

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

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, September 26, 2024 at 03:00 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 THE RE-DESIGNATION OF MR. SIDDHARTH MAHANOT (DIN:07182888), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association, Mr. Siddharth Mahanot (DIN: 07182888) will cease to be the Chief Operations Officer (COO) and Whole-Time Director w.e.f. October 1, 2024 and the consent of the shareholders be and is hereby accorded to the change in designation of Mr. Siddharth Mahanot from Whole time director to *Non-Executive Director* of the Company w.e.f. *October 1, 2024*.

RESOLVED FURTHER THAT Mr. Siddharth Mahanot, shall continue as a Promoter Nominated Director on the Board of Directors of the Company and shall continue his existing membership of Committees of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company(hereinafter referred to as “the Board”) which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said re-designation, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

For Indifi Technologies Private Limited

Keshav Lahoti
(Company Secretary)

Date: September 23, 2024
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, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (‘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 THE RE-DESIGNATION OF MR. SIDDHARTH MAHANOT (DIN:07182888), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Members are requested to note that Mr. Siddharth Mahanot was appointed as the Whole-Time Director on the Board of the Company with effect from October 1, 2021, for a term of 5 (Five) years. During his tenure, Mr. Siddharth Mahanot (DIN: 07182888) has made significant contributions to the Company, particularly in his role as COO and Whole time Director, where he has played a key part in driving the Company's operational strategies and growth.

He has expressed his intention to resign from his position as COO and Whole-Time Director with effect from October 1, 2024. His decision is driven by personal and professional considerations, and he has requested to continue serving the Company as a Non-Executive Director and as a member of the Committees of the Board (wherever applicable).

Therefore, the Board of Directors at their meeting held on September 23, 2024, proposed the re-designation of Mr. Siddharth Mahanot as a Non-executive Director on the Board of the Company.

The Board of Directors recommends the resolution set out in Item No. 1 of the notice for approval of the shareholders by way of passing a **Special Resolution**.

The Board recommends the resolution for approval of the shareholders as a **Special Resolution**.

For Indifi Technologies Private Limited

Keshav Lahoti
Company Secretary

Date: September 23, 2024

Place: Gurgaon