NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INCRED CAPITAL FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS INCRED CAPITAL FINANCIAL SERVICES PRIVATE LIMITED) WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026 AT 02:00 P.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 and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Venkatesh Vishwanathan (DIN: 08032824), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Vikram Sundarlal Agarwal (DIN: 08113532), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **APPROVE ISSUANCE OF SECURED NON-CONVERTIBLE DEBENTURES ("NCDs") ON PRIVATE PLACEMENT BASIS**

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

"**RESOLVED THAT,** in supersession to earlier resolution passed on September 30, 2025, (i) pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include Finance Committee or any Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) of the Company to issue, offer and allot upto such number of Secured Non-Convertible Debentures ("NCDs"), under private placement in one or more modes or combinations thereof and in one or more series or tranches, to such eligible person(s), on such terms and conditions as the Board of Directors may determine and think fit, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed INR 2500 Crores (Rupees Two Thousand Five Hundred Crores only) within the overall borrowing limits of the Company;

RESOLVED FURTHER THAT subject to and in accordance with the provisions of the Act, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company Ms. Nikita Shetty or Mr. Monil Kothari be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution but not limited to filing of necessary e-form with the Registrar of Companies and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT a certified true copy of the resolutions signed by any Director / Company Secretary of the Company be provided to the stakeholders and to anyone concerned or interested in the matter."

5. **SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- EACH TO INR 1/- EACH**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, the provisions of the Shareholders' Agreement entered into by the Company and its shareholders, as amended from time to time ("SHA"), and subject to the provisions of the Memorandum and Articles of Association of the Company, and such approvals as may be required, consent of the members of the Company be and is hereby accorded for the sub-division/split of each existing Equity Share of the Company having a face value of INR 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares having a face value of INR 1/- (Rupee One only) each, ranking pari passu in all respects with the existing Equity Shares of the Company."

RESOLVED FURTHER THAT upon such sub-division, every existing Equity Share of the Company having a face value of INR 10/- each held by the members of the Company shall stand sub-divided into 10 (Ten) Equity Shares of INR 1/- each, without any change in the aggregate paid-up share capital of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered to the extent necessary to reflect the revised face value and number of Equity Shares consequent upon the aforesaid sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and writings as may be necessary, desirable or expedient to give effect to this resolution, including making the necessary filings with the Registrar of Companies and other statutory/regulatory authorities."

For InCred Capital Financial Services Limited
(Formerly known as InCred Capital Financial Services Private Limited)

Sd/-

Kunal Sharma
Company Secretary
Membership No:. A67452

Date: September 08, 2026
Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY NINTH 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. 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.

5. 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.

6. The Members/ Proxies should fill the Attendance Slip for attending the AGM.

7. 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.

8. 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.

9. The Annual Report for the financial year ended March 31, 2026, containing inter-alia the directors' report, auditors' report, and the audited financial statements (standalone and consolidated) are enclosed.

10. 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.

11. Route Map showing directions to reach to the venue of the 29th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings

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

As required by Section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice and should be taken as forming part of it.

ITEM NO. 04

Members are requested to note that considering the growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company at their meeting held on September 7, 2026 subject to the approval of the Members of the Company, accorded their approval to Issue, offer and allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year commencing from the date of passing of the Special Resolution set out at Item No. 7 of the AGM Notice, does not exceed INR 2500 crores (Indian Rupees Two Thousand Five Hundred Crores only).

Members are requested to note that, in terms of Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no company can make an offer or invitation to subscribe to securities (including Non-Convertible Debentures – NCDs) through private placement unless such proposal has been previously approved by the Members by way of a Special Resolution. Further, in the case of an offer or invitation to subscribe to NCDs, it shall suffice if the Company obtains such approval once in a year for all the offers or invitations to subscribe to NCDs during that year.

Accordingly, approval of the Members is sought, pursuant to Section 42 of the Act read with Rule 14 of the aforesaid Rules, for creation, invitation, offer, issue, and allotment of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of NCDs issued during a period of one year from the date of passing of the Special Resolution at Item No. 4 of the AGM Notice shall not exceed INR 2500 Crores (INR Two Thousand Five Hundred Crores only), within the overall borrowing limits of the Company.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs, and they are requested to authorize the Board (including any Committee thereof, such as the Finance Committee, or such other Committee as the Board may delegate) to issue such NCDs during the year on a private placement basis, up to an aggregate amount of INR 2500 Crores (INR Two Thousand Five Hundred Crores only), in one or more tranches, as stipulated above

The Board recommends the proposed resolution set out in Item No. 4 for the approval of members by way of special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution.

ITEM NO. 5

The Company proposes to sub-divide/split each existing Equity Share having a face value of INR 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares having a face value of INR 1/- (Rupee One only) each, subject to the approval of the Members and such other approvals as may be required.

The proposed sub-division is intended to facilitate greater flexibility in the Company's capital structure, while having no impact on the aggregate paid-up share capital of the Company. The rights attached to the Equity Shares, including voting rights, dividend entitlement and all other rights, shall remain unchanged and unaffected by the proposed sub-division of the Equity Shares.

Pursuant to Section 61(1)(d) of the Companies Act, 2013, a company may, if so authorised by its Articles of Association, alter the conditions of its Memorandum so as to consolidate and divide all or any of its share capital into shares of a smaller amount than is fixed by the Memorandum, subject to the applicable provisions of the Act. Accordingly, the Articles of Association of the Company contain the requisite authorisation for undertaking such sub-division of the share capital.

