

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 Thursday, August 06, 2026 at 06:30 P.M. IST at the registered office of the Company at **Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015** to transact the resolution appended below:

SPECIAL BUSINESS:**ITEM NO. 1:****TO APPROVE THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF INDIFI TECHNOLOGIES PRIVATE LIMITED (“COMPANY”) PURSUANT TO SERIES F1 SHAREHOLDERS’ AGREEMENT:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules, circulars, notifications thereunder (as amended, modified and restated from time to time), in terms of the Memorandum of Association (“**MOA**”), Articles of Association of the Company (“**AOA**”) and Series F1 Share Subscription Agreement dated July 01, 2026 executed between India Advantage Fund S5 I, OP Finnfund Global Impact Fund I LP, British International Investment Plc, Accel India IV (Mauritius) Limited, Ms. Parul Alok Mittal, Alok Mittal, Siddharth Mahanot, and Indifi Technologies Private Limited (“**Series F1 SSA**”); and the Series F1 Shareholders’ Agreement dated July 01, 2026 executed between executed between India Advantage Fund S5 I, Sage Private Limited, CX Alternative Investment Fund, OP Finnfund Global Impact Fund I LP, British International Investment Plc, ON Mauritius, ON Mauritius II, Flourish Ventures Fund III LLC, Elevar M-III, Accel India IV (Mauritius) Limited, Alok Mittal, Siddharth Mahanot and Indifi Technologies Private Limited (“**Series F1 SHA**”) and as approved by the Board of Directors (“**Board**”) on August 05, 2026, approval of the shareholders of the Company be and is hereby accorded for the amendment of regulations contained in the AOA to incorporate the terms of Series F1 SHA, in substitution for and to the exclusion of the existing AOA by way of adoption of the Amended and Restated Articles of Association (“**Restated Articles**”), the draft of which is placed before the shareholders, as the new Articles of Association.

RESOLVED FURTHER THAT Mr. Alok Mittal, Chairman cum Managing Director, Mr. Sangram Singh, Whole time Director and CEO and Ms. Sakshi Goel Singla, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the Registrar of Companies, NCT of Delhi & Haryana in relation to alteration of the existing Articles of Association, providing certified true copies of the Restated Articles and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company.

RESOLVED FURTHER THAT Mr. Alok Mittal, Chairman cum Managing Director or Mr. Sangram Singh, Whole time Director and CEO and Ms. Sakshi Goel Singla, Company Secretary, be and are hereby severally authorized to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action”.

**For and on behalf of
Indifi Technologies Private Limited**

SAKSHI
GOEL
SINGLA

Digitally signed
by SAKSHI GOEL
SINGLA
Date: 2026.08.06
17:32:40 +05'30'

**Sakshi Goel Singla
(Company Secretary)
Mem No: F12485**

**Date: August 06, 2026
Place: Gurgaon**

NOTES:

1. **A member entitled to attend and vote at the General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**
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 EGM is enclosed.
Proxy Form enclosed herewith, in order to be effective, must be duly completed, signed, stamped, and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate Members are requested to send a certified copy of the board resolution authorizing their representative to attend this EGM, pursuant to Section 113 of the Act, through e-mail at secretarial@indifi.com
3. Members/proxies/authorized representatives should bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.
4. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 01 of the Notice is annexed hereto.
5. All the records, registers and documents which are required to be made available for inspection at the meeting at the registered office. Further, all documents referred to in the accompanying notice shall be available for inspection during normal business hours on all working days (Monday to Friday) up to the date of EGM. Members seeking to inspect such documents can send an email to secretarial@indifi.com.
6. The resolutions in the meeting will be passed by show of hands, unless a poll is demanded in accordance with the provisions of Section 109 of the Companies Act, 2013.
7. Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
8. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communication including Notices and circulars etc. from the Company electronically by sending email to secretarial@indifi.com.
9. In the case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Members can raise questions during the meeting or in advance by sending email to secretarial@indifi.com. However, it is requested to raise the queries precisely at the time of the meeting to enable the answer to the same. The same will be replied by the Company suitably.
11. The members are requested to give their consent to hold the EGM at shorter notice.
12. The route map showing directions to reach the venue of the Extra General Meeting is annexed hereto.

