

Notice of Annual General Meeting (AGM)

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIKSIT CAPITAL PRIVATE LIMITED (FORMERLY KNOWN AS IREP CREDIT CAPITAL PRIVATE LIMITED) (“COMPANY”) WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, MAY 8, 2026 AT 12.00 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon:

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

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

ITEM NO. 2. TO CONSIDER AND APPROVE THE APPOINTMENT OF VISHWANATH VITTAL SHENOY (DIN: 07561455) AS AN INDEPENDENT DIRECTOR 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 the provisions of Section 149(6), 150, 152, 161, Schedule IV, and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable RBI directions / guidelines, the Articles of Association of the Company, Mr. Vishwanath Vittal Shenoy (DIN: 07561455), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 20, 2026, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of five consecutive years, i.e. from April 20, 2026 to April 19, 2031 and that he shall not be liable to retire by rotation.

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CIN: U51909MH1996PTC140269
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Maharashtra

RESOLVED FURTHER THAT the following documents furnished by Mr. Vishwanath Vittal Shenoy, be and are hereby taken on record by the shareholders: (i) his consent letter in Form DIR-2 to act as director of the Company; (ii) his declaration of independence as specified in Section 149(6) of the Act; (iii) his declaration regarding non-disqualification in Form DIR-8; and (iv) his notice of interest in Form MBP-1.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorized to file necessary forms (including form DIR-12) with the governmental authorities including without limitation with the Registrar of Companies, make entries in the statutory registers (including the register of directors) in connection with this appointment, and to take all necessary actions and to generally do any or all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental thereto to give effect to this and the above Resolutions and steps in this regard.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the certified true copies of this Resolution to all concerned parties and relevant statutory authorities (if any).”

By Order of the Board of Directors

**VIKSIT CAPITAL PRIVATE LIMITED
(FORMERLY KNOWN AS IREP CREDIT CAPITAL PRIVATE LIMITED)**

Name: Deepali Kandade
Designation: Company Secretary
ACS 19760

Date: May 6, 2026
Place: Mumbai

Registered Office: 22nd Floor, Sunshine Towers, S B Road, Dadar West, Mumbai 400013, Maharashtra.
CIN: U51909MH1996PTC140269
Website: www.irepglobal.com
E-mail: compliance@irepglobal.com

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Notes for the attention of Members:

1. The Ministry of Corporate Affairs ("**MCA**") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 02/2022 dated May 5, 2022; 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by MCA (hereinafter collectively referred as "**MCA Circulars**") has permitted the holding of the ~~Extra-Ordinary~~ Annual General Meetings ("**AGM**") through Video Conferencing ("**VC**") or through other Audio-Visual Means ("**OAVM**"), without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 ("**the Act**") and Rules made thereunder read with MCA Circulars, the 29th AGM of the Members of the Company will be held at a shorter notice through VC or OAVM on Friday, May 8, 2026 at 12.00 p.m. (IST). The deemed venue for the AGM will be 22nd Floor, Sunshine Tower, S.B. Road, Dadar West, Delisle Road, Mumbai – 400013, Maharashtra, Maharashtra.
3. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 as amended, read with relevant rules made thereunder, the Secretarial Standard No. 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of Item No. 2 of this Notice to be transacted at AGM is annexed herewith.
4. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC or OAVM facility.
5. All the documents referred to in the Notice and Explanatory Statement shall be made available for inspection to the Members of the Company up to and including the date of this AGM. Members, who wish to inspect the relevant documents referred to in the Notice can send an e-mail at compliance@irepglobal.com from their registered e-mail addresses mentioning their name and their Folio No up to the conclusion of this AGM.
6. Members are requested to deliver their consent to convene the proposed AGM at Shorter Notice (in the Form Attached as Annexure- A to this Notice) to the Company prior to the proposed time for the AGM.
7. The Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them a day in advance (mentioning their name and Folio No), at compliance@irepglobal.com.

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8. GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH (VC)/ (OVAM) FACILITY:

- A. Since AGM is conducted through VC/OAVM, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM.
- B. As the meeting will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.
- C. Pursuant to Section 113 of the Act, Corporate members intending to send their authorized representative(s) to attend the AGM through VC / OAVM on its behalf and to vote are requested to send in advance a scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney of those representative(s), to the Company through e-mail to compliance@irepglobal.com
- D. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- E. Since the Company is not required to conduct e-voting, voting on all matters considered at the AGM shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, the Members are requested to convey their vote through e-mail at compliance@irepglobal.com
- F. Members can join the AGM through VC or OAVM, using a separate link that will be sent to their email addresses which are registered with the Company. This link will enable them to attend the meeting through VC or OAVM. A copy of the Notice of the AGM will also be available on the website of the Company at www.irepglobal.com.
- G. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. If any shareholder wishes to change their registered email id or communicate otherwise may send an email to the Company Secretary at compliance@irepglobal.com

By order of the Board of Directors

Registered Office:

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Deepali Kandade
Company Secretary
ACS 19760

Date: May 6, 2026
Place: Mumbai

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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING

ITEM NO. 2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VISHWANATH VITTAL SHENOY (DIN: 07561455) AS AN INDEPENDENT OF THE COMPANY

The Members are hereby informed that the Board of Directors (“**the Board**”) of the Company, at its Meeting held on April 20, 2026 had approved the appointment of Mr. Vishwanath Vittal Shenoy (DIN: 07561455), as an Additional Director of the Company, designated as an Independent Director effective April 20, 2026 subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

The Members are further informed that Mr. Vishwanath Shenoy is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has received a consent letter in Form DIR-2 and declaration under Sections 164(2) and 149(6) of the Companies Act, 2013 and the relevant rules made thereunder from Mr. Vishwanath Vittal Shenoy for his appointment.

