



NOTICE is hereby given that the **Twenty Ninth Annual General Meeting ("29TH AGM")** of the Members of **Infina Finance Private Limited** will be held on **September 22nd, 2025, Monday at 4.00 P.M.** Indian Standard Time (IST) **through Video Conferencing ("VC")**, to transact the following business. **The proceedings of the Twenty Ninth Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company** situated at 7th Floor Dani Corporate Park, 158, CST Road, Santacruz (East), Mumbai 400098 to transact the following business **which shall be the deemed venue of the AGM.**

ORDINARY BUSINESS:

1. Receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025, together with the Reports of Board of Directors and Auditors thereon.

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

"RESOLVED that the audited standalone financial statements of the Company for the year ended **March 31, 2025**, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. Consider and approve fixing of Remuneration of M/s KPB & Associates (Firm Registration No. 114841W), Statutory Auditors of the Company for FY 25-2026 Q1FY27

To consider and, if thought fit, to pass with or without modification(s) following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and the guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard, from time to time, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, the approval of the members, be and is hereby accorded for payment of an overall fee not exceeding ` 18,00,000/- (Rupees Eighteen Lakh only), to the Statutory Auditors, for the Statutory Audit in respect of FY 2025-26 and review of financials till June 2026, as the case may be, in addition to certificate fees, any out of pocket expenses, outlays and taxes, as applicable."

"RESOLVED FURTHER that the Board of Directors ("Board"), including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the

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power to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the resolution.”

SPECIAL BUSINESS:

3. Consider and approve re-appointment of Dr. Janki Mistry (DIN: 07996482 as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the provisions of the Articles of Association of the Company, Dr. Janki Mistry (DIN: 07996482), who was appointed as an Independent Director of the Company at the 25th Annual General Meeting of the Company held on 29th September 2021 and who holds office of Independent Director up to 09th November, 2025 and who meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and is eligible for being re-appointed as an Independent Director, upon recommendation from Nomination & Remuneration Committee and Board of Directors of the Company be and is hereby re- appointed as an Independent Director for a second term of 5 (five) consecutive years commencing from 10th November, 2025 to 9th November, 2030 (both days inclusive); whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board, any of the Directors , Company Secretary, and any other person duly authorised by the Board be and is hereby severally authorised to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental to give effect thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the ROC, updating the applicable register(s) of the Company and to comply with all other requirements in this regard.”

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4. Consider and approve Appointment Mr. Ramesh Srinivasan (DIN- 02787576) as Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152,161 and other provisions, applicable if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the “Act”) read with relevant Rules made thereunder and the Articles of Association of the Company, Mr. Ramesh Srinivasan (DIN- 02787576) who was appointed as an Additional Director, designated Non- Executive Director of the Company with effect from May 13, 2025 by Board of directors upon recommendation of Nomination and Remuneration Committee and who holds the Office till date of this 29th Annual General Meeting of the Company and who, being eligible, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

5. Appointment of Mr. Sudhakar Shanbhag as a director and whole-time director, to be designated as ‘whole-time director (executive director) & CEO’ of the Company and payment of remuneration to him

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 161 and all other applicable provisions of the Companies Act, 2013 if any (including any statutory modifications or re-enactments thereof as may be made from time to time or as per any notifications, circulars or clarifications as may be issued by the Central Government from time to time) (hereinafter referred to as “the Act”), Mr. Sudhakar Padmanabh Shanbhag, CEO of the Company (DIN: 08187304), who was appointed as an Additional Director, designated as the Whole Time Director of the Company (WTD & CEO) of the Company for a period of three years with effect from 22nd July 2025 to 21st July 2028 by Board of directors upon recommendation of Nomination and Remuneration Committee and who

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holds the Office till date of this 29th Annual General Meeting of the Company and who, being eligible, be and is hereby appointed as a Director of the Company.

