NOTICE OF EXTRA-ORDINARY GENERAL MEETING AT A SHORTER NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting **("EGM")** (EGM-02/2026-27) of the members of Indifi Capital Private Limited ("**Company**") will be held at a shorter notice on Thursday, August 06, 2026, at 06:45 P.M. (IST) at the registered office of the Company at Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India, to transact the following matter:

SPECIAL BUSINESS:

1. **ITEM NO. 01: TO APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF INDIFI CAPITAL 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, Articles of Association of the Company ("**AOA**") and Series F1 Share Subscription Agreement dated July 01, 2026, executed between India Advantage Fund S5 I, OP Finnfund Global Impact Fund I LP, British International Investment Plc, Accel India IV (Mauritius) Limited, Parul Alok Mittal, Alok Mittal, Siddharth Mahanot, and Indifi Technologies Private Limited ("**Series F1 SSA**"), and the Series F1 Shareholders' Agreement dated July 01, 2026 executed between India Advantage Fund S5 I, Sage Private Limited, CX Alternative Investment Fund, OP Finnfund Global Impact Fund I LP, British International Investment Plc, ON Mauritius, ON Mauritius II, Flourish Ventures Fund LLC, Elevar M-III, Accel India IV (Mauritius) Limited, Alok Mittal, Siddharth Mahanot and Indifi Technologies Private Limited ("**Series F1 SHA**") and as approved by the Board of Directors of the Company ("**Board**") in their meeting held on August 05, 2026, approval of the shareholders of the Company be and is hereby accorded for the amendment of the regulations contained in the AOA to incorporate the terms of the Series F1 SHA in substitution for and to the exclusion of the existing AOA, 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. Sangram Singh, CEO and Ms. Sakshi Goel Singla, Company Secretary of the Company be and are hereby 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, National Capital Territory of Delhi & Haryana in relation to alteration of the existing Articles of Association, providing certified true copies of the Restated Articles and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company.

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director, or Mr. Sangram Singh, CEO, and Ms. Sakshi Goel Singla, Company Secretary, be and are hereby severally authorized to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action".

By Order of the Board
For Indifi Capital Private Limited

SAKSHI GOEL SINGLA
Digitally signed by SAKSHI GOEL SINGLA
Date: 2026.08.06 17:04:15 +05'30'

Sakshi Goel Singla
Company Secretary
Membership No: F12485

Date: 06th August, 2026
Place: Gurugram

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 members 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. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend this EGM, pursuant to Section 113 of the Act, through e-mail at secretarial@indificapital.com

3. Members/proxies/authorized representatives should bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.

4. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 01 of the Notice is annexed hereto.

5. All the records, registers and documents which are required to be made available for inspection at the meeting at the registered office. Further, all documents referred to in the accompanying notice shall be available for inspection during normal business hours on all working days (Monday to Friday) up to the date of EGM. Members seeking to inspect such documents can send an email to secretarial@indificapital.com.

6. The resolutions in the meeting will be passed by show of hands.

7. Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

8. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communication including Notices and circulars etc. from the Company electronically by sending email to secretarial@indificapital.com.

9. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members can raise questions during the meeting or in advance by sending email to secretarial@indificapital.com. However, it is requested to raise the queries precisely at the time of the meeting to enable the answer to the same. The same will be replied by the Company suitably.

11. The members are requested to give their consent to hold the EGM at shorter notice.

12. The route map showing directions to reach the venue of the Extra General Meeting is annexed hereto.

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

As per the terms of the Series F1 SSA, the Company is required to amend and restate its Articles of Association to incorporate the terms of the Series F1 SHA. The Company recommends adoption of the Amended and Restated Articles of Association. A draft of the Amended and Restated Articles of Association is circulated along with this notice.

The consent of the members is required under the provisions of Section 14 of the Companies Act, 2013 and hence, the Board proposes item no. 1 to be passed as a ***Special Resolution***.

