

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

NOTICE OF THE SEVENTH (7th) ANNUAL GENERAL MEETING (“AGM”)

NOTICE is hereby given that the seventh (7th) AGM of the shareholders of Indifi Technologies Private Limited (“Company”) will be held on 9th July, 2022 at 12:30 P.M. IST at the registered office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001.

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 2022, together with the Board of Directors’ & Statutory Auditors’ report thereon.

SPECIAL BUSINESS:

2. To approve the appointment of Ms. Tabassum Abdulla Inamdar (DIN: 07637013) as an Independent Director (Non-Executive) of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Tabassum Abdulla Inamdar (DIN: 07637013), Additional Director (Non-executive & Independent) who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent & Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 19th May, 2022 till 18th May, 2027 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole time Director and Ms. Vinita Udhani, Company Secretary of the Company be and are hereby jointly and/ or severally authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company, including, but not limited to, filing of the necessary forms, returns and documents with the competent authorities including the Registrar of Companies as may be required and to do such other acts, deeds, things and matters as may be required, necessary, expedient or desirable in connection with or incidental or ancillary to the above matter on behalf of the Company.”

3. To approve the appointment of Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director (Non-Executive) of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236), Additional Director (Non-executive & Independent) who has submitted a declaration that he meets the criteria of independence as

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provided in Section 149(6) of the Act and as amended from time to time and who is eligible for appointment ,be and is hereby appointed as an Independent & Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 19th May,2022 till 18th May, 2027 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole time Director and Ms. Vinita Udhani, Company Secretary of the Company be and are hereby jointly and/ or severally authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company, including, but not limited to, filing of the necessary forms, returns and documents with the competent authorities including the Registrar of Companies as may be required and to do such other acts, deeds, things and matters as may be required, necessary, expedient or desirable in connection with or incidental or ancillary to the above matter on behalf of the Company.”

For Indifi Technologies Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888
Date:

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him \ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a 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. 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 a proxy for any other person or shareholder. The Proxy Form for the AGM is enclosed.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the AGM.
5. The register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
6. All documents referred to in the accompanying Notice and the Statement annexed to Notice will be available for inspection at the Company’s Corporate office during normal business hours on all working days up to the date of AGM.
7. The route map showing directions to reach the venue of the AGM is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee dated 17th May, 2022 and approval the Board of directors (“Board”) dated 19th May, 2022 and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act, Ms. Tabassum Abdulla Inamdar, being eligible for appointment as an Independent Director and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years with effect from 19th May, 2022 till 18th May, 2027. The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 for her appointment as an Independent & Non-Executive Director of the Company and is independent of the management.

Brief particulars about Ms. Tabassum Abdulla Inamdar are mentioned below:

Date of Birth	18th August, 1966; 54 years old.
Qualification	She is a Chartered Accountant.
Experience	More than 25 years of experience. Ms. Tabassum Abdulla Inamdar is a long-time analyst of the banking and financial sector in India and Asia, and a more recent researcher of the impact sector.
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Ms. Tabassum Abdulla Inamdar shall perform its duties in line with the Code for Independent Director in Schedule IV of the Companies Act, 2013 and as agreed between the her and the Board.
Date of first appointment on the Board	19 th May, 2022
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company	No relationship with other Directors, Manager and Other Key Managerial Personnel (“KMP”).
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership / Chairmanship of Committees of other Boards	Following are the memberships of other Boards: a) Franklin Templeton Asset Management (India) Private Limited b) Riviera Investors Private Limited Following are the memberships of committees of other Boards: a) She is a member of Audit Committee and Risk Management Committee of

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	Franklin Templeton Asset Management (India) Private Limited.
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

Ms. Tabassum Abdulla Inamdar is not related to any other Director and KMP of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail of her expertise as an Independent Director of the Company and recommends the ordinary resolution as set out in Item No.2 of the Notice for approval of the shareholders.

None of the Directors, Manager, KMP or their respective relatives, are in any way concerned or interested financially or otherwise in said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for approval of the shareholders as an *ordinary resolution*.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee dated 17th May, 2022 and approval the Board of directors ("Board") dated 19th May, 2022 and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act, Mr. Palamadai Sundararajan Jayakumar, being eligible for appointment as an Independent Director and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years with effect from 19th May, 2022 till 18th May, 2027. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for his appointment as an Independent & Non-Executive Director of the Company and is independent of the management.

Brief particulars about Mr. Palamadai Sundararajan Jayakumar are mentioned below:

Date of Birth & Age	8th April, 1962; 60 years old.
Qualification	He is a Chartered Accountant and holds post graduate diploma in business management from XLRI Jamshedpur.
Experience	More than 23 years of experience. Mr. Palamadai Sundararajan Jayakumar has a deep experience in the banking sector and financial sector, innovation and development of retail financial service industry. He was also awarded the 'Banker of the Year' by Financial Express for 2018.

