

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, March 12, 2026 at 4:00 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 INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY.**

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

“RESOLVED THAT in accordance with the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the applicable rules made thereunder and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from INR 1,20,02,52,600/- (One Hundred and Twenty Crore Two Lacs Fifty Two Thousand Six Hundred Only), divided into 2,66,07,420 (Two Crore Sixty Six Lakh Seven Thousand Four Hundred and Twenty) equity shares of INR 10/- (Rupees Ten Only), 16,40,200 (Sixteen Lakh Forty Thousand Two Hundred) preference shares Of INR 100 (Rupees Hundred Only) and 3,85,07,920 (Three Crore Eighty Fifty Lakh Seven Thousand Nine Hundred Twenty) preference shares of INR 20 (Rupees Twenty Only) to INR 1,31,02,52,600/- (One Hundred And Thirty-One Crore Two Lacs Fifty-Two Thousand Six Hundred Only), divided into 2,66,07,420 (Two Crore Sixty-Six Lakh Seven Thousand Four Hundred And Twenty) equity shares of INR 10/- (Rupees Ten Only), 16,40,200 (Sixteen Lakh Forty Thousand Two Hundred) preference shares of INR 100 (Rupees Hundred Only) and 4,40,07,920 (Four Crore Forty Lakh Seven Thousand Nine Hundred Twenty) preference shares of INR 20 (Rupees Twenty Only) by creation of an additional 55,00,000 (Fifty- Five Lakh) preference shares of INR 20 each..

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the Memorandum of Association and the Articles of Association of the Company, approval of the members be and is hereby accorded such that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause with the following new clause:

V. “THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS INR 1,31,02,52,600/- (ONE HUNDRED AND THIRTY-ONE CRORE TWO LACS FIFTY-TWO THOUSAND SIX HUNDRED ONLY), DIVIDED INTO 2,66,07,420 (TWO CRORE SIXTY-SIX LAKH SEVEN THOUSAND FOUR HUNDRED AND TWENTY) EQUITY SHARES OF INR 10/- (RUPEES TEN ONLY), 16,40,200 (SIXTEEN LAKH FORTY THOUSAND TWO HUNDRED) PREFERENCE SHARES OF INR 100 (RUPEES HUNDRED ONLY) AND 4,40,07,920 (FOUR CRORE FORTY LAKH SEVEN THOUSAND NINE HUNDRED TWENTY) PREFERENCE SHARES OF INR 20 (RUPEES TWENTY ONLY).”

RESOLVED FURTHER THAT Mr. Alok Mittal, Chairman cum Managing Director and Mr. Sangram Singh, Wholetime Director & CEO, Mr. Srinivas Pramodh Emany, Chief Financial Officer and Ms. Sakshi Goel Singla, Company Secretary of the Company be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing eForms with the Registrar of Companies or any other authorities) as may be required or considered necessary or incidental thereto to give effect to this resolution, including by any delegation of any powers granted to the directors pursuant to the foregoing.”

For Indifi Technologies Private Limited

SAKSHI
GOEL
SINGLA

Digitally signed
by SAKSHI GOEL
SINGLA
Date: 2026.03.10
15:26:06 +05'30'

Sakshi Goel Singla
(Company Secretary)
Mem No: F12485

Date: March 10, 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 INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

Members will note that the authorised share capital of the Company be increased from the existing INR 1,20,02,52,600/- (One Hundred and Twenty Crore Two Lacs Fifty Two Thousand Six Hundred Only), divided into 2,66,07,420 (Two Crore Sixty Six Lakh Seven Thousand Four Hundred and Twenty) equity shares of INR 10/- (Rupees Ten Only), 16,40,200 (Sixteen Lakh Forty Thousand Two Hundred) preference shares of INR 100 (Rupees Hundred Only) and 3,85,07,920 (Three Crore Eighty Fifty Lakh Seven Thousand Nine Hundred Twenty) preference shares of INR 20 (Rupees Twenty Only) to *INR 1,31,02,52,600/- (One Hundred And Thirty-One Crore Two Lacs Fifty-Two Thousand Six Hundred Only), divided into 2,66,07,420 (Two Crore Sixty-Six Lakh Seven Thousand Four Hundred And Twenty) equity shares of INR 10/- (Rupees Ten Only), 16,40,200 (Sixteen Lakh Forty Thousand Two Hundred) preference shares of INR 100 (Rupees Hundred Only) and 4,40,07,920 (Four Crore Forty Lakh Seven Thousand Nine Hundred Twenty) preference shares of INR 20 (Rupees Twenty Only)* by creation of an additional 55,00,000 (Fifty- Five Lakh Only) preference shares of INR 20 (Rupees Twenty Only) each.

Pursuant to Section 61 of the Companies Act, 2013, the approval of the members is required for increasing the Authorized Share Capital of the Company. Further, in accordance with Section 13 of the Companies Act, 2013, such increase requires a consequential amendment to the Capital Clause of the Memorandum of Association of the Company. Accordingly, the approval of the members is sought by way of an **Ordinary Resolution.**

The Board recommends passing the resolution set out in Item No. 1 in the Notice convening the meeting as an **Ordinary 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) in the Company.

For Indifi Technologies Private Limited

SAKSHI
GOEL
SINGLA

Digitally signed
by SAKSHI GOEL
SINGLA
Date: 2026.03.10
15:27:21 +05'30'

Sakshi Goel Singla
(Company Secretary)
Mem No: F12485

Date: March 10, 2026
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