

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 Saturday, 14th May, 2022 at 04:30 P.M. IST at the registered office of the company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001 to transact the resolutions appended below:

SPECIAL BUSINESS:

ITEM NO. 1

ALTERATION OF ARTICLES OF ASSOCIATION (“AOA”) 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), approval of the shareholders of the Company be and is hereby accorded for alteration of Article 12.1.1 and article 12.1.3 (g) of the AOA in the manner as provided below:

A. Articles 12.1.1 be and is hereby altered and substituted as follows:

Size of the Board. The Board shall consist of not more than 10 (Ten) Directors. Provided, the size of the Board may be increased by the Company after obtaining Principal Investor Consent.

B. Article 12.1.3 (g) of the AOA is hereby altered and substituted as follows:

The Board may appoint up to 3 (three) individuals as independent directors (“Independent Directors”) by means of resolutions passed by majority of the Directors subject to approval from the Shareholders in accordance with Applicable Laws. Each Principal Investor shall have the right to request the Board in writing to appoint Independent Directors for the purposes of this Article 12.1.3(g). An Independent Director shall: (i) be a person of integrity and possess the relevant expertise and experience in relation to the Business; (ii) satisfy all criteria prescribed under Applicable Law; and (iii) be appointed with Principal Investor Consent and Majority Promoter Consent.

RESOLVED FURTHER THAT 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 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

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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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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

Siddharth Mahanot
Whole-time Director
DIN: 07182888

Date: 12th May, 2022
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

The Company proposes to appoint 2 (Two) Independent Directors on the Board of the Company. Accordingly, Article 12.1.1 and article 12.1.3 (g) of the AOA will get altered to increase the size of the Board from 9 Directors to 10 Directors and change in limit of appointment of independent directors from 2 independent directors to 3 independent directors respectively. The Board of Directors vide circular resolution dated 12th May, 2022 approved the alteration of Articles of Association.

The consent of the Shareholders is required under the provisions of Section 14 of the Companies Act, 2013 and hence, the Board recommends 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.

By Order of the Board
For Indifi Technologies Private Limited

Siddharth Mahanot
Whole-time Director
DIN: 07182888

Date: 12th May, 2022
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 Saturday, 14th May, 2022 at 04:30 PM 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:

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Res. No.	Description of Resolutions	Assent	Dissent
SPECIAL BUSINESS			
1.	Alteration of Articles of Association of Indifi Technologies Private Limited.		

Signed this _____

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

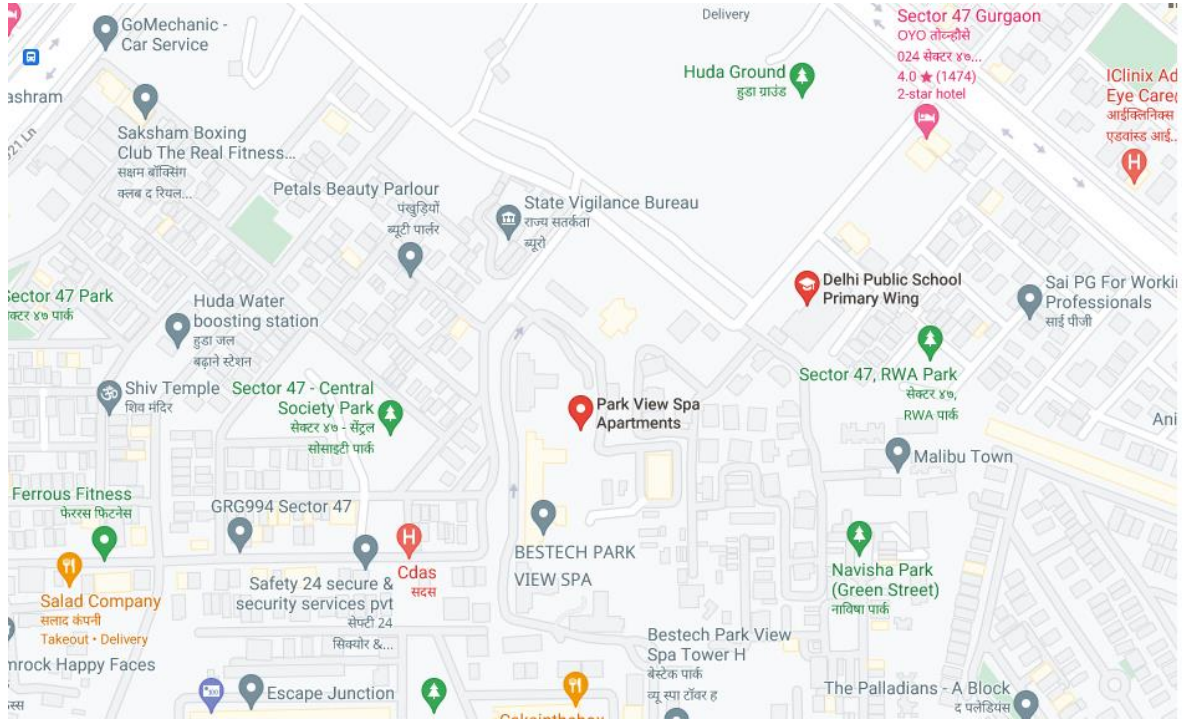
Note:

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



Registered Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001.

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ATTENDANCE SLIP

Name:

Address -

Folio No. (Physical holding) -

Client

ID.....

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 Saturday, 14th May, 2022 at 04:30 PM IST at the registered office of the company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001 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.