Upon the sub-division, every 1 (one) existing Equity Share of INR 10/- each shall be converted into 10 (ten) Equity Shares of INR 1/- each. Accordingly, the number of Equity Shares comprising the issued, subscribed and paid-up share capital of the Company shall increase proportionately, while the aggregate amount of such share capital shall remain unchanged.

The Board of Directors, at its meeting held on September 7, 2026, considered and approved the proposal for sub-division of the Equity Shares, subject to the approval of the Members and other applicable approvals.

The Board recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors
For InCred Capital Financial Services Limited
(Formerly known as InCred Capital Financial Services Private Limited)

Sd/-

Kunal Sharma
Company Secretary
Membership No:. A67452

Date: September 08, 2026
Place: Mumbai

ATTENDANCE SLIP

29th ANNUAL GENERAL MEETING, WEDNESDAY, SEPTEMBER 30, 2026, AT 02:00 PM

Folio No.	
No. of Shares	

Name & Address of Shareholder / Proxy holder:__________________________________

No. of Shares held:______________________________

I hereby record my presence at the 29th Annual General Meeting of the Company on Wednesday, September 30, 2026, at 02:00 p.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.

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	U67120MH1996PLC355036
Name of the Company	InCred Capital Financial Services Limited (formerly known as 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 InCred Capital Financial Services Limited hereby appoint (Name) -__________________________
Address-____
Email ID- ____
Signature- ____

as my /our proxy to attend for me / us and on my / our behalf at the 29th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026 at 02:00 P.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 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 and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Venkatesh Vishwanathan (DIN: 08032824), who retires by rotation and being eligible, offers himself for re-appointment.		

3.	To appoint a Director in place of Mr. Vikram Sundarlal Agarwal (DIN: 08113532),, who retires by rotation and being eligible, offers himself for re-appointment.		
	Special Business		
4.	To approve issuance of secured Non-Convertible Debentures ("NCDS") on private placement basis		
5.	To approve sub-division of equity shares from face value of INR 10/- each to INR 1/- each		

Signed this______day of____________________2026

Affix Re.1/- Revenue Stamp

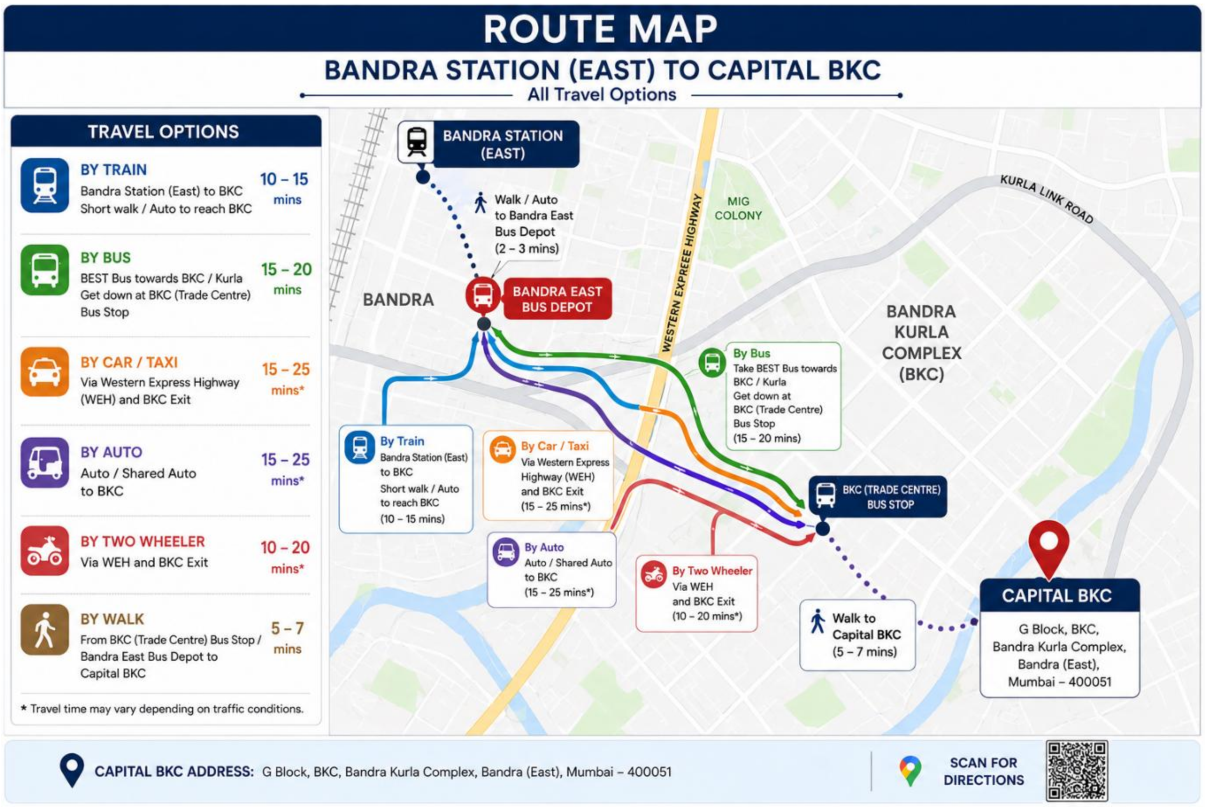
______________________ ______________________

Signature of Member Signature of proxy holder

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.*

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING



- **InCred Capital Financial Services Limited**

  Address: Unit No. 1203, 12th floor, B Wing, The Capital Plot No. C - 70, G Block, BKC Mumbai 400051.