6. Contribution of employee to the growth of the Company, <p>Other factors proving the eligibility of the Employee for grant of options.</p>
Maximum number of options to be offered to each Employee/Director	No Employee shall be granted, in any fiscal year of the Company, options aggregating to more than 1% of the outstanding issued share capital as on the date of grant, (excluding outstanding options and conversions). Notwithstanding the foregoing, pursuant to a specific Special Resolution passed by the Members of the Company in General Meeting, the Nomination and Remuneration Committee may grant to the Employee(s) mentioned in such Special Resolution, options aggregating to shares exceeding 1% of the outstanding issued share capital as on the date of the grant (excluding outstanding options and conversions).
Method which the Company shall use to value its option (whether fair value or intrinsic value)	The Company shall be using the intrinsic value method or such other method as may be permissible under the Act.
Conditions under which options vested with the employees may lapse	Vested options shall be lapsed on expiry of the exercise period, resignation and on such terms and conditions as per the approved ESOP Scheme and as may determined by the board of directors / nomination and remuneration committee
Specified time period within which the employees shall exercise the vested option in the event of proposed termination or resignation of the employee	Shall be as per the approved ESOP Scheme

The Company shall comply with accounting policies and standards as may be applicable to the Company from time to time.

The stock options to be granted under the ESOP Scheme shall not be treated as an offer or invitation made to public for subscription to the securities of the Company.

The Board recommends the resolutions as set out at Item No.4 and 5 of this notice to the members for their consideration and approval, by way of Special Resolution.

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

None of the Directors or KMPs of the Company is, in any way, concerned or interested in the Resolution(s) except to the extent of stock options that may be offered to them under the ESOP Scheme and to the extent of their shareholding in the Company.

For InCred Capital Financial Services Private Limited.

**Sd/-
Varun Shah
Company Secretary
M. No: A28901**

**Date: September 8, 2021
Place: Mumbai**

ATTENDANCE SLIP

24th ANNUAL GENERAL MEETING, THURSDAY, SEPTEMBER 30, 2021 AT 11:00 AM

Folio No.	
No. of Shares	

Name & Address of Shareholder / Proxy holder: _____

No. of Shares held: _____

I hereby record my presence at the 24th Annual General Meeting of the Company on Thursday, September 30, 2021 at 11:00 a.m. at Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051.

Member's / Proxy's Signature

NOTES:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- (2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

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	U67120MH1996PTC355036
Name of the company	InCred Capital Financial Services Private Limited
Registered office	Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051.

Name of the member(s)	
Registered address	
Email Id	
Folio No.	

I/We _____ being a Member/Members of _____ shares of InCred Capital Financial Services Private Limited hereby appoint

Name- _____
Address- _____
Email ID- _____
Signature- _____

as my /our proxy to attend for me / us and on my / our behalf at the 24th Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 11:00 am at the registered office of the company at Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

SR. No.	Ordinary Business	For*	Against*
1	To consider and adopt the Annual Audited Standalone Financial Statements of the Company for the year ended March 31, 2021 including the Reports of the Board of Directors and Auditors thereon.		
2.	To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021 including the Reports of the Auditors thereon.		

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

3.	Appointment of Statutory Auditor for a period of 5 years		
	Special Business		
4.	To approve issuance of Employee Stock Options to the Employees of the Company		
5.	To approve issuance of Employee Stock Options to the Employees of the Subsidiaries of the Company		

Signed this _____ day of _____ 2021

Signature of Member _____

Signature of proxy holder _____

Affix Re.1/-
Revenue
Stamp

Note:

- 1. The proxy form should be signed by the member across the stamp.*
- 2. A member intending to appoint a proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.*
- 3. *It is optional to put "X" in the appropriate column against the resolution indicated in the box.*

InCred Capital Financial Services Private Limited

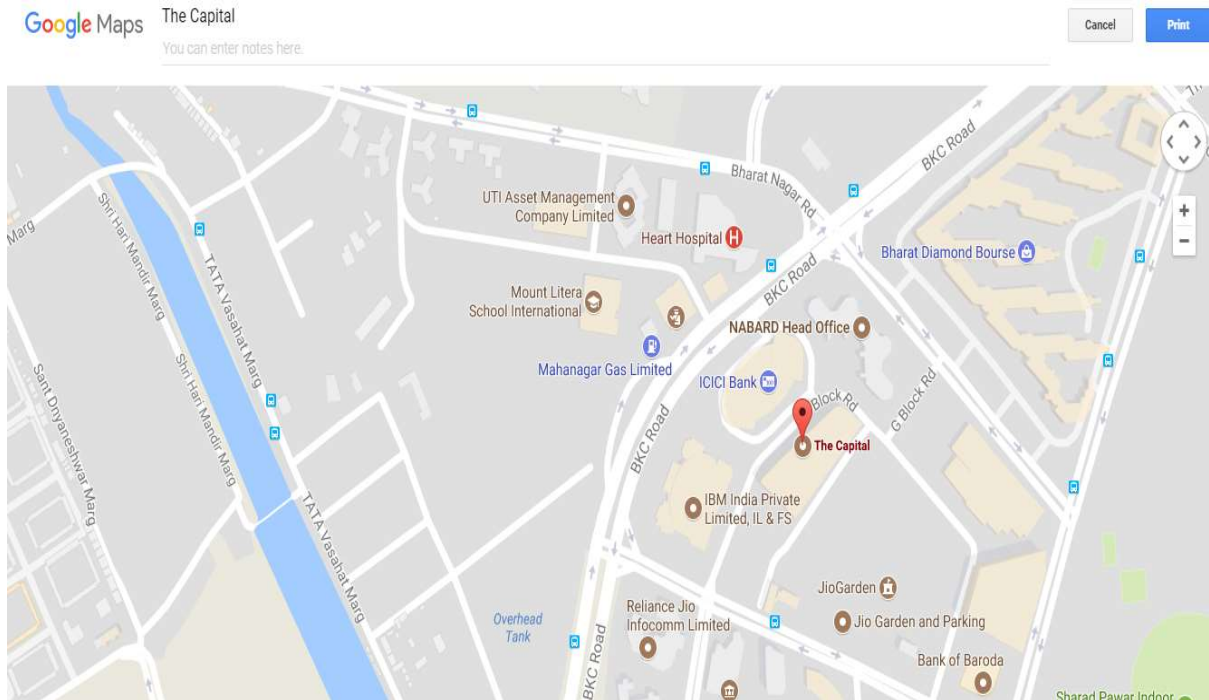
(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING



- **InCred Capital Financial Services Private Limited**
Unit No. 1203, 12th floor, B Wing, The Capital Plot No. C - 70, G Block, BKC Mumbai 400051.

InCred Capital Financial Services Private Limited

(Formerly Proud Securities and Credits Private Limited)

Registered and Corporate Office: Unit No. 1203, 12th floor, B Wing, The Capital, Plot No. C - 70, G Block, Bandra - Kurla Complex, Bandra East, Mumbai - 400 051

CIN: U67120MH1996PTC355036

www.incredcapital.com | proud@incred.com | 022 68446100