

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 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of shareholders of Indifi Technologies Private Limited will be held at shorter notice on Monday, 12th June, 2023 at 09:00 P.M at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002 to transact the resolutions appended below:

SPECIAL BUSINESS:

1. ALTERATION OF ARTICLES OF ASSOCIATION OF INDIFI TECHNOLOGIES PRIVATE LIMITED ("COMPANY"):

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 ("**Memorandum of Association**"), articles of association of the Company ("**Articles of Association**") and Share Subscription Agreement dated May 25, 2023 with Sage Private Limited, CX Alternative Investment Fund, British International Investment Plc., OP Finnfund Global Impact Fund I LP, ON Mauritius II, Flourish Ventures Fund LLC, India Advantage Fund S5 I, the Company, Alok Mittal and Siddharth Mahanot ("**Series E SSA**"); and a Shareholders' Agreement dated May 25, 2023 with Sage Private Limited, CX Alternative Investment Fund, British International Investment Plc., OP Finnfund Global Impact Fund I LP, ON Mauritius, ON Mauritius II, Flourish Ventures Fund LLC, India Advantage Fund S5 I, Accel India IV (Mauritius) Limited, Elevar M-III, Alok Mittal and Siddharth Mahanot ("**Series E SHA**") and as approved by the Board of Directors ("**Board**") on June 12, 2023, approval of the shareholders of the Company be and is hereby accorded for the amendment of regulations contained in the Articles of Association to incorporate the terms of Series E SHA, in substitution for and to the exclusion of the existing Articles of Association 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, Managing Director, Mr. Siddharth Mahanot, Whole time Director and Mr. Keshav Lahoti, Company Secretary of the Company be and are hereby jointly and/ or 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 Articles of Association, providing certified true copies of the Articles of Association and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company".

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2. APPOINTMENT OF MR. NIKHIL MOHTA (DIN: 00932030) AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 161 and the other applicable provisions of the Companies Act, 2013, and the rules, circulars and notifications thereunder, (including any amendment thereto or re-enactment thereof, for the time being in force), the Series E SHA and in accordance with the provisions of Articles of Association of the Company, Mr. Nikhil Mohta having DIN: 00932030, , nominated by India Advantage Fund S5 I who has given his consent, be and is hereby appointed as a Nominee Director of the Company with immediate effect from June 12, 2023.

RESOLVED FURTHER THAT India Advantage Fund S5 I Nominee Director shall not be responsible, nor be a part of and shall not have any role in the operations and day-to-day management of the Company and that the Company shall not identify India Advantage Fund S5 I Nominee Director as an ‘officer in default’ for the purposes of the Companies Act, 2013 or any other applicable laws.

RESOLVED FURTHER THAT the India Advantage Fund S5 I Nominee Director shall be entitled to be indemnified by the Company in accordance with Series E SHA and shall enjoy and have all such rights, privileges and immunities as provided under the Articles of Association of the Company, and all applicable laws for the time being in force in India.

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole Time Director and Mr. Keshav Lahoti, Company Secretary of the Company be and are hereby jointly and/ or 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 resolutions including but not limited to completing the necessary formalities relating to filing of e-form DIR-12 with Registrar of Companies, Delhi & Haryana and any other relevant forms and undertake all matters incidental and ancillary thereto as may be required to be complied with by the Company and do all such acts, deeds and things as may be required to give effect to the above resolutions.

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole Time Director and Mr. Keshav Lahoti, Company Secretary of the Company be and are hereby jointly and severally authorized to sign the certified true copies of all the above resolutions and deliver the same to the shareholders of the Company for their record.”

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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 Shareholders 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.
2. Registered Shareholders intending to send their authorised representatives to attend the Meeting are requested to send to the Company in advance a certified copy of the Board Resolution/Authorization Letter authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Shareholders/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. All documents referred to in the accompanying Notice and the Statement annexed to Notice will be available for inspection at the Company's registered office during normal business hours on all working days up to the date of General Meeting.
6. The route map showing directions to reach the venue of the Extra General Meeting is annexed hereto.

By Order of the Board
For Indifi Technologies Private Limited

Sd/-

Siddharth Mahanot
Whole-time Director
DIN: 07182888

Date: June 12, 2023
Place: Gurgaon

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

ITEM NO. 1

As per the terms of the Series E SSA, the Company is required to amend and restate its Articles of Association to incorporate the terms of the Series E SHA. The Board on June 12, 2023, recommended and approved adoption of the amended and restated Articles of Association. A draft of the restated Articles of Association was circulated.

