

**NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF INCRED PRIME FINANCE LIMITED (FORMERLY "INCRED FINANCIAL SERVICES LIMITED") ("THE COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022, AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 1203, 12<sup>TH</sup> FLOOR, B WING, THE CAPITAL, PLOT NO. C - 70, G BLOCK, BKC MUMBAI - 400051 TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

1. To consider and adopt the audited standalone financial statements of the Company, together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022 and audited consolidated financial statements of the Company together with the report of the thereon for the financial year ended March 31, 2022.
2. To appoint director in place of Mr. Bhupinder Singh (DIN: 07342318), who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve, confirm and ratify the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI') ('RBI Guidelines'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable regulatory provisions, if any, the Company hereby appoints M/s. Shinde Nayak and Associated, Chartered Accountants (ICAI Firm Registration No. 119906W) as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of appointed M/s S.R. Batliboi & Associates LLP, Chartered Accountant (FRN 101049W/E300004), to hold office from September 1, 2022, till the conclusion of this 30<sup>th</sup> Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby approved, confirmed and ratified.

4. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), M/s Shinde Nayak & Associates, Chartered Accountant (FRN 119906W) be and are hereby appointed as the Statutory Auditors of the Company for a term of three consecutive years from the conclusion of this 30<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 33<sup>rd</sup> AGM to be held in the year 2025, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**By Order of the Board of Directors**

**For InCred Prime Finance Limited**

**Date: September 8, 2022**  
**Place: Mumbai**

**sd/-**  
**Krishi Jain**  
**Company Secretary**

**NOTES:**

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTIETH 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.
3. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
4. Proxies 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 5.00 p.m. from the date of dispatch of the Notice till the date of the meeting.
5. The Members are requested to bring their copy of the Annual Report to the AGM.
6. 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.
7. 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.
8. The Members/ Proxies/Authorised Representative(s) should bring the enclosed Attendance Slip, duly filled in, for attending the AGM.
9. 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
10. 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 5.00 p.m. from the date of dispatch of the Notice till the conclusion of AGM.
11. Additional information of Directors seeking ~~appointment~~/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to the Notice.
12. Members seeking any detailed information with regard to accounts are requested to write to the Company at least 5 days before the date of AGM so as to enable the management to keep the information ready.
13. Route Map showing directions to reach to the venue of the 30th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meetings."

**INCRED PRIME FINANCE LIMITED**

(Formerly known as InCred Financial Services Limited)

Registered & Corporate Office:

Unit No. 1203, 12th floor, B wing, The Capital, Plot No C-70, G Block, Bandra Kurla Complex, Mumbai, Maharashtra, India, 400051

CIN: U74899MH1991PLC340312 | Email: care@incred.com | Contact: 1800-102-2192 | Website: www.incredprimefinance.com

**ANNEXURE TO THE NOTICE**

**Explanatory Statement**

**(Statement under Section 102 of the Companies Act, 2013)**

**Item No. 3 & 4**

The Composite Scheme of Amalgamation and Arrangement among Bee Finance Limited, InCred Holdings Limited (erstwhile known as KKR Capital Markets India Limited), InCred Financial Services Limited (erstwhile known as KKR India Financial Services Limited), InCred Prime Finance Limited (erstwhile known as InCred Financial Services Limited) and their respective shareholders ("Scheme") was approved by the National Company Law Tribunal on May 6, 2022, and the Scheme was made effective on July 26, 2022.

Pursuant to the Scheme becoming effective, M/s S.R. Batliboi & Associates LLP, Chartered Accountants have been appointed as the Statutory Auditors of InCred Financial Services Limited and accordingly, they have resigned as Statutory Auditors of the Company w.e.f August 3, 2022. M/s S.R. Batliboi & Associates LLP, Chartered Accountants tendered their resignation as the Auditors of the Company with effect from August 3, 2022.

The Members of the Company at their 29<sup>th</sup> Annual General Meeting ("AGM") had appointed M/s S.R. Batliboi & Associates LLP, Chartered Accountant (FRN 101049W/E300004) ("SRB"), as the Statutory Auditors of the Company for 3 years i.e. from the conclusion of the 29<sup>th</sup> AGM till the 32<sup>nd</sup> AGM.

