NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting **("EGM")** (EGM-01/2026-27) of the members of Indifi Capital Private Limited ("**Company**") will be held at a shorter notice on Friday, June 26, 2026, at 12:30 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 matters:

SPECIAL BUSINESS:

ITEM NO. 01: TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT

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

"RESOLVED THAT subject to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Memorandum and Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to the Board of Directors to raise funds to meet the funding requirements of the Company by way of issuance, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (as may be determined)) ("**NCDs**"), on a private placement basis ("**Debenture issue**"), in one or more tranches, for a period of one year from the date of passing of this resolution and on such terms and conditions as may be decided by the Board, up to an aggregate maximum limit of Rs. 500 Crores (Indian Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT any of the Executive Director(s), Chief Executive Officer, Chief Financial Officer or Company Secretary of the company be and are hereby authorized to do all such acts, deeds, matters and things as may arise for the implementation of the aforesaid resolution including filing of relevant forms with regulators and for all matters connected herewith and to further execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties, or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or officers of the Company, to give effect to this resolution.**"**

By Order of the Board

For Indifi Capital Private Limited

SAKSHI GOEL SINGLA
Digitally signed by SAKSHI GOEL SINGLA
Date: 2026.06.23 12:18:31 +05'30'

Sakshi Goel Singla
Company Secretary
Membership No: F12485

Date: 23rd June 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.
   Proxy Form enclosed herewith, in order to be effective, must be duly completed, signed, stamped, and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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, unless a poll is demanded in accordance with the provisions of Section 109 of the Companies Act, 2013.

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

ITEM NO. 1: TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT.

The members are hereby informed that Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a Company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board of Directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are made by the Company to the Members:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	Non-convertible debt securities/NCDs. The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.

AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPAL TERMS OF ASSETS CHARGED AS SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the issuance of NCDs by the Company from time to time and they are requested to authorize the Board to issue such NCDs, within one year from the date of aforementioned resolution, on private placement basis up to INR 500 Crores (Indian Rupees Five Hundred Crores) as stipulated above, in one or more tranches.

Your Board recommends passing the resolution as set out in the accompanying notice as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

By Order of the Board

For Indifi Capital Private Limited

SAKSHI GOEL SINGLA
Digitally signed by SAKSHI GOEL SINGLA
Date: 2026.06.23 12:18:53 +05'30'

Sakshi Goel Singla
Company Secretary
Membership No: F12485

Date: 23rd June 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 _____equity shares 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:	

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 Friday, June 26, 2026, at 12:30 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 ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT.		

Signed this _____

Affix Revenue Stamp

Signature of shareholders

Signature of Proxy holder(s)

ATTENDANCE SLIP

Name of the Company: Indifi Capital Private Limited
Registered Address: Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Gurgaon, Haryana-122015, India
CIN: U65923HR1980PTC069400
Email: secretarial@indificapital.com

Website: www.indificapital.com

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 Friday, June 26, 2026, at 12:30 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, or any adjournment thereof.

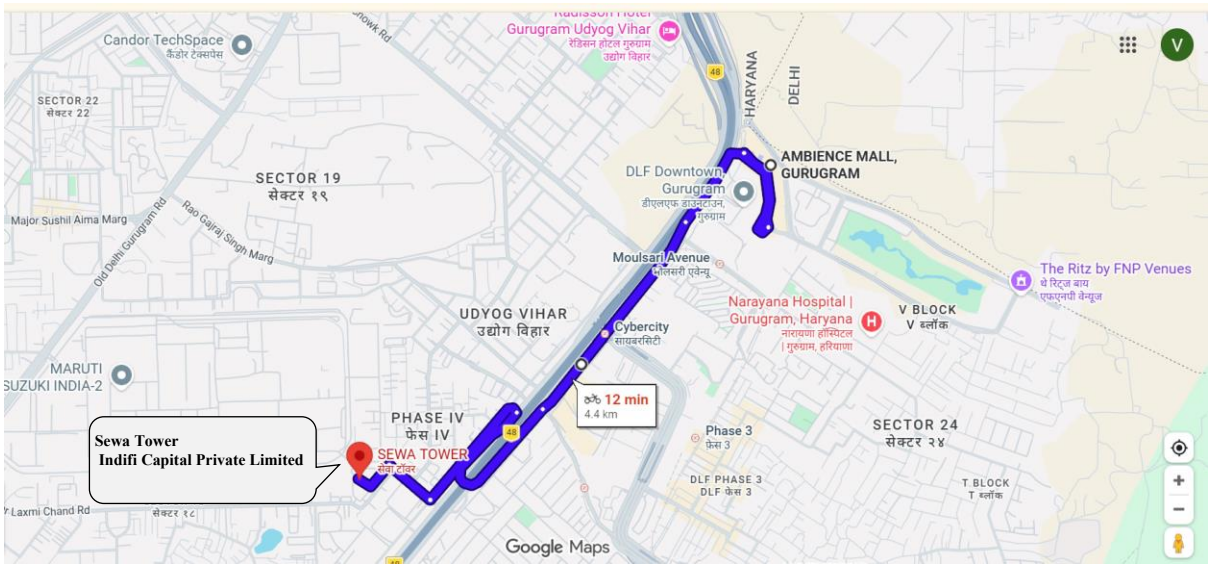
[Signature of First holder/Proxy/Authorised Representative] ……

[Signature of 1st Joint holder]

[Signature of 2nd Joint holder]

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