



NOTICE is hereby given that the **Twenty Fifth Annual General Meeting ("25TH AGM")** of the Members of **Infina Finance Private Limited** will be held on **Wednesday, September 29, 2021 at 3.30 P.M.** Indian Standard Time (IST) through Video-Conferencing/Other Audio-Visual Means ("VC/OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Statutory Auditors of the Company and to fix remuneration thereof and for that purpose to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 and in terms of Circular No. 2021-22/25 Ref. No. DoS. CO.ARG/SEC.01/08.91.001/2021-22 issued by Reserve Bank of India, including any statutory enactment or modification etc. thereof, M/s. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W) be and is hereby appointed as the Statutory Auditors of the Company (the "Statutory Auditors") for a period of 3(Three) Financial Years and to hold the office from the conclusion of Twenty Fifth Annual General Meeting till the conclusion of Twenty Eight Annual General Meeting of the Company, on such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to fix remuneration of the Statutory Auditors and to take all necessary steps to give effect to the said resolution and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

3. To appoint Mr. Venkatasubramanian Radhakrishnan [DIN: 02962142] as a Director of the Company and designated as Managing Director of the Company 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 Section 161 and other provisions, applicable if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with relevant Rules made thereunder and the Articles of Association of the Company, Mr. Venkatasubramanian Radhakrishnan [DIN: 02962142] who was appointed as an Additional Director of the Company with effect from November 10, 2020 and who holds the office of a Director till the date of this 25th Annual General Meeting and who, being eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

INFINA Finance Private Ltd.

CIN U67120MH1996PTC098584
7th Floor, Dani Corporate Park,
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Santacruz (E), Mumbai - 400 098.

T +91 22 66808300
F +91 22 66808310
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RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and other provisions, applicable if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with relevant Rules made thereunder and the Articles of Association of the Company and pursuant to recommendation from Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Venkatasubramanian Radhakrishnan [DIN: 02962142] be and is hereby appointed as the Managing Director of the Company for the period of 3(Three) Years, with effect from November 10, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine or revise the amount of remuneration including incentives, if any, to be paid to Mr. Venkatasubramanian Radhakrishnan [DIN: 02962142] from time to time and 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."

4. To appoint Dr. Janki Mistry (DIN: 07996482) as the Director of the Company and as an Independent Director of the Company 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 Section 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, Dr. Janki Mistry (DIN: 07996482) who was appointed as an Additional Director of the Company with effect from November 10, 2020 who holds the Office till date of this 25th Annual General Meeting of the Company and who, being eligible, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions, applicable if any, of the Act read with relevant Rules made thereunder, pursuant to the provisions of the Articles of Association of the Company and pursuant to recommendation from Nomination & Remuneration Committee and Board of Directors of the Company, appointment of Dr. Janki Mistry (DIN: 07996482) as an Independent Director of the Company for a period of 5(Five) years with effect from November 10, 2020 be and is hereby approved.

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."

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, setting out all the material facts relating to the businesses mentioned under Item Nos. 2 to 4 of this Notice of this 25th Annual General Meeting is annexed hereto.

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2. In view of the prevailing outbreak of COVID-19 pandemic and the restrictions imposed on gathering of people through social distancing norms, 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. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 ("relevant Circulars"), has permitted companies to hold annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), during the calendar year 2021. In compliance with the relevant Circulars and other applicable provisions of the Act, the 25th Annual General Meeting ("AGM") 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 25th Annual General Meeting.
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 25th Annual General Meeting through VC/OAVM Facility and voting thereat.
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. amatya.mahajan@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 link for VC/OAVM Facility through which 25th Annual General Meeting will be conducted, being two-way teleconferencing or webex will be shared with you in an electronic communication being sent along with the Notice of 25th Annual General Meeting.
7. In line with the MCA Circulars, the Notice of the 25th Annual General Meeting will be made available on the website of the Company at www.infina.co.in.
8. Since the 25th Annual General Meeting will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. 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.
10. Members may join the 25th Annual General Meeting through VC/OAVM Facility which shall be kept open for the Members from 3.20 P.M. IST i.e. 10 minutes before the time scheduled to start the 25th Annual General Meeting and will be closed for joining the VC/OAVM Facility 10 minutes after the scheduled time to start the 25th Annual General Meeting.

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11. Attendance of the Members participating in the 25th Annual General Meeting through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. 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.
13. In case of queries, if any, Members may write to Company Secretary at info@infina.in.

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

**Place: Mumbai
Date: September 21, 2021**

**Amatya Mahajan
Company Secretary
Membership No.: A24661**



EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the Rules framed thereunder, sets out all the material facts relating to the businesses mentioned under Item Nos. 2 to 4 of this Notice of 25th Annual General Meeting.

ITEM NO. 2

In terms of the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder, including any amendment made thereto from time to time and pursuant to the resolution passed by the Members at the 21st Annual General Meeting held on July 7, 2017, M/s. S V Shah and Associates, Chartered Accountants (ICAI Firm Registration No. 139517W) as Statutory Auditors and to the hold office till 26th Annual General Meeting of the Company.

In terms of Circular No. 2021-22/25 Ref. No. DoS. CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 issued by Reserve Bank of India(the "RBI Circular"), the Non-Banking Financial Companies have been mandated to appoint Statutory Auditors for continuous period of 3(three) Financial Years with effect from Financial Year 2021-22 as against the continuous period of 5(Five) Financial Years as prescribed under the provisions of the Companies Act, 2013.

Since, M/s. S V Shah and Associates, Chartered Accountants(ICAI Firm Registration No. 139517W), existing Statutory Auditors of the Company have already completed continuous period of 3(Three) Years and thereby became non-eligible to continue to act as a Statutory Auditors of the Company, it is hereby proposed to appoint new Statutory Auditors in place of M/s. S V Shah and Associates, Chartered Accountants (ICAI Firm Registration No. 139517W) in order to comply with the aforesaid Circular.

In the context, the Board has decided to appoint of M/s. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W) as Statutory Auditors of the Company for the term of 3(Three) Years i.e. from Financial Year 2021-22 till Financial Year 2023-24 and to hold the Office from the conclusion of ensuing Twenty Fifth Annual General Meeting till the conclusion of Twenty Eight Annual General Meeting of the Company in place existing Statutory Auditors of the Company.

The Company has received letter & certificate from M/s. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W), consenting to act as Statutory Auditors of the Company & their eligibility and compliance as to qualifications as provided under the provisions of Section 139, 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and the RBI Circular.

Accordingly, on the basis of the same, your Board recommends appointment of M/s. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W) as Statutory Auditors of the Company for the term of 3(Three) Years at the ensuing Twenty Fifth Annual General Meeting of the Company.

None of the Directors of the Company or relatives, if any, are concerned or interested in the resolution.

The Board recommends passing of the Resolution under Item No. 2 as Ordinary Resolution.

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ITEM NO. 3:

In terms of provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder and the 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 November 10, 2020 appointed Mr. Venkatasubramanian Radhakrishnan, Chief Executive Officer of the Company (DIN: 02962142) as an Additional Director of the Company with effect from November 10, 2020 holds the office of a Director till the date of this 25th Annual General Meeting.

Further, in terms of the Section 196 and other provisions applicable, if any, of the Companies Act, 2013 and relevant rules made thereunder, Mr. Venkatasubramanian Radhakrishnan(DIN: 02962142) who was appointed an Additional Director of the Company was designated as a Managing Director of the Company for the period of 3(Three) Years with effect from November 10, 2020.

