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NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting ("30th AGM") of the Members of Infina Finance Private Limited will be held on Thursday, August 20, 2026 at 4.00 P.M. Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business. The proceedings of the 30th 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, 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, 2026, 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, 2026, 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 2026-27 and review of financials till June 2027.

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 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 ₹19,00,000/- (Rupees Nineteen Lakh only), to M/s KPB & Associates, Chartered Accountants (Firm Registration No. 114841W), Statutory Auditors of the Company, for the Statutory Audit in respect of FY 2026-27 and review of financial statements till June 2027 quarter, as the case may be, in addition to certification fees, out of pocket expenses, outlays and taxes, as applicable."

"RESOLVED FURTHER THAT the Board of Directors ("Board"), including the Audit Committee of the Board, Company Secretary 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 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 Mr. Srikar Baljekar (DIN: 01880087) as an Independent Director 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 pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and the provisions of the Articles of Association of the Company, Mr. Srikar Baljekar (DIN: 01880087), Independent Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and whose present term as an Independent Director expires on March 12, 2027, be and is hereby re-appointed as an Independent Director of the Company, upon performance evaluation and recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors, to hold office for a second term of five (5) consecutive years commencing from March 13, 2027 up to March 12, 2032 (both days inclusive), and 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, filings 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 connected therewith or incidental thereto, including filing of necessary forms with the Registrar of Companies / Ministry of Corporate Affairs, updating the applicable register(s) of the Company and complying with all other requirements in this regard."

4. Consider and approve regularisation of Mr. Dipak Gupta (DIN: 00004771) as Non-Executive & Non-Independent Director designated as Chairperson of the Board.

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and the Articles of Association of the Company, and applicable directions, regulations, guidelines and circulars issued by the Reserve Bank of India and the Insurance Regulatory and Development Authority of India, each as amended, modified, supplemented or re-enacted from time to time, Mr. Dipak Gupta (DIN: 00004771), who was appointed as an Additional Director (Non-Executive and Independent) and Chairperson of the Board of the Company with effect from April 16, 2026 and subsequently re-designated as an Additional Director (Non-Executive and Non-Independent) pursuant to the resolution passed by the Board of Directors at its meeting held on June 16, 2026, and who holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Act and who, being eligible, has offered himself for appointment, be and is hereby appointed, upon performance evaluation and recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors as a Non-Executive Non-Independent Director of the Company, whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Dipak Gupta shall continue to act as Chairperson of the Board of Directors of the Company."

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary and any other person duly authorized by the Board be and is hereby severally authorised to do all such acts, matters, deeds, flings , sign and execute all such documents, issue and deliver letters, applications and such other ancillary documents and for matters connected therewith or incidental thereto, including filing of necessary forms with the Registrar of Companies / Ministry of Corporate Affairs by affixing digital signature, updating the applicable register(s) of the Company and complying with all other requirements in this regard, and do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

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

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: 21st July, 2026

NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice for Item Nos. 2, 3 and 4.
2. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by MCA (collectively referred to as "MCA Circulars"), companies are permitted to conduct Annual General Meetings through VC / OAVM. In compliance with the relevant MCA Circulars and other applicable provisions of the Act, the 30th AGM of the Members of the Company is being conducted through VC / OAVM.
3. In terms of the MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act shall not be available for the 30th AGM.
4. However, pursuant to Section 113 of the Act, corporate Members may appoint authorised representative(s) for the purpose of participation in the 30th AGM 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 authorising 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 Act on the Resolution(s), the Members shall vote by stating their ASSENT or DISSENT in BOLD and CAPITAL LETTERS through email to the Company's email id i.e. compliance@infina.in / samidha.bhagat@infina.in within 48 hours from the demand of the poll. Since the Meeting is being conducted through VC / OAVM facility, the polling paper as prescribed under Form MGT-12 of 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 the Company Secretary at compliance@infina.in.
9. The link for VC / OAVM facility through which the 30th AGM will be conducted, two-way teleconferencing or Webex / Zoom, will be shared with the Members in the electronic communication being sent along with this Notice.
10. In line with the MCA Circulars, the Notice of the 30th AGM will be made available on the website of the Company at www.infina.co.in.
11. Since the 30th AGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.
12. The venue of the meeting shall be deemed to be the Registered Office of the Company at 7th Floor, Sheil Estate, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai 400098.
13. Members may join the 30th AGM through VC / OAVM facility which shall be kept open for Members from 3.45 P.M. IST i.e. 15 minutes before the time scheduled to start the 30th AGM and will be closed for joining the VC / OAVM facility 15 minutes after the scheduled time to start the 30th AGM.
14. Attendance of the Members participating in the 30th AGM through VC / OAVM facility shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
15. Members will be required to use internet with a good speed to avoid disturbance during the meeting. Members connecting from mobile devices or tablets or through laptops connected via mobile hotspot may experience

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.

