

NOTICE OF THE TENTH (10th) ANNUAL GENERAL MEETING (“AGM”)

NOTICE is hereby given that the Tenth (10th) AGM of the shareholders of **Indifi Technologies Private Limited (“Company”)** will be held at a shorter notice on **Wednesday, August 13, 2025 at 11:45 A.M. IST** through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility to transact the following matters:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2025, TOGETHER WITH THE BOARD OF DIRECTORS’ & STATUTORY AUDITORS’ REPORT THEREON.**

“RESOLVED THAT the Audited financial statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors’ and Auditors thereon as circulated to the shareholders, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

2. **TO APPROVE THE AMENDED INDIFI EMPLOYEE STOCK OPTION PLAN- 2015 (“REVISED PLAN”).**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 read with, the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for the adoption of the amended Indifi Employee Stock Option Plan- 2015 (“ESOP Plan”), with the changes as set out in the Explanatory Statement annexed to the Notice of this Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Alok Mittal and/ or Mr. Sangram Singh, Directors of the Company and Mr. Keshav Lahoti, Company Secretary be and are hereby jointly and/ or severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

For Indifi Technologies Private Limited

Keshav Lahoti
Company Secretary
Date: August 01, 2025
Place: Gurugram

NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (‘MCA Circulars’) has permitted holding of the annual general meeting (‘AGM’) through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the ‘Act’) and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as ‘e-AGM’.
2. The deemed venue for Tenth AGM shall be the registered office of the Company at **Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015, India.**
3. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. In compliance with the aforesaid MCA circulars, the notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company’s website.
5. *Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.* Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional/Corporate shareholders are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM and vote on its behalf. The said resolution/authorization shall be sent by email through its registered email address to secretarial@indifi.com.
7. The Company has been maintaining all the applicable statutory registers at its registered office at **Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015, India.** In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
8. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
9. The resolutions in the meeting will be passed by show of hands. 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.
10. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such a recording shall be made available at the request of the members.
11. The Members may attend the meeting from their mobile phone / desktop / tablet / laptop supporting high speed internet, video camera, speaker and microphone facilities.
12. The facility for joining the meeting through VC/OAVM shall be kept open 15 minutes before the time scheduled to start the meeting.
13. In case of any assistance is required with using the technology before or during the Annual general meeting, in accessing the meeting the members may contact the Secretarial Team at the email address i.e. secretarial@indifi.com.

14. Member may access directly through the browser by clicking on the following link:

Meeting URL-<https://zoom.us/j/4532151729?pwd=RExFAQXNRTm5XVlhVSUR0bWxlQWlIUT09>

Meeting ID: 453 215 1729

Passcode: 346780

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 2

TO APPROVE THE AMENDED INDIFI EMPLOYEE STOCK OPTION PLAN- 2015 (“REVISED PLAN”).

The members are hereby informed that it is necessary and expedient to amend certain clauses of the existing Indifi Employee Stock Option Plan ("ESOP Plan") to align it with the long-term goals of the Company. The amendments primarily relate to modifying the duration of the Plan and increasing the option pool, along with certain editorial changes to improve clarity and consistency. The key changes proposed include:

1. **Modification of Plan Duration:** The existing clause limiting the Plan's duration to ten (10) years is proposed to be removed. In its place, a new text shall be inserted, making the Plan perpetual in nature—subject to termination by the Board or until all available options have been granted and exercised.
2. **Increase in Option Pool:** The total number of stock options available for grant under the Plan is proposed to be increased from **30,66,162** to **32,59,666**, by adding **1,93,504** additional options.

The Board of Directors at their meeting held on June 24, 2025, have approved and recommended amendments to the ESOP Plan.

The Company seeks approval of the Shareholders in respect of adoption of amended Indifi Employee Stock Option Plan-2015.

In terms of provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 2 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

Your Director(s) recommend the Special Resolution proposed at Item No. 2 of this Notice for your approval.

For Indifi Technologies Private Limited

Keshav Lahoti
Company Secretary
Date: August 01, 2025
Place: Gurugram