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Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Mr. Palamadai Sundararajan Jayakumar shall perform its duties in line with the Code for Independent Director in Schedule IV of the Companies Act, 2013 and as agreed between the him and the Board.
Date of first appointment on the Board	19 th May, 2022
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company	No relationship with other Directors, Manager and Other Key Managerial Personnel (“KMP”).
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership / Chairmanship of Committees of other Boards	<p>Following are the memberships of other Boards:</p> <ol style="list-style-type: none"> a) HT Media Limited b) Adani Ports and Special Economic Zone Limited c) JM Financial Limited d) CG Power and Industrial Solutions Limited e) Emcure Pharmaceuticals Limited f) VBHC Value Homes Private Limited g) Tata Motors Finance Limited h) TVS Industrial & Logistics Parks Private Limited i) LICHFL Asset Management Company Limited j) Northern Arc Capital Limited k) TMF Holdings Limited l) Agrisaathi Finance Private Limited m) Progrow Farm and Rural Mission Private Limited <p>Following are the memberships of committees of other Boards:</p> <ol style="list-style-type: none"> a) He is member of the Audit Committee in Emcure Pharmaceuticals Limited. b) He is member of the Audit Committee in Adani Ports and Special Economic Zone Limited. c) He is member of the Audit Committee in Northern Arc Capital Limited. d) He is member of the Audit Committee in LICHFL Asset Management Company Limited. e) He is chairman of the Audit Committee

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	<p>in Tata Motors Finance Limited.</p> <p>f) He is chairman of the Audit Committee in TMF Holdings Limited.</p> <p>g) He is chairman of the Audit Committee in CG Power and Industrial Solutions Limited.</p>
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

Mr. Palamadai Sundararajan Jayakumar is not related to any other Director and KMP of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail of his expertise as an Independent Director of the Company and recommends the ordinary resolution as set out in Item No.3 of the Notice for approval of the shareholders.

None of the Directors, Manager, KMP or their respective relatives, are in any way concerned or interested financially or otherwise in said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for approval of the shareholders as an *ordinary resolution*.

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ATTENDANCE SLIP

Name of Shareholder:
Address of Shareholder:
Regd. Folio No:
No. of shares held:

I hereby record my presence at the 7th Annual General Meeting of the Company on 9th July, 2022 at 12:30 P.M. IST at the registered office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon- 122001.

Member's/Proxy's name & Signature

Note

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

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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]

CIN:	U74140HR2015PTC055588
Name of the company:	Indifi Technologies Private Limited
Registered office:	C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

me:	
Address:	
E-mail Id:	
Signature:	

or failing him/her

me:	
Address:	
E-mail Id:	
Signature:	

or failing him/her

me:	
Address:	
E-mail Id:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on 9th July, 2022 at 12:30 P.M. IST at the registered office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon- 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
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 2022, together with the Board of Directors' & Statutory Auditors' report thereon.		

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2.	To approve the appointment of Ms. Tabassum Abdulla Inamdar (DIN: 07637013) as an Independent Director (Non-Executive) of the Company.		
3.	To approve the appointment of Mr. Palamadai Sundararajan Jayakumar (DIN: 01173236) as an Independent Director (Non-Executive) of the Company.		

Signed this..... day of..... 2022

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

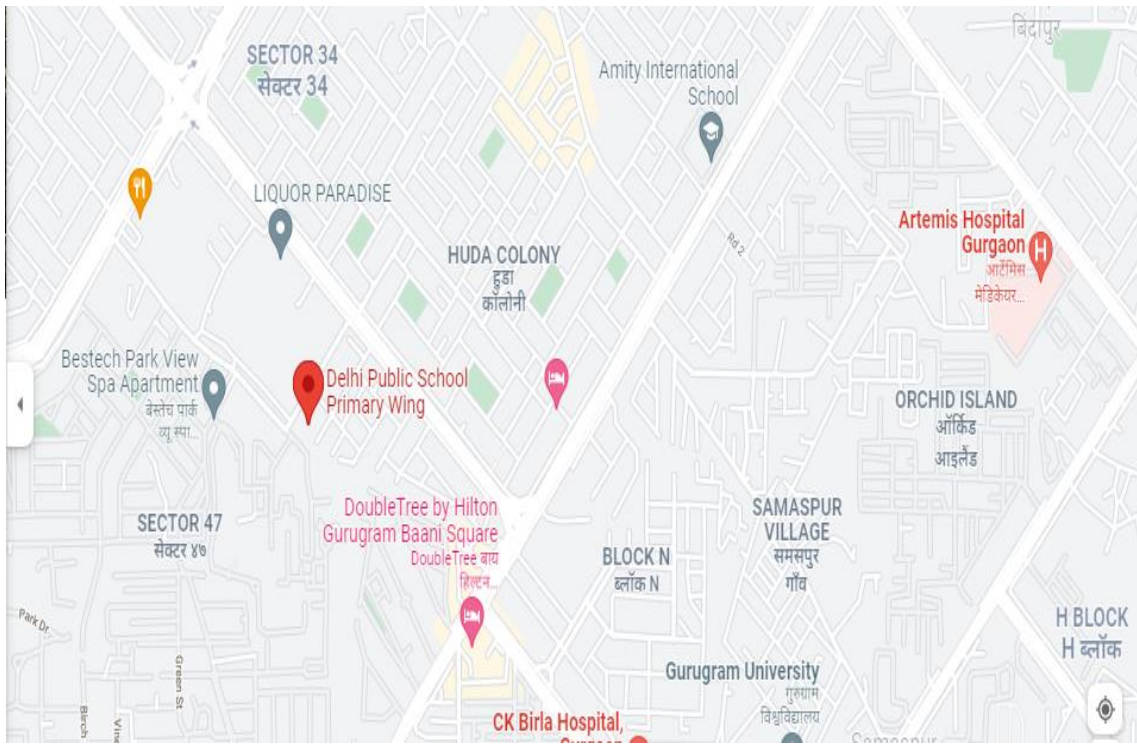
Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint.

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Route Map



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