“RESOLVED FURHTER THAT pursuant to the provisions Sections 196 and 203 read with applicable Schedule if any and all other applicable provisions of the Act, any other applicable law (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association, pursuant to the recommendation of recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, , the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Sudhakar Padmanabh Shanbhag, CEO (DIN: 08187304) as the Whole Time Director (Executive Director) of the Company (WTD & CEO) for a period of three years with effect from 22nd July 2025 to 21st July 2028, on the existing terms of remuneration with upper limit of Rs 5 Cr. per annum for three years as below :

- i. Basic Salary
- ii. Performance Bonus: As may be decided by the Nomination & Remuneration Committee.
- iii. Perquisites: In addition to the basic salary, entitled to perquisites such as House Rent Allowance, Professional Allowance, Leave Travel Allowance, Car/Fuel Allowance, Driver Allowance, Company Car Lease etc.
- iv. Reimbursement of Medical Expenses and such other benefits as per rules of the Company.
- v. Provident Fund/Gratuity/Superannuation or allowance thereof as per the rules of the Company.
- vi. The value of the Perquisites shall be calculated in accordance with the Income Tax Act, 1961 and the Rules made there under.
- vii. All the other terms and conditions of employment shall be in accordance with the Rules and Policy of the Company which may include Group Mediclaim, Term Insurance, Group personal Insurance, KMP insurance, Long Term Service Award, Annual Health Checkup as may be applicable to the employees of the company.
- viii. The Nomination & Remuneration Committee would have powers to alter, increase the remuneration from time to time, subject to the applicable laws and upper limit of 5 Cr per annum.
- ix. Deferred Incentives will not be part of the calculation of the Annual Cost even though payout happens at later years once it is covered in the Annual Bonus/ incentives for the subject year.

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“RESOLVED FURTHER that the Board (which term shall include any Committee which the Board may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose), be and is hereby authorised to fix the actual amount of remuneration (including perquisites), payable or to be provided to Mr. Shanbhag and vary or increase the same, from time to time, within the limits approved by the members, to the extent the Board may consider appropriate and as may be permitted or approved under applicable law or regulatory requirement.”

“RESOLVED FURTHER that the Board, be and is hereby authorised to execute any agreement, document or instruction, as may be required and settle at its sole and absolute discretion, any query or difficulty that may arise in this regard and to generally do all such acts, deeds, matters and things as may be necessary and appropriate and to delegate all or any of its powers herein conferred to any Director / Officer of the Company, to give effect to this resolution.”

**By Order of the Board of Directors
For Infina Finance Private Limited**

**Samidha Bhagat
Company Secretary & Chief Compliance Officer
Membership No.: F8553**

Registered Office

CIN: U67120MH1996PTC098584
7th Floor, Dani Corporate Park,
158, CST Road, Kalina, Santacruz (East),
Mumbai 400098

Place: Mumbai

Date: August 25, 2025

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NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice for agenda 2, 3, 4 & 5
2. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular No. 14/ 2020 dated 8th April, 2020; General Circular No. 17/2020 dated 13th April, 2020; General Circular No. 20/2020 dated 5th May, 2020; General Circular No. 02/2021 dated 13th January, 2021; General Circular No. 19/2020-21 dated 8th December, 2021; General Circular No. 21/2020-21 dated 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and 25th September, 2023 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), has permitted companies to conduct Annual General Meetings, through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). In compliance with the relevant MCA Circulars and other applicable provisions of the Act, the 29TH AGM of the Members of the Company is being conducted through VC / OAVM. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 will not be available for 29th AGM.
3. However, in pursuance of Section 113 of the Companies Act, 2013, Representatives of the Members may be appointed for the purpose of participation in the 29TH AGM through VC/OAVM Facility and voting thereat
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case Poll is demanded as per the provisions of Section 109 of the Companies Act, 2013 on Resolution(s), the Members shall vote by stating their Assent or Dissent in **BOLD and CAPITAL LETTERS** through an Email to Company's email id i.e. samidha.bhagat@infina.in within 48 Hours from the demand of the Poll. Since the Meeting is being conducted through the VC/OAVM Facility, the Polling Paper as prescribed under Form SH-12 of the Rule 21 of the Companies (Management and Administration) Rules, 2014 will not be made available.
6. The Members are requested to promptly notify any change in their address or Email ID to the Registered Office of the Company or by email at compliance@infina.in.
7. In case of queries, if any, Members may write to Company Secretary at compliance@infina.in.
8. The link for VC/OAVM Facility through which 29TH AGM will be conducted, being two-way teleconferencing or Webex or zoom will be shared with you in an electronic communication being sent along with the Notice of 29TH AGM.
9. In line with the MCA Circulars, the Notice of the 29TH AGM will be made available on the website of the Company at www.infina.co.in.
10. Since the 29TH AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

