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NOTICE

NOTICE IS HEREBY GIVEN THAT 2nd EXTRAORDINARY GENERAL MEETING ("EGM") OF FY 2026-27 OF THE MEMBERS OF INFINA FINANCE PRIVATE LIMITED ("COMPANY") WILL BE HELD AT A SHORTER NOTICE ON 15TH June, 2026, MONDAY AT 11.00 AM INDIAN STANDARD TIME (IST) VIA VIDEO-CONFERENCING /OTHER AUDIO-VISUAL MEANS ("VC/OAVM") FACILITY AND THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR DANI CORPORATE PARK, 158, CST ROAD, SANTACRUZ (EAST), MUMBAI 400098 SHALL BE DEEMED PLACE OF BUSINESS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1:

To approve amendment to the Articles of Association (AOA) of the Company

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

"**RESOLVED THAT THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) (the "**Act**"), the consent of the Members be and is hereby accorded to adopt the amended and restated Articles of Association of the Company, whereby the existing Articles of Association shall be amended to include the following:

1. Definition of Shareholders' Agreement means as follows:

"Shareholders' Agreement" means the shareholders agreement dated March 21, 2026 executed between Kotak Mahindra Capital Company Limited, Derive Trading and Resorts Private Limited, Bright Star Investments Private Limited, Aryaman Jhunjhunwala Discretionary Trust, Aryavir Jhunjhunwala Discretionary Trust, Nishtha Jhunjhunwala Discretionary Trust, KF Trust, Komaf Financial Services Private Limited and the Company as amended pursuant to the amendment agreement dated 12th June, 2026 executed amongst the aforesaid parties.

2. paragraph after Article 5.1 (c) of the existing Articles of Association:

*Notwithstanding anything to the contrary contained herein, the Parties agree that in the event of any sale of Equity Shares by the Promoter Group pursuant to Article 5.5(j)(i) to any Person, the Promoter Group shall ensure that such Person (if such Person is not a Permitted Transferee) executes and delivers a deed of adherence in the form set out in **Part C** of **Schedule IV** of the Shareholders Agreement, agreeing to be bound by the obligations that are applicable to the Investor Group under Article 5 (Transfers), Article 6 (Pre-emptive Right) and Article 8 (Exit), and be entitled to the rights that are available to the Investor Group, under Article 5 (Transfers), Article 6 (Pre-emptive Right) and Article 8 (Exit), which shall take effect simultaneously with the sale of Equity Shares to such Person.*

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary and /or Chief

Financial Officer of the Company and / or any person authorised by Mr. Sudhakar Shanbhag , Whole Time Director & CEO of the Company be and are hereby jointly and severally authorized to take all such steps as may be necessary, desirable or expedient in connection with or incidental to giving effect to the aforesaid amendment to the Articles of Association, including but not limited to (i) signing, executing, submitting and filing all such forms, returns, applications, declarations, resolutions and other documents, physically or electronically, with the Registrar of Companies and/or any other authority, as may be required under the Act or any other applicable law; and (ii) settling all questions, difficulties or doubts that may arise in this regard, and doing all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving full effect to this resolution.

By order of the Board
For Infina Finance Private Limited

INFINA Finance Private Limited
MUMBAI

Samidha Bhagat

Samidha Bhagat
Company Secretary
Membership No.: F8553

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

Place: Mumbai
Date: June 12, 2026

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NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice for agenda 1.
2. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/ 2020 dated 8th April, 2020; General Circular No. 17/2020 dated 13th April, 2020; General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 9/2023 dated 25th September, 2023, General Circular No. 9/2024 dated 19th September, 2024, General Circular No. 3/2025 dated 22nd September, 2025 ("relevant Circulars"), has permitted companies to conduct Extra- ordinary General Meetings, through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). In compliance with the relevant Circulars and other applicable provisions of the Act, this EGM of the Members of the Company is being conducted through VC / OAVM.
3. 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 the EGM.
4. 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 EGM through VC/OAVM Facility and voting thereat.
5. 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.
6. 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. compliance@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 MGT-12 of the Rule 21 of the Companies (Management and Administration) Rules, 2014 will not be made available.
7. 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.
8. In case of queries, if any, Members may write to Company Secretary at compliance@infina.in.
9. The link for VC/OAVM Facility through which EGM will be conducted, is as follows:

Topic: 2nd EGM of 2026-2027 dated 15th June 2026 at 11.00 am on Monday
Time: Jun 15, 2026 11:00 AM India

Join Zoom Meeting
https://us06web.zoom.us/j/86371474132?pwd=HpPmUcJLp59yHhzsorGnbgsxFjHh42.1

Meeting ID: 863 7147 4132
Passcode: 758175

10. In line with the MCA Circulars, the Notice of the EGM will be made available on the website of the Company at www.infina.co.in.
11. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

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12. The venue of the meeting shall be deemed to be the Registered Office of the Company on the 7th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai-400098.
13. Members may join the EGM through VC/OAVM Facility which shall be kept open for the Members from 10.45 A.M. IST i.e. 15 minutes before the time scheduled to start the EGM and will be closed for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the EGM.
14. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Further, Members will be required to use the 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.
16. For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. The Members may also, before the meeting, submit the questions through e-mail to compliance@infina.in
17. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other people authorized to attend the meeting, may join, using above Dial-in details prior to the start of the meeting.
18. All documents referred to in the EGM Notice are available for inspection at the registered office on any working day of the Company, between 9.30 a.m. and 6.00 p.m. from the date of dispatch of the Notice till the conclusion of EGM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the notice.