The brief profile of Mr. Venkatasubramanian Radhakrishnan (DIN: 02962142)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 the per the following and forms the part of this Notice:

Name	Mr. Venkatasubramanian Radhakrishnan	
DIN	02962142	
Age & Qualification	57 Years; Grad. C.A. C.W.A.	
Experience	Around 32 years of rich experience in Financial Services Sector	
Terms of the appointment and Remuneration sought to be drawn (In Rs.)	Terms of the appointment shall be as decided by the Board of Directors of the Company from time to time. Fixed Remuneration of Rs. 2.25 Crores as approved by the Board of Directors of the Company with authority to Board of Directors of the Company to vary, alter etc. the remuneration to be paid.	
Remuneration drawn (in Rs.)	Rs. 5,31,657/- (w.e.f. November 10, 2020 till March 31, 2021)	
Date of First Appointment on the Board	November 10, 2020	
Shareholding the Company (in %)	NIL	
Relation with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors of the Company in any way	
Number of Meetings of the Board of Directors attended during the Year	13(Thirteen)	
Other Directorships	Komaf Financial Services Private Limited Kotak Commodity Services Private Limited	
Membership/ Chairmanship of Committees of other Boards	Komaf Financial Services Private Limited: Memberships Audit Committee Risk Management Committee	Kotak Commodity Services Private Limited Memberships Audit Committee Debenture Issuance and allotment Committee

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	Asset Liability Committee Nomination and Remuneration Committee Grievance Redressal Committee	
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The Board of Directors of the Company is, on the basis of recommendation from Nomination and Remuneration Committee, is of the opinion that the appointment of Mr. Venkatasubramanian Radhakrishnan (DIN: 02962142) as a Director of the Company and designated as Managing Director of the Company for the period of 3(Three) Years with effect from November 10, 2020 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 Mr. Venkatasubramanian Radhakrishnan (DIN: 02962142) and his 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 the Item No. 3.

ITEM NO. 4:

In terms of provisions of Section 161 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 November 10, 2020 have appointed Dr. Janki Mistry (DIN: 07996482) as an Additional Director of the Company with effect from November 10, 2020.

Further, in terms of the Section 149 and other provisions applicable, if any, of the Companies Act, 2013 and relevant rules made thereunder, Dr. Janki Mistry (DIN: 07996482) who was appointed as an Additional Director and Independent Director of the Company for the period of 5(Five) Years with effect from November 10, 2020.

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 and a Doctorate in the Faculty of Management from the same university. The Company has obtained declaration of Independence as prescribed under the relevant provisions of the Companies Act, 2013 from Dr. Janki Mistry (DIN: 07996482).

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, Dr. Janki Mistry shall hold office as an Additional Director upto the date of this ensuing 25th Annual General Meeting and is eligible to be appointed as a Director.

The brief profile of Dr. Janki Mistry (DIN: 07996482) 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 the per the following and forms the part of this Notice:

Name	Dr. Janki Mistry
DIN	07996482
Age & Qualification	42 Years; MBA, Ph.D
Experience	Dr. Janki Mistry is a faculty of Finance at the Department Of Business and Industrial and Management, Veer Narmad

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	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 14 years.
Remuneration sought to be drawn (In Rs.)	Sitting Fees for attending Meetings of the Board of Directors of the Company or Committee(s) thereof as approved or to be approved by the Board of Directors of the Company from time to time.
Remuneration drawn (in Rs.)	Rs. 1,35,000/- (subject to TDS, if any) as Sitting Fees.
Date of First Appointment on the Board	November 10, 2020
Shareholding the Company (in %)	NIL
Relation with other Directors, Manager and Key Managerial Personnel	Not related to any of the Directors of the Company in any way.
Number of Meetings of the Board of Directors attended during the Year	13(Thirteen)
Other Directorships	N.A.
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 is 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 for the period of 5(Five) Years with effect from November 10, 2020 would be beneficial to the Company and hence recommends the passing of Resolution as set out in Item No. 4 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 the Item No. 4.

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

**Place: Mumbai
Date: September 21, 2021**

**Amatya Mahajan
Company Secretary
Membership No. A24661**