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

ITEM NO. 1

TO APPROVE THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF INDIFI TECHNOLOGIES PRIVATE LIMITED (“COMPANY”) PURSUANT TO SERIES F1 SHAREHOLDERS’ AGREEMENT:

As per the terms of the Series F1 SSA, the Company is required to amend and restate its Articles of Association to incorporate the terms of the Series F1 SHA. The Board on August 05, 2026, recommended and approved adoption of the Amended and Restated Articles of Association. A draft of the Amended and Restated Articles of Association is circulated along with the notice.

The consent of the Shareholders is required under the provisions of Section 14 of the Companies Act, 2013 and hence, Item No. 1 is proposed to be passed as a ***Special Resolution***.

None of the directors, manager, key managerial personnel of the Company or their respective relatives are in any way concerned or interested in the said resolution save and except to the extent of their shareholding (if applicable) in the Company.

**For and on behalf of
Indifi Technologies Private Limited**

SAKSHI
GOEL
SINGLA

Digitally signed
by SAKSHI GOEL
SINGLA
Date: 2026.08.06
17:33:26 +05'30'

**Sakshi Goel Singla
(Company Secretary)
Mem No: F12485**

**Date: August 06, 2026
Place: Gurgaon**

Form- 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:	
Name of the company:	
Registered office:	

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him/her

2.	Name:	
	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 Extra Ordinary General Meeting of the Company, to be held at a shorter notice on Thursday, August 06, 2026, at 06:30 P.M. (IST) at the registered office of the Company at Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
SPECIAL BUSINESS			
1.	TO APPROVE THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF INDIFI TECHNOLOGIES PRIVATE LIMITED ("COMPANY") PURSUANT TO SERIES F1 SHAREHOLDERS' AGREEMENT.		

Signed this _____

Signature of shareholders

Signature of Proxy holder(s)

Affix Revenue Stamp

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

ATTENDANCE SLIP

Name of the Company:

Registered Address:

CIN:

Email:

Website: www.indifi.com

Name:

Address –

Folio No. (Physical holding), if any -

Client ID.....

No. of shares held –

I certify that I am proxy to the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company to be held at a shorter notice on Thursday, August 06, 2026, at 06:30 P.M. (IST) at the registered office of the Company at Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India, or any adjournment thereof.

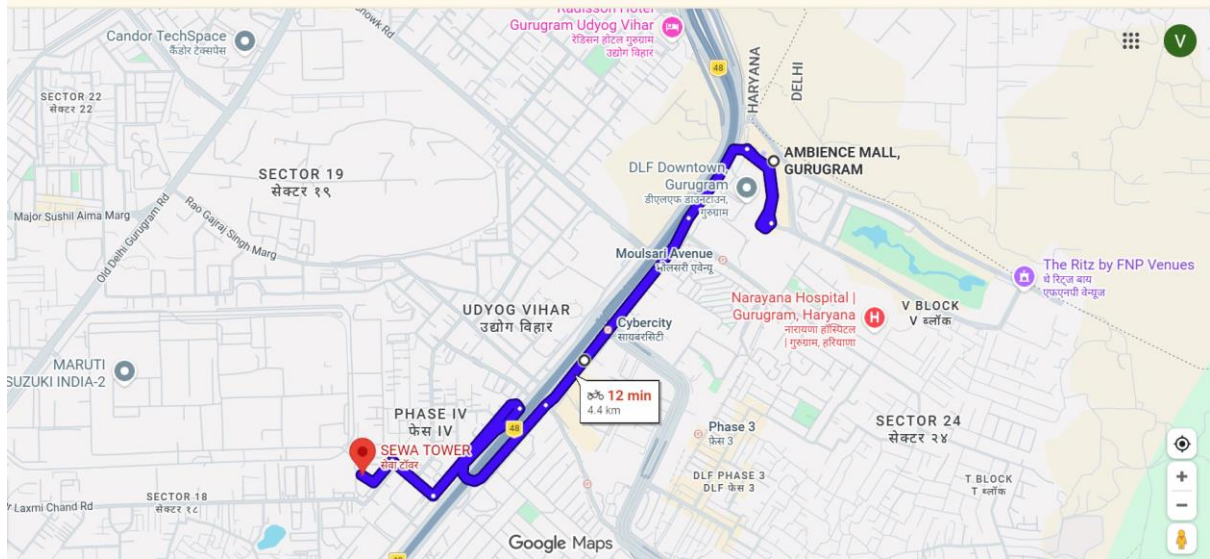
[Signature of First holder/Proxy/Authorised Representative]

[Signature of 1st Joint holder]

[Signature of 2nd Joint holder]

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed.

ROUTE MAP

Registered office Address: Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India.

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