None of the directors, manager, key managerial personnel 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 Capital Private Limited

SAKSHI GOEL SINGLA
Digitally signed by SAKSHI GOEL SINGLA
Date: 2026.08.06 17:04:50 +05'30'

Sakshi Goel Singla
Company Secretary
Membership No: F12485

Date: 06th August, 2026
Place: Gurugram

Form- 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:	U65923HR1980PTC069400
Name of the company:	Indifi Capital Private Limited
Registered office:	Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India,

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

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 at a shorter notice on Thursday, August 06, 2026, at 06:45 P.M. (IST) at the registered office of the Company at Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
SPECIAL BUSINESS			
1.	TO APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF INDIFI CAPITAL PRIVATE LIMITED (“COMPANY”).		

Signed this _____

Affix Revenue Stamp

Signature of shareholders

Signature of Proxy holder(s)

ATTENDANCE SLIP

Name:

Address –
Folio No. (Physical holding) -
Client ID.....

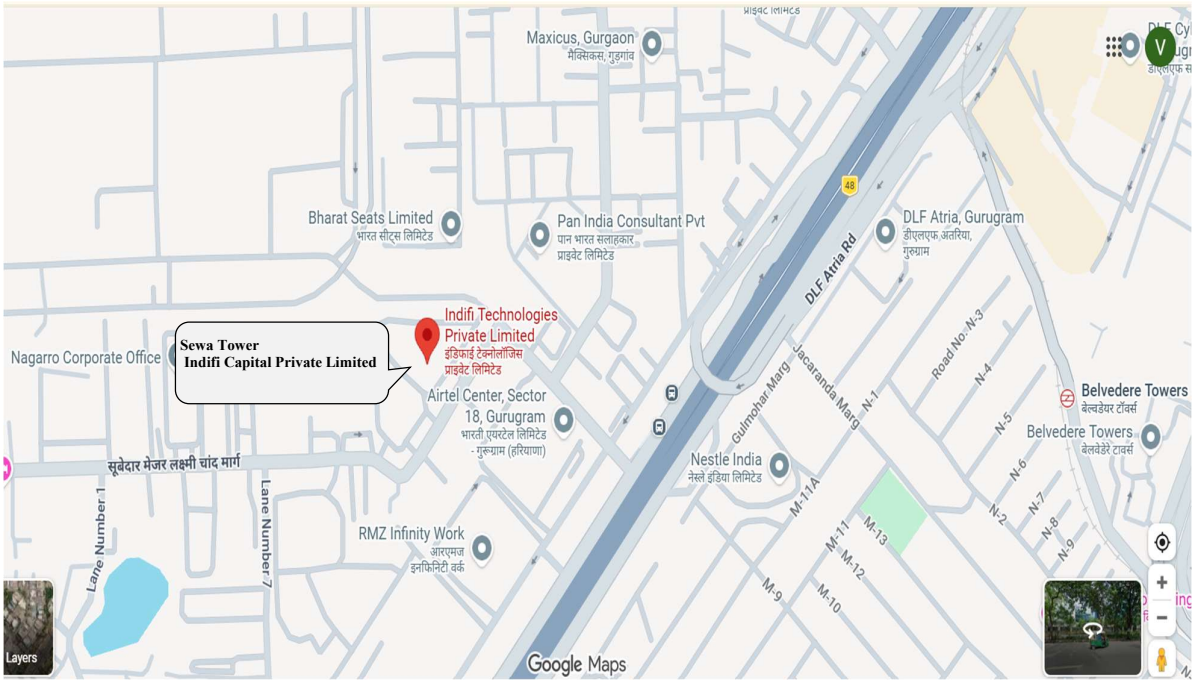
No. of shares held –

I certify that I am proxy to the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company on Thursday, August 06, 2026, at 06:45 P.M. (IST) the registered office of the Company at Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India, 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.

ROUTE MAP



Registered office Address: Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India