ITEM NO. 1

Alteration of Articles of Association of the Company

The Company is party to a shareholders' agreement dated March 21, 2026 entered into amongst Company, Kotak Mahindra Capital Company Limited, KF Trust, Komaf Financial Services Private Limited, Derive Trading and Resorts Private Limited, Bright Star Investments Private Limited, Aryaman Jhunjhunwala Discretionary Trust, Aryavir Jhunjhunwala Discretionary Trust, Nishtha Jhunjhunwala Discretionary Trust ("**Existing SHA**").

The parties to the Existing SHA had entered into an amendment agreement dated 12th June, 2026 ("**Amendment Agreement**") to incorporate the following provision after Clause 6.1(c) of the Existing SHA:

"Notwithstanding anything to the contrary contained herein, the Parties agree that, in the event of any sale of Equity Shares by the Promoter Group pursuant to Clause 6.5(j)(i) of this Agreement to any Person, the Promoter Group shall ensure that such Person, if such Person is not a Permitted Transferee, executes and delivers a deed of adherence in the form set out in Part C of Schedule IV, agreeing to be bound by the obligations applicable to the Investor Group under Clause 6 (Transfers), Clause 7 (Pre-emptive Rights) and Clause 9 (Exit) of this Agreement, and to be entitled to the rights available to the Investor Group under Clause 6 (Transfers), Clause 7 (Pre-emptive Rights) and Clause 9 (Exit) of this Agreement, which shall take effect simultaneously with the sale of Equity Shares to such Person."

The Articles of Association of the Company are proposed to be suitably altered to reflect and incorporate the aforesaid amendment in the Existing SHA (the "**Amended AOA**").

The proposed amendment in the Articles is to reflect the commercial understanding between the existing shareholders of the Company that for any Transfer of Equity Shares by the Promoter Group to a Third Party pursuant to Article 5.5(j)(i) of Articles of Association , t such transferee (if not a Permitted Transferee) should not assume any rights and obligations of the Promoter Group. Instead, such transferee should be bound by the obligations that are applicable to the Investor Group under Article 5 (Transfers), Article 6 (Pre-emptive Right) and Article 8 (Exit) of the existing AOA and be entitled to the rights that are available to the Investor Group, under Article 5 (Transfers), Article 6 (Pre-emptive Right) and Article 8 (Exit). The words capitalised but not defined shall be given the meaning assigned under the Articles of the Association.

Pursuant to the Amendment Agreement the definition of Shareholders' Agreement as stated in the existed Articles will stand revised to include the words *"as amended pursuant to the amendment agreement dated [Date] executed amongst the aforesaid parties."* at the end of the existing definition.

A copy of the proposed new Articles of Association is available for inspection by the members at the registered office of the Company on all business days *(Monday to Friday)* between 9:00 A.M. and 6:00 P.M., up to and including the date of the general meeting.

INFINA Finance Private Limited
CIN U67120MH1996PTC098584
Regd. Off.: 7th Floor,
Dani Corporate Park,
158, C.S.T Road Kalina,
Santacruz (E), Mumbai - 400 098,
Maharashtra, India.
T +91 22 66808300
F +91 22 66808310
Info@infina.in
www.infina.co.in
GST No.: 27AACCM1561D1ZU

The Board of Directors, at its meeting held on 11th June 2026, has considered and approved the proposed new Articles of Association, subject to the approval of the members, and recommends the passing of the resolution set out at Item No. 1 of the notice as a special resolution.

Mr. Ramesh Srinivasan, Non-executive Director shall be considered interested in resolution set out in Item 1 in his capacity of MD & CEO of Kotak Mahindra Capital Company Limited. Mr. Suresh Kotak, Non-executive Director shall be considered interested in resolution at Item 1 in his capacity of beneficiary under KF Trust. Mr. Rajesh Doshi can be considered interested only to the extent of his directorship in Komaf Financial Services Private Limited. Accordingly, none of the Directors (other than as aforementioned), Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution, except to the extent of their shareholding, if any.

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

INFINA Finance Private Limited MUMBAI

Samidha Bhagat

Samidha Bhagat
Company Secretary
Membership No.: F8553

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

Place: Mumbai
Date: June 12, 2026

Consent by Member for shorter notice
[Pursuant to Proviso to sub section (1) of section 101]

To,
The Board of Directors,
Infina Finance Private Limited
7th Floor, Dani Corporate Park,
158, C.S.T. Road, Kalina,
Santacruz (E), Mumbai-400098.

Sub: Consent to convene Second Extra Ordinary General Meeting at shorter notice

I, ____________ pursuant to provision of Section 113 of Companies Act, 2013 acting as representative of Infina Finance Private Limited**,** holding ____ (_______) Equity shares of Rs. 10/- (Rupees Ten only) each in the Company, hereby give consent, pursuant to Proviso sub section (1) of section 101 a~~nd sub section (1) of section 136~~ of the Companies Act, 2013 to hold the Extra Ordinary General Meeting to be held on Monday , 15th June 2026 at 11:00 A.M. via Video-Conferencing /Other Audio-Visual Means ("VC/OAVM") facility at shorter notice.

Signature: _________________________
Name:
Authorized Representative

Date: