

NOTICE OF EXTRA-ORDINARY GENERAL MEETING AT A SHORTER NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (“**EGM**”) of the shareholders of Indifi Technologies Private Limited (“**Company**”) will be held at a shorter notice on Monday, July 06, 2026 at 12:00 P.M. IST to transact the resolution appended below through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”) facility:-

SPECIAL BUSINESS:**ITEM NO. 1:****TO APPROVE PREFERENTIAL ISSUE OF SERIES F1 COMPULSORILY CONVERTIBLE CUMULATIVE PARTICIPATING PREFERENCE SHARES (“SERIES F1 CCPS”) ON PRIVATE PLACEMENT BASIS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 AND PURSUANT TO THE SERIES F1 SHARE SUBSCRIPTION AGREEMENT (“SSA”).**

To consider and if thought fit, to pass the following resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62(1)(c), all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Series F1 Share Subscription Agreement, read with the relevant rules, the consent of the members of the Company be and is hereby accorded to create, issue and offer 43,55,975 (Forty Three Lakh Fifty-Five Thousand Nine Hundred And Seventy Five Only) Series F1 Compulsorily Convertible Cumulative Participating Preference Shares (“**Series F1 CCPS**”) having a face value of INR 20/- (Indian Rupees Twenty only) and at premium of INR 161.36 (Indian Rupees One Hundred And Sixty One Point Three Six only) each per Series F1 CCPS, by making a preferential allotment to British International Investment Plc, Accel India IV (Mauritius) Limited, India Advantage Fund S5 I, and Ms. Parul Alok Mittal on a private placement basis (in the proportion as set out below) on a private placement basis:

Sl. No.	Name of Subscriber	Number of Series F1 CCPS	Subscription Amount
1.	British International Investment Plc.	14,88,751	INR 26,99,99,881.36/-
2.	India Advantage Fund S5 I	15,99,029	INR 28,99,99,899.44/-
3.	Accel India IV (Mauritius) Limited	7,71,945	INR 13,99,99,945.20/-
4.	Parul Alok Mittal	4,96,250	INR 8,99,99,900/-
Total		43,55,975	INR 78,99,99,626/-

RESOLVED FURTHER THAT the Series F1 CCPS to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and pursuant to Section 43 of the Act, shall be participating and carry preferential rights vis-a-vis the Compulsorily Convertible Cumulative Participating Preference Shares and Equity Shares of the Company with respect to payment of dividends and repayment in case of winding up of the Company or repayment of capital.

RESOLVED FURTHER THAT pursuant to the provisions of the Act the names of the Investors be recorded by the Board for the issue of invitation to subscribe to the Series F1 CCPS as mentioned above, and that the draft private placement cum offer letter to be issued to the Investors in form no. PAS-4 be and is hereby considered and approved and consent of the Members is hereby accorded to the issuance of the same to the Investors inviting the Investors to subscribe to the Series F1 CCPS.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Series F1 CCPS pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with HDFC Bank Limited, Gurgaon Branch and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer and issue of Series F1 CCPS, Mr. Alok Mittal, Chairman cum Managing Director or Mr. Sangram Singh, Wholetime Director & CEO or Ms. Sakshi Goel Singla, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Series F1 CCPS, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing applications/forms with the appropriate authorities for obtaining requisite approvals for the issuance of the Series F1 CCPS, as may be required.”

For Indifi Technologies Private Limited

SAKSHI
GOEL
SINGLA

Digitally signed
by SAKSHI GOEL
SINGLA
Date: 2026.07.04
18:57:45 +05'30'

Sakshi Goel Singla
(Company Secretary)
Mem No: F12485

Date: July 04, 2026
Place: Gurgaon

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, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, (‘MCA Circulars’) has permitted holding of the extra-Ordinary general meeting (‘EGM’) 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 EGM of the Company is being conducted through VC/OAVM hereinafter called as ‘e-EGM’.
2. Since the meeting will be held through VC Facility, which does not require physical presence of members at a common venue. The deemed venue for EGM 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 EGM is being sent only through electronic mode to members whose email addresses are registered with the Company.
5. The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the meeting will be held through VC Facility, the Route Map is not annexed to this Notice.
7. Shorter notice consent pursuant to section 101(1) of the Companies Act, 2013 for holding the meeting at short notice has been obtained.
8. Relevant documents referred to in the Notice and the accompanying Statement are enclosed herewith.
9. The Company has made arrangements to allow members to participate through video conferencing.
10. Members are requested to log in to the link which shall be shared with the members on their e-mail addresses in order to attend the meeting.
11. For any queries relating to attending the EGM through video conferencing or need any assistance with using the technology to attend the EGM, you may reach out to the Secretarial Team at the email address i.e. secretarial@indifi.com.
12. The facility for joining the meeting through VC facility shall be kept open 15 minutes before the time scheduled to start the meeting.
13. The Notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact the Secretarial Team at the email address i.e. secretarial@indifi.com
14. Voting at the meeting will be done by way of 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.
15. 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. The Members may attend the meeting from their mobile phone / desktop / tablet / laptop supporting high speed internet, video camera, speaker and microphone facilities.

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

ITEM NO. 1

TO APPROVE PREFERENTIAL ISSUE OF SERIES F1 COMPULSORILY CONVERTIBLE CUMULATIVE PARTICIPATING PREFERENCE SHARES ("SERIES F1 CCPS") ON PRIVATE PLACEMENT BASIS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 AND PURSUANT TO THE SERIES F1 SHARE SUBSCRIPTION AGREEMENT ("SSA").

In order to meet the funding requirements, the Company proposes to raise capital of about INR 78,99,99,626/- (Indian Rupees Seventy Eight Crores Ninety Nine Lakh Ninety Nine Thousand Six Hundred And Twenty Six only), to be brought in by way of issue of Series F1 Compulsorily Convertible Cumulative Participating Preference Shares ("Series F1 CCPS") to British International Investment Plc, Accel India IV (Mauritius) Limited, India Advantage Fund S5 I and Ms. Parul Alok Mittal ("Investors").

Section 42 of the Companies Act, 2013 read with relevant rule of the Companies (Prospectus and Allotment of Securities) Rules, 2014, requires that a Company shall not make a private placement of its securities unless the proposed offer of securities has been previously approved by the shareholders of the Company, by way of a special resolution.

Further, Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 requires that a Company, having a share capital may, if so authorized by its articles, issue preference shares subject to the condition that the issue of such shares has been authorized by passing a special resolution in the general meeting of the Company.

Furthermore, Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a Company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company or employees of the Company, if authorized by way of a special resolution.

The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions thereof, read with the rules made thereunder, for the issue of and to offer 43,55,975 (Forty Three Lakh Fifty-Five Thousand Nine Hundred And Seventy Five Only) Series F1 Compulsorily Convertible Cumulative Participating Preference Shares ("Series F1 CCPS") having a face value of INR 20/- (Indian Rupees Twenty only) and at premium of INR 161.36 (Indian Rupees One Hundred And Sixty One Point Three Six only) each per Series F1 CCPS, by making a preferential allotment to British International Investment Plc, Accel India IV (Mauritius) Limited, India Advantage Fund S5 I and Ms. Parul Alok Mittal on a private placement basis, against a consideration amount of INR 78,99,99,626/- (Indian Rupees Seventy Eight Crores Ninety Nine Lakh Ninety Nine Thousand Six Hundred And Twenty Six only).

Complete material facts concerning the issue of Series F1 CCPS are detailed in PAS-4 and PAS- 5.

The disclosures to be made in the Explanatory Statement pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 amended from time to time are mentioned herein below as follows:

SR NO.	PARTICULARS	DETAILS
1	Particulars of the offer including date of passing of Board resolution	The Board of Directors at its meeting held on July 03, 2026 passed the resolution, subject to approval of shareholders of the Company, for issue of the 43,55,975 (Forty Three Lakh Fifty-Five Thousand Nine Hundred And Seventy Five Only) Series F1 Compulsorily Convertible Cumulative Participating Preference Shares ("Series F1 CCPS") having a face value of INR 20/- (Indian Rupees Twenty only) and at premium of INR 161.36 (Indian Rupees One Hundred And Sixty One Point Three Six only) each per Series F1 CCPS.
2	Nature of Shares	Series F1 Compulsorily Convertible Cumulative Participating Preference Shares
3	Manner of Issue of Shares	Private Placement
4	The objects of the issue	The present issue is being proposed to infuse fresh funds in the Company for expansion and/or modernization of existing business, development of infrastructure for future growth, capital expenditure, working capital requirements, and repayment of debts and for other general corporate objectives from time to time in a manner consistent with the business plan and ESG requirements of the Company.
5	The total number and kind of shares or other securities to be issued	43,55,975 (Forty-Three Lakh Fifty-Five Thousand Nine Hundred and Seventy-Five Only) Series F1 Compulsorily Convertible Cumulative Participating Preference Shares ("Series F1 CCPS") having a face value of INR 20/- (Indian Rupees Twenty only) and at premium of INR 161.36 (Indian Rupees One Hundred And Sixty One Point Three Six only) each per Series F1 CCPS.
6	The price at which the allotment is proposed	INR 181.36 (Indian Rupees One Hundred and Eighty-One point Three Six Paise Only) having a face value of INR 20/- (Rupees Twenty only) and at premium of 161.36/- (Indian Rupees One Hundred and Sixty-One Point Three Six only) per Series F1 CCPS.
7	Basis on which the price has been arrived at along with report of the registered valuer	Price determined on the basis of valuation report and valuation certificate prepared by (i) SPA Valuation Advisors Private Limited, a registered valuer under the Companies (Registered Valuers and Valuation) Rules, 2017, in accordance with the Companies Act, 2013 and any other applicable law; and (iii) SPA Capital Advisors Limited, a Category I merchant banker registered with the Securities and Exchange Board of India, in accordance with Rule 21 of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.
8	Name and address of the valuer who performed valuation	(i) SPA Valuation Advisors Private Limited 25, C - Block, Community Centre, Janak Puri, New Delhi - 110 058

SR NO.	PARTICULARS	DETAILS															
		(ii) SPA Capital Advisors Limited 25, C - Block, Community Centre, Janak Puri, New Delhi - 110 058															
9	Terms of Issue including terms and rate of dividend on each share etc.a	As per <u>Annexure- A</u> attached															
10	Terms of Conversion	As per <u>Annexure -A</u> attached															
11	Expected dilution in equity share capital upon conversion of preference shares	Please refer to Pre-Issue and Post Issue shareholding position of the Company (as provided in Table A).															
12	Amount which the company intends to raise by way of such securities	INR 78,99,99,626/- (Indian Rupees Seventy Eight Crores Ninety Nine Lakh Ninety Nine Thousand Six Hundred And Twenty Six only).															
13	Relevant date with reference to which the price has been arrived at	The price has arrived as of May 31, 2026.															
14	The class or classes of persons to whom the allotment is proposed to be made	<table> <tr> <th>S.no</th><th>Subscribers</th><th>Class</th></tr> <tr> <td>1</td><td>British International Investment plc</td><td>Body Corporate</td></tr> <tr> <td>2</td><td>India Advantage Fund S5 I</td><td>Category – II Alternative Investment Fund registered with SEBI</td></tr> <tr> <td>3</td><td>Accel India IV (Mauritius) Limited</td><td>Body Corporate</td></tr> <tr> <td>4</td><td>Parul Alok Mittal</td><td>Individual</td></tr> </table>	S.no	Subscribers	Class	1	British International Investment plc	Body Corporate	2	India Advantage Fund S5 I	Category – II Alternative Investment Fund registered with SEBI	3	Accel India IV (Mauritius) Limited	Body Corporate	4	Parul Alok Mittal	Individual
S.no	Subscribers	Class															
1	British International Investment plc	Body Corporate															
2	India Advantage Fund S5 I	Category – II Alternative Investment Fund registered with SEBI															
3	Accel India IV (Mauritius) Limited	Body Corporate															
4	Parul Alok Mittal	Individual															
15	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel has any intention of subscribing to the offer.															
16	The proposed time within which the allotment shall be completed	Upon receipt of the subscription money from the relevant applicant and in any case within 15 business days of the same															
17	The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them	<table> <tr> <th>S.no</th><th>Subscribers</th><th>% of post private Placement capital on Fully diluted basis</th></tr> <tr> <td>1</td><td>British International Investment plc</td><td>17.10%</td></tr> <tr> <td>2</td><td>India Advantage Fund S5 I</td><td>15.33%</td></tr> <tr> <td>3</td><td>Accel India IV (Mauritius) Limited</td><td>10.94%</td></tr> <tr> <td>5</td><td>Parul Alok Mittal</td><td>1.56%</td></tr> </table>	S.no	Subscribers	% of post private Placement capital on Fully diluted basis	1	British International Investment plc	17.10%	2	India Advantage Fund S5 I	15.33%	3	Accel India IV (Mauritius) Limited	10.94%	5	Parul Alok Mittal	1.56%
S.no	Subscribers	% of post private Placement capital on Fully diluted basis															
1	British International Investment plc	17.10%															
2	India Advantage Fund S5 I	15.33%															
3	Accel India IV (Mauritius) Limited	10.94%															
5	Parul Alok Mittal	1.56%															
18	The change in control, if any, in the company that would occur consequent to the preferential offer.	No change in control in the Company would occur consequent to the preferential offer.															
19	The number of persons to whom allotment on preferential basis have already been made during the	During the year 2025-26 and at present, no preferential allotment has been made.															

