

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 a shorter notice on Wednesday, September 20, 2023 at 01:30 P.M. IST to transact the resolution appended below. Members may note that the meeting is being conducted through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility:-

SPECIAL BUSINESS:

ITEM NO. 1

TO AMEND THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to amend the main object clause by adding sub clause (2 & 3) to clause III (A) of the Memorandum of Association:

2. To commence and carry on, as and when permitted by the IRDA and subject to the stipulations of the RBI; act as Corporate Agents (Composite) for Life, Health, and General Insurance companies in India as per the regulations applicable and prescribed by the IRDA from time to time and to carry on other business activities that may be carried on by corporate agents as per the norms and guidelines prevailing and applicable to Insurance Business as per the provisions of Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015.
3. To commence and carry on, as and when permitted by the Central Government, all activities connected with all kinds of health insurance, general insurance, and life insurance, including motor, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock and crop insurances, medical insurances and miscellaneous insurances, providing general insurance coverage's, health insurance coverage's, life insurance coverage's, providing risk management consultancy services, co-ordinate with insurance companies, whether local or foreign, on coverages, to represent insurance companies whether national or foreign, to provide or arrange insurance coverage and/or reinsurance coverage within or outside the country and to provide general consultancy services like scrutiny of existing insurance coverage's and insurances covering any liability under any law, convention or agreement and to act as agent, representative, surveyor, sub insurance agent, franchiser, consultant, advisor, collaborator, or otherwise to deal in all incidental and allied activities related to life, health and general insurance business.

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director and Mr. Siddharth Mahanot, Wholetime Director, Ms. Priyanka Seth Wadhera, Chief Financial Officer and Mr. Keshav Lahoti, 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 e-Forms 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.”

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By Order of the Board
For Indifi Technologies Private Limited

Keshav Lahoti
(Company Secretary)

Date: 18 September, 2023
Place: Gurgaon

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NOTES:

1. As permitted by the Ministry of Corporate Affairs vide its circulars dated May 5, 2022 read with circulars dated January 13, 2021, May 5, 2020, April 13, 2020 & April 08, 2020 (Collectively referred to as “MCA Circular”) and in view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular no. 20/2020 dated May 5, 2020 read with 02/2022 dated May 5, 2022 (hereinafter referred as “MCA Circular”), issued by the Ministry of Corporate Affairs, physical attendance of the Members to the Extra-Ordinary General Meeting (“EGM”) venue is not required. Hence, Members have to attend and participate in the ensuing EGM though VC/OAVM. The deemed venue for the extra-ordinary general meeting shall be the Corporate office of the Company at Plot No. 63, First Floor, Sector 44, Gurgaon, Haryana-122002.
2. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 (“the Act”), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting by email through its registered email address to keshav.lahoti@indifi.com
3. 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.
4. 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 the extra-ordinary general meeting shall be the Corporate office of the Company at Plot No. 63, Second Floor, Sector 44 Gurgaon Haryana.
5. Since the meeting will be held through VC Facility, the Route Map is not annexed to this Notice.
6. Shorter notice consent pursuant to section 101(1) of the Companies Act, 2013 for holding the meeting at short notice has been obtained.
7. Relevant documents referred to in the Notice and the accompanying Statement are enclosed herewith.
8. The Company has made arrangements to allow members to participate through video conferencing. 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.
9. For any queries in relation to attending the EGM through video conferencing or need any assistance with using the technology to attend the EGM, you may reach out to Mr. Keshav Lahoti, Company Secretary at +91 9582818948 and keshav.lahoti@indifi.com
10. The facility to join the EGM is kept open from 01.00 PM IST and shall not be closed till the expiry of fifteen minutes after the scheduled time of meeting.
11. Attendance of the Members participating in the EGM through VC Facility shall be counted for the purpose of reckoning the quorum.

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12. In case the poll is required, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails can only be sent to Mr. Keshav Lahoti, Company Secretary at keshav.lahoti@indifi.com.
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 Mr. Keshav Lahoti, Company Secretary at +91 9582818948 and keshav.lahoti@indifi.com to register the same. In view of extraordinary circumstances due to pandemic caused by COVID-19, and in line with the MCA Circulars, physical copies of the notice are not being dispatched.
14. Voting at the meeting will be done by way of show of hands. In case a poll is required, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails can only be sent to Mr. Keshav Lahoti, Company Secretary at keshav.lahoti@indifi.com. Members casting their vote through email should do so only during the meeting and not at any time before the commencement of the meeting. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. Additionally, please note that the vote cast through email shall be considered invalid if :

it is not possible to determine without any doubt the assent or dissent of the member; and/or a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or the member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

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

ITEM NO. 1

Alteration in object clause of the Memorandum of Association of the Company:

The main objects are proposed to be altered as the Company is considering obtaining the Corporate Agent License from IRDA. As our business grows, we think it is prudent to obtain a Corporate Agent License. This license will enable the Company to offer insurance products and related services, enhancing our ability to cater to the diverse needs of our valued customers. Accordingly, the object clause of the Memorandum of Association (“MOA”) of the Company as mentioned above is to be suitably altered to encompass objectives pertaining to the obtaining of the Corporate Agent License.

In view of the said requirements and to widen the scope of activities of the main objects of the Company, the Objects Clause is proposed to be amended as follows:

By inserting following sub clause 2 and sub clause 3 to the Clause III (A) of the MOA:

2. To commence and carry on, as and when permitted by the IRDA and subject to the stipulations of the RBI; act as Corporate Agents (Composite) for Life, Health, and General Insurance companies in India as per the regulations applicable and prescribed by the IRDA from time to time and to carry on other business activities that may be carried on by corporate agents as per the norms and guidelines prevailing and applicable to Insurance Business as per the provisions of Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015.
3. To commence and carry on, as and when permitted by the Central Government, all activities connected with all kinds of health insurance, general insurance, and life insurance, including motor, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock and crop insurances, medical insurances and miscellaneous insurances, providing general insurance coverage's, health insurance coverage's, life insurance coverage's, providing risk management consultancy services, co-ordinate with insurance companies, whether local or foreign, on coverages, to represent insurance companies whether national or foreign, to provide or arrange insurance coverage and/or reinsurance coverage within or outside the country and to provide general consultancy services like scrutiny of existing insurance coverage's and insurances covering any liability under any law, convention or agreement and to act as agent, representative, surveyor, sub insurance agent, franchiser, consultant, advisor, collaborator, or otherwise to deal in all incidental and allied activities related to life, health and general insurance business.

Copies of the existing and amended Memorandum of Association will be available for inspection by shareholders during business hours at the registered office of the Company before the Extra-Ordinary General Meeting.

Any alteration of the MOA of the Company requires approval of the shareholders of the Company by means of a Special Resolution under Section 13 of the Companies Act, 2013.

None of the other Directors/ Key Managerial Personnel of the Company/their relatives, who are interested in the resolutions set out in item no. 1 of this notice, are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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The Board recommends the Special Resolution as set out in item no. 1 of the notice for approval by the members.

By Order of the Board
For Indifi Technologies Private Limited

Keshav Lahoti
(Company Secretary)

Date: September 18, 2023
Place: Gurgaon