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audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such glitches.

16. All documents referred to in the AGM Notice are available for inspection at the Registered Office of the Company on any working day of the Company, between 9.30 A.M. and 6.00 P.M., from the date of dispatch of this Notice till the conclusion of the AGM.

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

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: 21st July, 2026

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 a term of three (3) years i.e. from Financial Year 2024-25 till Financial Year 2026-27, to hold office from the conclusion of the Twenty Eighth Annual General Meeting till the conclusion of the Thirty First Annual General Meeting of the Company.

Reference to the same, remuneration of ₹18,00,000/- was approved by the Members for FY 2025-26. In continuation of the same, it is proposed that the Members approve remuneration not exceeding ₹19,00,000/- (Rupees Nineteen Lakh only) for FY 2026-27, which includes the cost of statutory audit and review of financial statements till June 2027 quarter, but does not include certification fees, out of pocket expenses, outlays and taxes, as applicable and as may be mutually agreed between the Company and the Statutory Auditors.

The remuneration / fee payable to the Statutory Auditors, as proposed herein, is considered commensurate with the size and operations of the Company at present. The approval of the Members is being sought pursuant to the applicable provisions of the Companies Act, 2013 and the relevant Rules thereunder for fixing the remuneration / fee of the 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 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 of the Company 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, if any.

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

ITEM NO. 3

Mr. Srikar Baljekar (DIN: 01880087) was appointed as Independent Director of the Company with effect from March 13, 2024 and his present term as Independent Director is due to expire on March 12, 2027. The Nomination and Remuneration Committee evaluated the performance of Mr. Srikar Baljekar on the basis of Board Evaluation Questionnaires and was satisfied with his performance and contribution during his tenure. The Committee accordingly recommended his re-appointment to the Board as an Independent Director for a further period of five (5) years with effect from March 13, 2027.

The Board at its meeting held on May 14, 2026 considered and approved the recommendation of the Nomination and Remuneration Committee and noted the fulfilment of the fit and proper criteria and independence criteria by Mr. Srikar Baljekar. The Board was of the view that Mr. Srikar Baljekar continues to hold the independence and required eligibility for re-appointment on the Board as an Independent Director.

Mr. Srikar Baljekar has given his consent to act as an Independent Director, if re-appointed by the Company, and meets the criteria for independence as provided under Section 149(6) of the Act. In the opinion of the Board, the re-appointment of Mr. Srikar Baljekar as an Independent Director would be beneficial to the Company.

The brief profile of Mr. Srikar Baljekar 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 part of this Notice:

Particulars	Details
Name	Mr. Srikar Baljekar
DIN	01880087
Date of Birth & Qualification	28 December 1959; B.Com., A.C.A., A.C.S.
Experience	Mr. Srikar Baljekar has extensive experience in the field of Information Technology, finance, internal audit, operations and governance. He has held management level roles with Voltas Limited, Kotak Mahindra Group and Fidelity Mutual Fund. He was also associated with Kotak Education Foundation and is presently attached to Karla Education Trust as a Trustee.
Remuneration sought to be drawn	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	There is no remuneration drawn. Director receives sitting fees for Board and Committee meetings attended.
Date of First Appointment on the Board	Board approval date: March 12, 2024; appointed with effect from March 13, 2024.
Proposed term	Second term of five consecutive years from March 13, 2027 to March 12, 2032 (both days inclusive).
Shareholding in the Company	Nil
Relationship 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	10
Other Directorships / positions	Shivakrtih Realtors LLP - Partner; Karla Education Trust - Trustee.
Membership / Chairmanship of Committees of other Boards	None, as per disclosures received from director.

Except Mr. Srikar Baljekar and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, if any, are in any way concerned or interested in the resolution set out in Item No. 3.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the Members.

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ITEM NO. 4

The Board of Directors at its meeting held on April 16, 2026, upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Dipak Gupta (DIN: 00004771) as an Additional Director (Non-Executive and Independent) and Chairperson of the Board of the Company with effect from April 16, 2026, subject to approval of the Shareholders in the ensuing General Meeting of the Company.

