

# INCRED FINANCIAL SERVICES LIMITED

**InCred!**  
Borrow. With Confidence.

**Corporate Office and Registered Office:**

**Unit 1203, 12th Floor, B wing, The Capital, Plot no C-70, G Block, Bandra Kurla Complex, Mumbai, India, 400051**  
**CIN: U74899MH1991PLC340312 | Email: incred.compliance@incred.com | Contact: 022- 68446100 | Website-www.incred.com**

**Form No. CAA. 2**

[Pursuant to Section 230(3) and rule 6 and rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH, AT MUMBAI  
COMPANY SCHEME APPLICATION NO. C.A(CAA)/222/MB-V/2021**

In the matter of the Companies Act, 2013;

And

In the matter of the Companies Act, 2013 (18 of 2013) and Sections 230-232 of the Companies Act, 2013 read with Sections 66 and 234 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Composite Scheme of Amalgamation and Arrangement among Bee Finance Limited (Transferor Company), KKR Capital Markets India Private Limited ("Applicant Company No.1" or "Transferee Company"), InCred Financial Services Limited ("Applicant Company No.2" or "Demerged Company"), KKR India Financial Services Limited ("Applicant Company no.3" or "Resulting Company") and their respective shareholders.

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## **Notice and Advertisement of the Tribunal Convened Meetings of the Equity Shareholders, Preference Shareholders and Secured Creditors (including secured non-convertible debenture holders) of the Applicant Company No. 2 / Demerged Company**

Notice is hereby given that by an order dated November 10, 2021, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("Tribunal") has directed the meetings of the Equity Shareholders, Preference Shareholders and Secured Creditors (including secured non-convertible debenture holders) of the Applicant Company No.2 be held for the purpose of considering, and if thought fit, approving the Composite Scheme of Amalgamation and Arrangement among Bee Finance Limited, KKR Capital Markets India Private Limited, InCred Financial Services Limited, KKR India Financial Services Limited and their respective shareholders under Sections 230 to 232 read with Sections 66 and 234 of the Companies Act, 2013. ("Scheme").

In pursuance of the said order, and as directed therein, notice of the meetings along with corresponding annexures will be sent to Equity Shareholders, Preference Shareholders and Secured Creditors by e-mail at their registered e-mail addresses with the Applicant Company No.2. Further, in pursuance of the said order, Notice is hereby given that the meetings of the Equity Shareholders, Preference Shareholders and Secured Creditors of the Applicant Company No.2 will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") mode, as physical meeting would not be possible in view of the ongoing COVID-19 pandemic and related social distancing norms, following the operating procedures (with requisite modifications as may be required) referred to in Circular No.14/2020 dated April 8, 2020 read with Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and No.10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India and in compliance with the applicable laws including circulars issued by the Securities and Exchange Board of India, will be held as under, and the Equity Shareholders, Preference Shareholders and Secured Creditors (as the case may be) are requested to attend.

Sr.No.	Meetings	Date of Meetings	Time
1	Equity Shareholders of the Applicant Company No.2	Wednesday, December 15, 2021	02:00 p.m. (IST)
2	Preference Shareholders of the Applicant Company No.2		03:30 p.m. (IST)
3	Secured Creditors (including secured non-convertible debenture holders) of the Applicant Company No.2		04:30 p.m. (IST)

Copies of the Scheme and the explanatory statement under Sections 230 and 232 read with Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and accompanying documents can be also accessed/downloaded from the website of the Applicant Company No.2, i.e., <https://www.incred.com/>, on the website of BSE Limited, i.e. <https://www.bseindia.com/> (in respect of secured creditors meeting) and on the website of NSDL, i.e. <https://www.evoting.nsdl.com/> and can also be obtained free of charge at the registered office of the Applicant Company No.2. A written request in this regard may be addressed to the Company Secretary of the Applicant Company No.2 at [incred.compliance@incred.com](mailto:incred.compliance@incred.com).

Since these meetings of the Equity Shareholders, Preference Shareholders and Secured Creditors (as the case may be) of the Applicant Company No. 2 are being held as per the directions of the NCLT through VC/OAVM facility, the physical attendance of Equity Shareholders, Preference Shareholders and Secured Creditors (as the case may be) has been dispensed with. Hence, please note that the facility of appointing proxy(ies) by Equity Shareholders, Preference Shareholders and Secured Creditors (as the case may be) will not be available. However, a body corporate is entitled to appoint a representative for the purposes of participating and/or voting during the respective meetings.

The Hon'ble Tribunal has appointed Mr. Bhupinder Singh, Whole Time Director and Chief Executive Officer of the Applicant Company No.2, failing him, Mr. Vivek Bansal, Whole Time Director and Chief Financial Officer of the Applicant Company No.2, to be the Chairperson of the meetings of the Equity Shareholders, Preference Shareholders and Secured Creditors for the Applicant Company No.2.