The Board of Directors vide resolution dated September 1, 2022 approved and recommended the appointment of M/s Shinde Nayak & Associates, Chartered Accountant (FRN 119906W) as the Statutory Auditors of the Company from the date of approval granted by the Board of Directors i.e. September 1, 2022 till the conclusion of the 30<sup>th</sup> Annual General Meeting ("AGM"), to fill the casual vacancy occurred due to resignation of SRB and thereafter to hold the office as the Statutory Auditors of the Company for a period of three consecutive years from the conclusion of the 30<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> AGM.

Further, pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Guidelines for Statutory Central Auditors /Statutory Auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India ("RBI") dated April 27, 2021, M/s Shinde Nayak & Associates, Chartered Accountant have provided confirmation with respect to their eligibility to be appointed as the Statutory Auditors of the Company.

In the opinion of the Board, M/s Shinde Nayak & Associates, Chartered Accountant possess the relevant expertise and experience which is commensurate with the size and requirements of the Company and accordingly recommends the Ordinary Resolution set forth in in item no.3 & 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

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**Additional information of Directors seeking appointment/re-appointment at the Thirtieth Annual General Meeting pursuant to SS-2:**

<b>Name of the Director</b>	<b>Mr. Bhupinder Singh (DIN: 07342318)</b>
<b>Date of Birth/age</b>	14/11/1974
<b>Qualifications</b>	Graduate Diploma in Management (PGDM) from IIM Ahmedabad
<b>Date of appointment on the Board</b>	13/12/2016
<b>Remuneration last Drawn (FY-2021-22) (Amount in Rs.)</b>	INR 3,72,02,896/-. However, he has been re-designated as Non- Executive Director w.e.f. July 26, 2022.
<b>Experience/Brief Profile</b>	<p>Mr. Bhupinder Singh, Whole-time Director &amp; CEO is the Founder of the Incred Group. Prior to the InCred, he co-headed the Investment Banking and Securities division of Deutsche Bank for the Asia Pacific region with a USD 3 billion top line. In this role, he managed the Bank's Fixed Income, Equities and Investment Banking divisions.</p> <p>He was also the head of the Corporate Finance division for Deutsche Bank in the Asia Pacific region managing the bank's corporate coverage, investment banking, capital markets, advisory and treasury solutions businesses. Before his long stint with Deutsche Bank, he was part of the investment banking teams of Jardine Fleming and DSP Merrill Lynch in Mumbai. His professional odyssey has spanned across two decades in the financial services sector, with more than 7 years in running and supervising Indian businesses. He holds a Post Graduate Diploma in Management (PGDM) from IIM Ahmedabad.</p>
<b>Terms and conditions of appointment /re-appointment</b>	Liable to retire by rotation
<b>Directorship held in other Companies (excluding foreign companies) as on date</b>	<ol style="list-style-type: none"> <li>1. InCred Financial Services Limited</li> <li>2. InCred Holdings Limited</li> <li>3. InCred AI. Limited</li> <li>4. InCred Capital Financial Services Private Limited</li> <li>5. Incred Management and Technology Services Private Limited</li> <li>6. Booth Fintech Private Limited</li> <li>7. InCred Wealth Private Limited</li> <li>8. InCred Wealth and Investment Services Private Limited</li> <li>9. mValu Technology Services Private Limited</li> </ol>
<b>Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)</b>	<p><b>InCred Financial Services Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> <li>• Risk Management Committee</li> <li>• Stakeholders' Relationship Committee</li> </ul> <p><b>InCred Prime Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>

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<b>Name of the Director</b>	<b>Mr. Bhupinder Singh (DIN: 07342318)</b>
	<ul style="list-style-type: none"><li>Nomination &amp; Remuneration Committee</li></ul> <b>InCred Holdings Limited</b> <ul style="list-style-type: none"><li>Nomination &amp; Remuneration Committee</li></ul>
<b>Shareholding in the Company (Equity)</b>	28.70%. The same includes Mr. Singh's, direct and indirect shareholding.
<b>Relationship with other Directors/ Manager / Key Managerial Personnel</b>	None
<b>No. of Board meetings attended during the FY2021-22</b>	Sixteen out of eighteen

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**Form No. 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]**

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. /Client ID:	DP ID:

I/We, being the member(s) of .....shares of the above-named company hereby appoint:

Name:	E-mail Id:
Address:	
Signature....., or failing him/her	
Name:	E-mail Id:
Address:	
Signature....., or failing him/her	
Name:	E-mail Id:
Address:	
Signature....., or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, September 30, 2022 at 12:00 P.M. at the registered office of the Company situated at Unit No. 1203, 12th floor, B Wing, The Capital Plot No. C - 70, G Block, BKC Mumbai 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution(s)	Vote	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1.	To consider and adopt the audited standalone financial statements of the Company, together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022, and audited consolidated financial statements of the Company together with the report of the thereon for the financial year ended March 31, 2022.		
2.	To appoint director in place of Mr. Bhupinder Singh (DIN: 07342318) (DIN: 02363239), who retires by rotation and being eligible, offers himself for re-appointment.		

