CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF INCRED CAPITAL FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS INCRED CAPITAL FINANCIAL SERVICES PRIVATE LIMITED) (("COMPANY") IN ITS ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2026 AT UNIT NO. 1203, 12TH FLOOR, B WING, THE CAPITAL, PLOT NO. C - 70, G BLOCK, BANDRA - KURLA COMPLEX, BANDRA EAST, MUMBAI - 400 051

APPROVE SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- EACH TO INR 1/- EACH

"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)

VIKRAM SUNDARLAL AGARWAL

Digitally signed by VIKRAM SUNDARLAL AGARWAL
Date: 2026.10.06 11:11:03 +05'30'

Vikram Agarwal
Whole Time Director
DIN: 08113532

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

Date: October 06,2026
Place: Mumbai

EXPLANATORY STATEMENT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF INCRED CAPITAL FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS INCRED CAPITAL FINANCIAL SERVICES PRIVATE LIMITED) (("COMPANY") IN ITS ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2026 AT UNIT NO. 1203, 12TH FLOOR, B WING, THE CAPITAL, PLOT NO. C - 70, G BLOCK, BANDRA - KURLA COMPLEX, BANDRA EAST, MUMBAI - 400 051

APPROVE SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF INR 10/- EACH TO INR 1/- EACH

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.

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

VIKRAM SUNDARLAL AGARWAL
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Vikram Agarwal
Whole Time Director
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