The Hon'ble Tribunal has appointed Ms. Deepti Joshi, a Practicing Company Secretary having Membership Number: FCS – 9139 and CP – 10768 of M/s. Joshi Pahade & Associates, failing her, Mr. Nilesh Shah, a Practicing Company Secretary having Membership Number: FCS – 4554 and CP – 2631, of M/s Nilesh Shah & Associates, to be the Scrutinizer of the meetings of the Equity Shareholders, Preference Shareholders and Secured Creditors for the Applicant Company No.2.

Person entitled to attend and vote at the aforesaid meetings may vote through remote e-voting to cast their respective votes prior to the date of the meeting or e-voting at the respective meeting. The cut-off date for the remote e-voting and time period for the remote e-voting of the aforesaid meetings are as under:

Equity Shareholders meeting	
Cut-off Date	Wednesday, December 8, 2021
Remote e-voting start date and time	Saturday, December 11, 2021   11:00 a.m. (Indian Standard Time)
Remote e-voting end date and time	Tuesday, December 14, 2021   5:00 p.m. (Indian Standard Time)
Preference Shareholders meeting	
Cut-off Date	Wednesday, December 8, 2021
Remote e-voting start date and time	Saturday, December 11, 2021   11:00 a.m. (Indian Standard Time)
Remote e-voting end date and time	Tuesday, December 14, 2021   5:00 p.m. (Indian Standard Time)
Secured Creditors (including secured non-convertible debenture holders) meeting	
Cut-off Date	Tuesday, August 31, 2021
Remote e-voting start date and time	Saturday, December 11, 2021   11:00 a.m. (Indian Standard Time)
Remote e-voting end date and time	Tuesday, December 14, 2021   5:00 p.m. (Indian Standard Time)

The facility for voting shall also be made available to those who attend the Meeting and who have not already cast their vote by remote e-voting from the start of the meeting up to 15 minutes after the conclusion of the meeting. An equity shareholder or preference shareholder or secured creditor may participate at the Meeting even after exercising her/ his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

An equity shareholder or preference shareholder (as the case may be) whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Wednesday, December 8, 2021, only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the notice and attend the meeting of equity shareholders and preference shareholders (as the case may be). The voting right of equity shareholder or preference shareholder (as the case may be) shall be in proportion to their share in the paid-up equity share capital or preference share capital (as the case may be) of the Applicant Company No.2 as on the cut-off date i.e., Wednesday, December 8, 2021.

Equity and preference shareholders holding shares in physical mode: (i) whose email address is not registered with the Applicant Company No.2, can get their email address registered; or (ii) who may want to change their email ID registered with the Applicant Company No.2, can get the same done; by sending an email to [incred.compliance@incred.com](mailto:incred.compliance@incred.com).

Equity and preference shareholders holding shares in dematerialized mode, who have not registered their email addresses with their depository participant(s) are requested to register/update their email addresses with the depository participant(s) with whom they maintain their demat accounts.

Any person, who becomes an equity and preference shareholder of the Applicant Company No.2 after the date of dispatch of notice and holds shares as on the cut-off date (as specified above), can send a requisition quoting her/his Regd. Folio No. / DP ID / Client ID to get his / her login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Secured creditors (including secured non-convertible debenture holders), whose name appears in the list of secured creditors as on the cut-off date i.e., Tuesday, August 31, 2021 only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the notice and attend the meeting. The voting rights of the secured creditors shall be in proportion to the outstanding amount due to such secured creditors by the Applicant Company No.2 as appearing in the list of secured creditors as on the Cut-off Date, i.e., Tuesday, August 31, 2021.

Queries / grievances, if any, with regard to remote e-voting, may be addressed to Mr. Gajendra Thakur, Company Secretary at the registered office address of the Applicant Company No.2 or through email at [incred.compliance@incred.com](mailto:incred.compliance@incred.com) or you may refer the Frequently Asked Questions (FAQs) for equity shareholders, preference shareholders and secured creditors and e-voting user manual is available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The Scheme, if approved by the Equity Shareholders, Preference Shareholders and Secured Creditors of the Applicant Company No.2, will be subject to the subsequent approval of the Hon'ble Tribunal and any other regulatory authority as may be deemed necessary.

**Dated this 13th day of November, 2021**

**Place: Mumbai**

**Sd/-**

**Mr. Bhupinder Singh**

**DIN: 07342318**

Chairperson appointed for the meeting of equity shareholders, preference shareholders and secured creditors of Applicant Company No.2