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Sr. No.	Resolution(s)	Vote	
		For	Against
3.	To approve, confirm and ratify the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation.		
4.	To appoint Statutory Auditors and fix their remuneration and in this regard		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_ .....

Signature of Shareholder

Affix Revenue Stamp of Re. 1

.....  
Signature of first Proxy Holder  
Proxy holder

.....  
Signature of second Proxy Holder

.....  
Signature of Third

**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.**

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**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING – FRIDAY, SEPTEMBER 30, 2022 AT 12:00 P.M.**

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Folio No: .....

DP ID & Client ID: .....

Name: .....

Address: .....

**I certify that I am a registered member/proxy for the registered member of the Company.**

I hereby record my presence at the Thirtieth Annual General Meeting of the Members of InCred Prime Finance Limited to be held on Friday, September 30, 2022 at 12:00 P.M. at the registered office of the company situated at Unit No. 1203, 12<sup>th</sup> floor, B Wing, The Capital Plot No. C - 70, G Block, BKC Mumbai 400051.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

**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.

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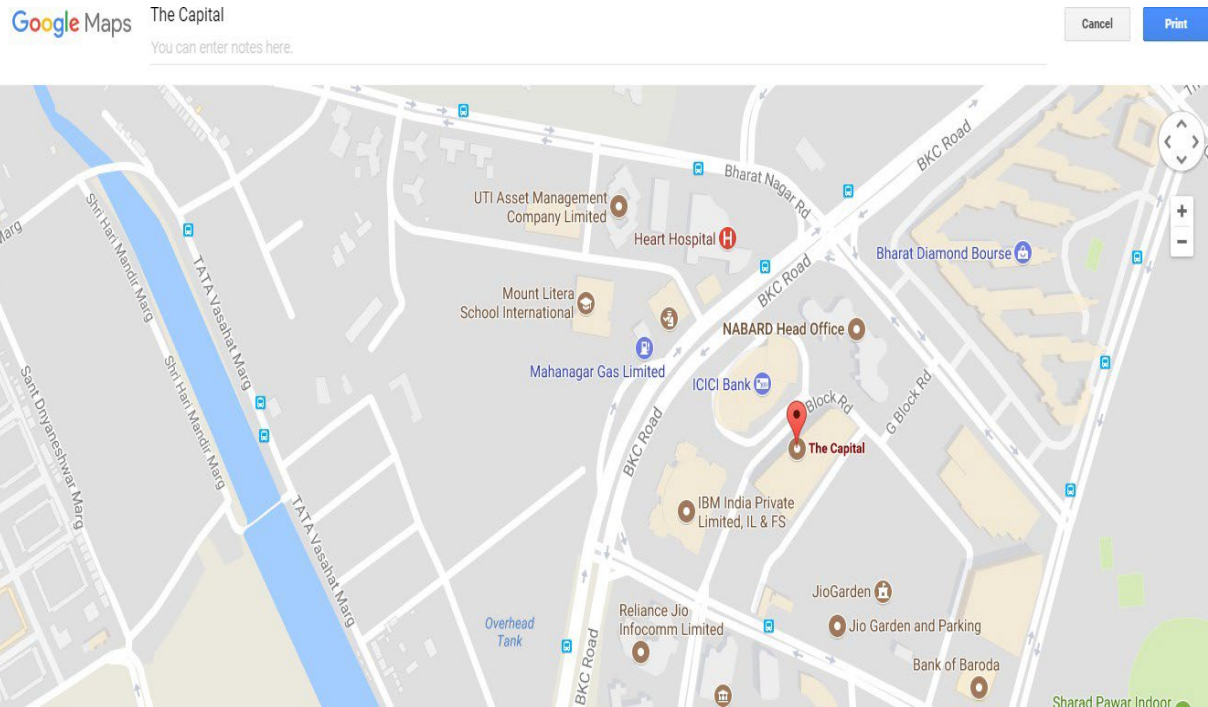
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### Route Map for venue of Annual General Meeting



o **InCred Prime Finance Limited**

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