Mr. Vishwanath Shenoy has also given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Vishwanath Shenoy fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of the management.

A brief profile of Mr. Vishwanath Shenoy, along with the necessary disclosures as required under the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), with respect to the Director seeking appointment, has been received from Mr. Vishwanath Shenoy, and is annexed as Annexure - I of this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members.

Accordingly, the Board recommends the Resolution as set out at Item No. 2 for approval of the Members by way of an Ordinary Resolution.

Except Mr. Vishwanath Shenoy and his relatives, none of the Directors or Key Managerial Personnel (KMP) or their respective relatives, are concerned or interested in the Resolution mentioned in Item No. 2 of the Notice.

Annexure – I

A brief profile of Mr. Mr. Vishwanath Vittal Shenoy and the necessary disclosures as required under the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), with respect to the Director seeking appointment.

A. Brief profile of Mr. Vishwanath Shenoy (DIN: 07561455):

Mr. Vishwanath Shenoy is a Commerce Graduate and C.A.I.I.B. with over 40 years of banking experience. As Executive Director, Indian Bank, he was overseeing Large & Mid Corporate Credit, International Banking, Treasury, Human Resources & Development, etc. He played a pivotal role in amalgamation process of Allahabad Bank with Indian Bank. As a General Manager, Union Bank of India, he headed the Large Corporate Credit Vertical, Credit Policy and MSME Dept. Prior to that, he served at various branches and administrative offices, in various geographies, in various capacities as Officer in-charge of Credit, Branch Head, Saral Head and Regional Head. He also served as a Nominee Director on the Board of Universal Sompo General Insurance Company Ltd., Indbank Merchant Banking Services Ltd., Ind Bank Housing Ltd., CERSAI as Shareholder Director on Bank of India Board..

B. Disclosures as required under SS-2:

Sr. No.	Particulars	Details
1.	Name of Person	Vishwanath Vittal Shenoy
2.	Nationality	Indian
3.	Date of Birth	19 th March, 1962
4.	Age	64 Years
5.	Date of first appointment on the Board	20 th April, 2026
6.	Expertise in Specific Functional area	Over 40 years of banking experience. As Executive Director, Indian Bank, he was overseeing Large & Mid Corporate Credit, International Banking, Treasury, Human Resources & Development, etc. As a General Manager, Union Bank of India, he headed the Large Corporate Credit Vertical, Credit Policy and MSME Dept. Prior to that, he served at various branches and administrative offices, in various geographies, in various capacities as Officer in-charge of Credit, Branch Head, Saral Head and Regional Head. He also

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		served as a Nominee Director on the Board of Universal Sompo General Insurance Company Ltd., Indbank Merchant Banking Services Ltd., Ind Bank Housing Ltd., CERSAI as Shareholder Director on Bank of India Board.
7.	Qualifications	i) B.Com. ii) C.A.I.I.B.
8.	Terms & conditions of Appointment	As per the letter of appointment
9.	Number of Board Meetings attended during the year	Indian Companies: N.A. Foreign Companies: N.A.
10	List of other Companies/Body Corporates in which Directorships are held	Indian Companies: N.A. Foreign Companies: N.A.
11.	List of Committees of the Board of Directors in which Chairmanship/Membership is held	N.A.
12.	Shareholding in the Company	N.A.
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
14.	Last remuneration drawn and Remuneration proposed to be paid	Nil As decided by the Board

By order of the Board of Directors

Registered Office:

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Deepali Kandade
Company Secretary
ACS 19760

Date: May 6, 20256
Place: Mumbai

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Annexure-A

THE COMPANIES ACT 2013

CONSENT BY SHAREHOLDERS FOR SHORTER NOTICE

[Pursuant to Section 101(1)]

To,

The Board of Directors,
Viksit Capital Private Limited
(Formerly known as IREP Credit Capital Private Limited)
22nd Floor, Sunshine Tower,
S B Road, Dadar (West)
Mumbai 400013.

Pursuant to Section 101(1) of the Companies Act, 2013, We _____, being a member of the company holding _____ Equity Shares of Rs. _____/- each in Viksit Capital Private Limited (hereinafter referred to as "the Company"), in its name, do hereby give consent to convene and hold the Annual General Meeting of the Company on Friday, May 8, 2026 at 12.00 p.m. (IST) at a shorter notice.

Signature:

Name of the Shareholder:

Date:

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