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11. The venue of the meeting shall be deemed to be the Registered Office of the Company at 7th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz(East), Mumbai-400098.
12. Members may join the 29TH AGM through VC/OAVM Facility which shall be kept open for the Members from 3.45 P.M. IST i.e. 15 minutes before the time scheduled to start the 29TH AGM and will be closed for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 29TH AGM.
13. Attendance of the Members participating in the 29TH AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
15. In case of queries, if any, Members may write to Company Secretary at compliance@infina.in.

**By Order of the Board of Directors
For Infina Finance Private Limited**

**Samidha Bhagat
Company Secretary & Chief Compliance Officer
Membership No.: F8553**

Registered Office

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Place: Mumbai

Date: August 25, 2025

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2

The members of the Company had appointed **M/s KPB & Associates, Chartered Accountants (Firm Registration No. 114841W)** as Statutory Auditors of the Company for the term of 3(Three) Years i.e. from Financial Year 2024-25 till Financial Year 2026-27 and to hold the Office from the conclusion of Twenty Eighth Annual General Meeting till the conclusion of Thirty First Annual General Meeting of the Company Reference to the same the remuneration of Rs. 18, 00, 000 was approved by the members for FY 25. In continuation to the same, it is hereby proposed to the members approve remuneration of Rs. 18,00,000/- for FY 26 (which includes the cost of limited review reports upto June 2026 quarter) The Audit Committee and the Board, at their respective meetings held on 25th August, 2025, have approved, subject to the approval of the members, remuneration/fee of an amount not exceeding INR ` 18,00,000/- (Rupees Eighteen Lakh only), to the Statutory Auditors, for the Statutory Audit for FY 26 including quarterly/ half yearly limited reviews of financials for upto June 2025, and in addition approved any Certification fees, out of pocket expenses, outlays and taxes, as applicable and to be mutually agreed between the Infina and the Statutory Auditors. The remuneration/fee payable to the Statutory Auditors, as proposed herein, is commensurate with the size and operations of Infina at present.

The approval of the members is being sought pursuant to the applicable provisions of Companies Act and the relevant Rules thereunder for:

fixing the remuneration/fee of Statutory Auditors as proposed in the resolution at Item No. 2 of this Notice; and granting authority to the Board, including the Audit Committee or any other person authorised by the Board or the Audit Committee in this regard, to determine the roles and responsibilities/scope of work of the Statutory Auditors.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the said resolution except Mr. Narayan S. A. only to the extent of professional services that are obtained by him from the firm.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of the Notice, for approval of the Members.

ITEM NO. 3

In terms of provisions of Section 161 and Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder; Articles of Association of the Company and basis the recommendation received from Nomination and Remuneration Committee, the Board by the resolution passed at its Meeting held on June 05,2025 have appointed Dr. Janki Mistry (DIN: 07996) for second term

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of 5 (Five) years as an Independent Director of the Company subject to approval of the Members of the Company with effect from November 10, 2025.