The consent of the Shareholders is required under the provisions of Section 14 of the Companies Act, 2013 and hence, the Board proposed Item No. 1 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.

ITEM NO. 2

Pursuant to the provisions of the Series E SSA and Series E SHA, the Company is required to appoint a Director nominated by India Advantage Fund S5 as a non-executive nominee Director on the Board of the Company. In respect of the foregoing, India Advantage Fund S5 I has nominated Mr. Nikhil Mohta having DIN: 00932030, to be appointed as a Non-Executive Nominee Director on the Board.

The Board on June 12, 2023 approved the appointment of Mr. Nikhil Mohta as an Director on the Board of the Company.

Accordingly, the Board recommended the resolution in relation to appointment of Mr. Nikhil Mohta as Non-Executive, Nominee Director, for the approval by the shareholders of the Company.

Except Mr. Nikhil Mohta , none of the Directors, manager, key managerial personnel or their respective relatives are in any way concerned or interested in the said resolutions, save and except to the extent of their shareholding (if applicable) in the Company.

Shareholders are requested to consider the same.

By Order of the Board
For Indifi Technologies Private Limited

Siddharth Mahanot
Whole-time Director
DIN: 07182888

Date: June 12, 2023
Place: Gurgaon

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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 Pvt Ltd
Registered office:	Regd. 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 _____ 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:	

or failing him/her

3.	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 on Monday, 12th June, 2023 at 09:00 P.M at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
SPECIAL BUSINESS			
1.	ALTERATION OF ARTICLES OF ASSOCIATION OF INDIFI TECHNOLOGIES PRIVATE LIMITED ("COMPANY").		

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2.	APPOINTMENT OF MR. NIKHIL MOHTA (DIN: 00932030) AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY		
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Signed this _____

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

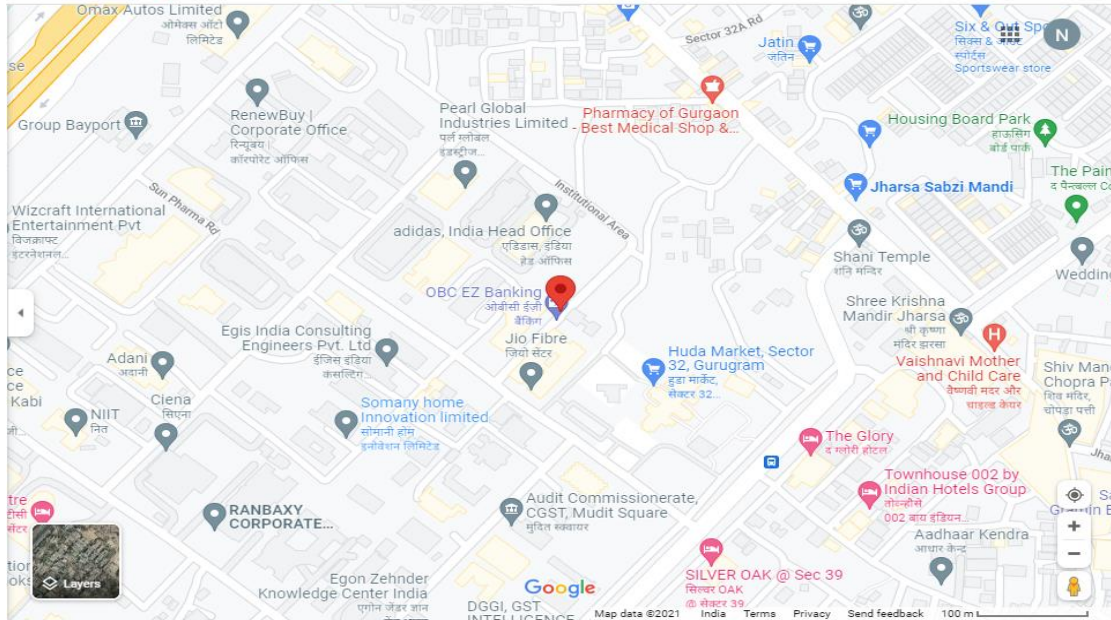
Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered 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 Shareholders 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 a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

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ROUTE MAP



Venue : Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002.

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ATTENDANCE SLIP

Name:

Address -

Folio No. (Physical holding) -

ID.....

Client

No. of shares held -

I certify that I am proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company on Monday, 12th June, 2023 at 09:00 P.M at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002 or any adjournment thereof.

[Signature of Proxy]

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.