Indifi Technologies Private Limited

REGISTERED OFFICE: Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015, India

info@indifi.com www.indifi.com CIN: U74140HR2015PTC055588

SR NO.	PARTICULARS	DETAILS
	year, in terms of number of securities as well as price.	
20	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	The allotment under this issue is not proposed to be made for consideration other than cash.
21	Material terms of raising such securities;	INR 181.36 (Indian Rupees One Hundred and Eighty One point Three Six Paise Only) having a face value of INR 20/- (Rupees Twenty only) and at premium of 161.36/- (Indian Rupees One Hundred And Sixty One Point Three Six only) per Series F1 CCPS.
22	Proposed time schedule;	As per the offer letter
23	Purposes or objects of offer;	As stated in point 4 above
24	basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The value per share of the Company on a going concern basis based on the Income Approach (Discounted Cash Flow Method) is INR 111.51 (One Hundred And Eleven Point Five One Paise Only) per share. A copy of the valuation reports and certificate of the registered valuer and the merchant banker are enclosed as <u>Annexure- B</u> and <u>Annexure-C</u> , respectively.
25	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; and	No contribution is being made by the promoters either as part of the offer or separately.
26	Principle terms of assets charged as securities	NA

The pre issue and post issue shareholding pattern of the Company in prescribed manner presented below –

Series F1 CCPS:

(Shareholding on a fully diluted basis)

Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual	1,47,24,424	20.70	1,47,24,424	18.84
	Bodies corporate	--	--	--	--
	Sub-total	1,47,24,424	20.70	1,47,24,424	18.84
2	Foreign promoters	-	-	-	-
	Individual	--	--	--	--
	Bodies corporate	--	--	--	--
	Sub-total (A)	--	--	--	--
B	Non-promoters' holding				

Indifi Technologies Private Limited

REGISTERED OFFICE: Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015, India

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	Institutional investors	1,42,95,016	20.10	1,68,73,450	21.59
	Non-institutional investors	--	--	--	--
	Private corporate bodies	3,58,14,203	50.35	3,94,59,575	50.49
	Directors and relatives	-	-	-	-
	Indian public	18,42,625	2.59	26,42,828	3.38
	Others [including Non-resident Indians (NRI)]	44,51,466	6.25	44,51,466	5.70
	Sub- total (B)	5,64,03,310	79.30	6,34,27,319	81.16
C	GRAND TOTAL	7,11,27,734	100	7,81,51,743	100

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the issue of Series F1 CCPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares, if applicable issued by the Company.

The Board recommends passing the resolution set out in Item No. 1 in the Notice convening the meeting as a **Special Resolution**.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) and except for Mr. Alok Mittal who is interested to the extent of investment to be made by Ms. Parul Alok Mittal in the Company.

For Indifi Technologies Private Limited

SAKSHI
GOEL
SINGLA

Digitally signed
by SAKSHI GOEL
SINGLA
Date: 2026.07.04
19:01:29 +05'30'

Sakshi Goel Singla
(Company Secretary)
Mem No: F12485

Date: July 04, 2026
Place: Gurgaon