The brief profile of Dr. Janki Mistry containing details as prescribed under Clause No. 1.2.5 of the Secretarial Standard on General Meetings issued under the provisions of Section 118(10) of the Act is as below and forms the part of this Notice:

Name	Dr. Janki Mistry
DIN	DIN: 07996482
Date of Birth & Qualification	05/04/1979 MBA, Ph.D
Experience	Dr. Janki Mistry is a faculty of Finance at the Department of Business and Industrial and Management, Veer Narmad South Gujarat University, Surat. She has an MBA degree (Distinction- Gold medal) in Finance from Veer Narmad South Gujarat University and a Doctorate in the Faculty of Management from the same university. She has also completed a one year Post Graduate Diploma in Research Methodology. Majority of her research and publications are in the area of Corporate Restructuring and Mergers & Acquisitions. She has been teaching post graduate courses in the field of Business Management since the past 15 years. She is a keen academician and actively participates in Workshops, Seminars & Conferences taking place across the country and abroad. She is also pursuing the Management Teachers' programme of the Strategic Management Forum founded by the IIMs. She has presented research papers in various conferences in India and abroad. Her recent presentations were in The Paris Annual Business Research conference as well as the Asia Pacific Business Conference in Singapore. She was also invited to chair sessions at both these conferences. She received the "Best Paper Award" for her presentation in the 5th International conference on Contemporary Issues in Management held at Bangalore in February 2017. She has 26 publications in National and International Journals. She is currently supervising six Ph.D. and two M.Phil scholars in the Management Faculty.

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	She is closely associated with the industry through her affiliation with the South Gujarat Chamber of Commerce and Industry She is also the member of the Indian Commerce Association.
Remuneration sought to be drawn (In Rs.)	No Remuneration. Sitting Fees will be paid for attending Meetings of the Board of Directors of the Company or Committee(s) thereof as approved by the Board of Directors of the Company from time to time.
Remuneration drawn (in Rs.)	There is no remuneration drawn. Receives Sitting Fees for Board and Committee meetings attended.
Date of First Appointment on the Board	Board approval Date November 10,2020. Appointed w.e.f November 10,2020
Shareholding the Company (in %)	NIL
Relation with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors / KMPs of the Company in any way.
Number of Meetings of the Board of Directors attended during the Year	14(Fourteen)
Other Directorships	NIL
Membership/ Chairmanship of Committees of other Boards	NIL

The Board of Directors of the Company is, on the basis of recommendation from Nomination and Remuneration Committee, of the opinion that the appointment of Dr. Janki Mistry (DIN: 07996482) as a Director of the Company and as an Independent Director of the Company would be beneficial to the Company and hence recommends the passing of Resolution as set out in Item No. 3 as a Special Resolution.

Except Dr. Janki Mistry (DIN: 07996482) and her relatives none of the other Directors, Key Managerial Personnel of the Company and their relatives, if any, are in any way concerned or interested in the said Resolution as set out in Item No. 3.

ITEM NO. 4

Mr. Ramesh Srinivasan (DIN: 02787576), was appointed as an Additional Director of the Company by the Board, with effect from May 13, 2025 in accordance with the provisions of Section 161 (1) of the Companies Act, 2013("Act") and Articles of Association of the Company and holds office up to the date of this Annual General Meeting and who being eligible, has offered himself for an appointment to the office of the Director.

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The brief profile of Mr. Ramesh Srinivasan (DIN: 02787576) containing details as prescribed under Clause No. 1.2.5 of the Secretarial Standard on General Meetings issued under the provisions of Section 118(10) of the Act is as detailed in the following table and forms the part of this Notice:

Name	Mr. Ramesh Srinivasan
DIN	DIN: 02787576
Date of Birth & Qualification	09/07/1964 ACA, ACS, Grad CWA
Experience	Mr. Ramesh Srinivasan is Managing Director & CEO, Kotak Investment Banking. Mr. Ramesh joined the Kotak Mahindra Group in 1995. Over a career spanning more than two decades, Mr. Ramesh is a respected and influential figure in the investment banking industry in India and has formed strong relationships with leading corporates and key regulators. Prior to being appointed MD & CEO, Mr. Ramesh was Joint Managing Director of Kotak Investment Banking. Mr. Ramesh is a member of the SEBI Committee on Disclosures and Accounting Standards (SCODA) and the Committee for Reviewing Disclosures and Application forms in Public Issues (CRDA). He also participates in the Primary Market Advisory Committee (PMAC) set up by SEBI. Mr. Ramesh has also been nominated as the representative for all Kotak group wide SEBI related engagements since 2016. He is ACA, ACS, Grad CWA.
Remuneration sought to be drawn (In Rs.)	NIL
Remuneration drawn (in Rs.)	NIL
Date of First Appointment on the Board	Board approval Date May 13,2025. Appointed w.e.f May 13,2025
Shareholding the Company (in %)	NIL
Relation with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors / KMPs of the Company in any way.
Number of Meetings of the Board of Directors attended during the Year	NA
Other Directorships	Kotak Mahindra Capital Company Limited
Membership/ Chairmanship of Committees of other Boards	Routine and Administrative Functions (RAF Committee) Corporate Social Responsibility (CSR committee) Expenditure Approval Committee Investment Committee

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The Board of Directors of the Company is of the opinion that the appointment of Mr. Ramesh Srinivasan (DIN: 02787576) as Director of the Company would be beneficial to the Company and hence recommends the passing of Resolution as set out in Item No. 4 as a Ordinary Resolution.

Except Mr. Ramesh Srinivasan (DIN: 02787576), none of the other Directors, Key Managerial Personnel of the Company and their relatives, if any, are in any way concerned or interested in the said Resolution as set out in Item No. 4

ITEM NO. 5

Mr. Sudhakar Shanbhag (DIN:08187304) was appointed Additional Director and designated as Whole Time Director by the resolution passed at the Meeting of Board of Directors of the Company held on May 13, 2025, with effect from May 13, 2025 in accordance with the provisions of Section 161 (1) of the Companies Act, 2013("Act") and Articles of Association of the Company. He holds office up to the date of this Annual General Meeting and who being eligible, has offered himself an appointment to the office of the Whole Time Director.

The brief profile of Mr. Sudhakar Shanbhag (DIN: 08187304) containing details as prescribed under Clause No. 1.2.5 of the Secretarial Standard on General Meetings issued under the provisions of Section 118(10) of the Act is as detailed in the following table and forms the part of this Notice:

Name	Mr. Sudhakar Shanbhag
DIN	DIN: 08187304
Date of Birth & Qualification	12/12/1969 B.Com, Chartered Accountant
Experience	He brings about three decades of experience across various financial organizations including insurance, lending and banking. Over the course of his career, he has spent a larger portion with the Kotak Mahindra group in various capacities. Prior to joining Infina in June 2022, he served as President and Head of Group Investments at Kotak Mahindra Bank, overseeing investment strategy across the group. Previously, he was Chief Investment Officer at Kotak Life Insurance, where he significantly improved returns and profitability. He also held senior roles at Kotak Mahindra Prime and Kotak Securities.
Remuneration sought to be drawn (In Rs.)	As detailed in Resolution 5 to this notice.
Remuneration drawn (in Rs.)	not applicable

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Date of First Appointment on the Board	Board approval Date July 22,2025. Appointed w.e.f July 22,2025
Shareholding the Company (in %)	NIL
Relation with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors / KMPs of the Company in any way.
Number of Meetings of the Board of Directors attended during the Year	Not applicable, as the appointment in the capacity of Director is yet to come into effect.
Other Directorships	NA
Membership/ Chairmanship of Committees of other Boards	NA

The Board of Directors of the Company is of the opinion that the appointment of Mr. Sudhakar Shanbhag as a Whole Time Director (DIN: 08187304) of the Company would be beneficial to the Company and hence recommends the passing of Resolution as set out in Item No. 5 as an Ordinary Resolution.

Except Mr. Sudhakar Shanbhag (DIN:08187304), none of the other Directors, Key Managerial Personnel of the Company and their relatives, if any, are in any way concerned or interested in the said Resolution as set out in Item No. 5.

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