Subsequently, Mr. Dipak Gupta informed the Company that he had entered into a share purchase agreement dated June 15, 2026 with KF Trust for purchase of equity shares of the Company. Consequent to the proposed acquisition of shares, Mr. Dipak Gupta's eligibility to continue as an Independent Director of the Company would be impacted under Section 149(6) of the Act read with the rules made thereunder.

Accordingly, the Board at its meeting held on June 16, 2026, upon recommendation of the Nomination and Remuneration Committee, approved the re-designation of Mr. Dipak Gupta from Additional Director (Non-Executive and Independent) to Additional Director (Non-Executive and Non-Independent), with effect from the closing date under the share purchase agreement dated June 15, 2026 entered into inter alia between KF Trust and Mr. Dipak Gupta. The Board also confirmed that Mr. Dipak Gupta shall continue as Chairperson of the Board.

Mr. Dipak Gupta has consented to the proposed appointment and confirmed that he is eligible to continue as a director of the Company in the capacity of Non-Executive Non-Independent Director under the Companies Act, 2013. The Board considers that his extensive experience, qualifications, leadership capabilities and familiarity with the business and governance requirements of the Company would be beneficial to the Company.

The brief profile of Mr. Dipak Gupta 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 part of this Notice:

Particulars	Details
Name	Mr. Dipak Gupta
DIN	00004771
Date of Birth & Qualification	Date of birth: February 13, 1961; B.E. (Electronics), Post Graduate Diploma in Management from IIM Ahmedabad.
Experience	Mr. Dipak Gupta has over three decades of experience in the financial services sector, including over two and a half decades with the Kotak Mahindra Group. He was Managing Director & CEO of Kotak Mahindra Bank Limited up to December 31, 2023. At the Bank, he had overseen functions including IT, Internal Audit, Human Resources, Marketing, Compliance, Administration, Infrastructure, Operations, Treasury, Wealth Management, Asset Reconstruction and Consumer Finance businesses. He also played a key role in building various businesses for the Kotak Mahindra Group and was the first CEO of Kotak Mahindra Primus Limited.
Remuneration sought to be drawn	No remuneration is proposed.

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Particulars	Details
Remuneration drawn	Nil.
Date of First Appointment on the Board	Appointed as Additional Director (Non-Executive and Independent) and Chairperson with effect from April 16, 2026; re-designated as Additional Director (Non-Executive and Non-Independent) pursuant to Board resolution dated June 16, 2026.
Category / designation proposed	Non-Executive & Non-Independent Director; Chairperson of the Board.
Shareholding in the Company	10,544 equity shares held jointly with Mrs. Anita Gupta.
Relationship with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors / KMPs of the Company.
Number of Meetings of the Board of Directors attended during FY 2025-26	Not applicable, as appointment was effective after March 31, 2026.
Other Directorships	Kotak Alternate Asset Managers Limited; Kotak Mahindra Life Insurance Company Limited; FSN E-Commerce Ventures Limited; Dot & Key Ltd.
#Membership / Chairmanship of Committees of other Boards	As per Annexure Attached.
Other information	Currently a Professor of Practice at IIT Bombay.

Except Mr. Dipak Gupta and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, if any, are in any way concerned or interested in the resolution set out in Item No. 4.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval of the Members.

 # Annexure: Membership / Chairmanship of Committees of other Boards

Company	Position	Committee Memberships
Kotak Mahindra Life Insurance Company Limited	Non-Executive Non-Independent Director	• Chairperson – Corporate Social Responsibility Committee • Chairperson – Investment Committee • Member – Banking Committee
Kotak Alternate Asset Managers Limited	Chairman & Non-Executive Director	• Member – Audit Committee • Member – Nomination and Remuneration Committee • Chairperson – Corporate Social Responsibility Committee • Chairperson – Investment Committee • Member – Product Approval Committee • Chairperson – Securities and Allotment Committee • Chairperson – Expense Committee • Chairperson – Economic Participation Interests Committee

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Company	Position	Committee Memberships
FSN E-Commerce Ventures Limited (Nykaa)	Independent Director	• Member – Audit Committee • Member – Corporate Social Responsibility & Environmental, Social and Governance Committee • Member – Nomination and Remuneration Committee • Member – Risk Management Committee
Dot & Key Wellness Limited	Additional Independent Director	• Chairperson – CSR Committee