



NOTICE is hereby given that the **Twenty Sixth Annual General Meeting ("26TH AGM")** of the Members of **Infina Finance Private Limited** will be held on **Thursday, September 8, 2022 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, 2022 together with the Reports of Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **OFFER AND ISSUE OF NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO RS. 2000,00,00,000/- (RUPEES TWO THOUSAND CRORES) ON PRIVATE PLACEMENT BASIS:**

To pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other provisions, applicable if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies(Share Capital and Debentures) Rules, 2014 including statutory enactment(s), modification(s) etc. thereof, if any, time being in force (the "Act") and pursuant to Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 and such other Direction(s), Regulation(s), Guideline(s), Circular(s) etc. issued by Reserve Bank of India from time to time including statutory enactment(s), modification(s) etc. thereof, if any, time being in force (the "RBI Directions") and subject to provisions of Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include Committee(s) if any, thereof), in order to augment the funds required to meet its business purpose(s) and/or general corporate purposes or for any other purpose(s) as the Board may decide from time to time, to offer and issue, on private placement basis Non-Convertible Debentures(the "NCDs" or "Debentures") aggregating upto Rs. 2000,00,00,000/-(Rupees Two Thousand Crores) in one or more issues/series/tranches to Individual(s), Body Corporate(s), Company(ies), Trust(s) represented by Trustee(s) and such other person(s) or entities eligible under applicable Acts, Laws, Regulations, Rules etc. time being in force (the "Eligible Investors") as the Board may identify from time to time and on such terms and conditions as to Security, Rate of interest, Tenor, Repayment etc. pertaining to NCDs including amendment(s), modification(s), rectification(s) etc. thereof, if any, from time to time, as the Board may approve, decide and accept from time to time in the best interest of the Company for the period of one year from the date of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to deal, negotiate and decide the terms and conditions pertaining to offer and issue of the said NCDs and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, which may deem necessary or expedient and to determine, settle any questions, difficulties or doubts that may arise in this regard in order to give effect to the foregoing resolution and to constitute, establish and form Committee(s) and to delegate all or any of the foregoing power(s) either to Committee(s) or any Principal Officer of the Company and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

INFINA Finance Private Ltd.

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7th Floor, Dani Corporate Park,
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www.infina.co.in



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 No. 2 of this Notice of this 26TH Annual General Meeting ("26TH AGM") is annexed hereto.
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; 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 ("relevant Circulars"), has permitted companies to hold Annual General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), during the calendar year 2022. In compliance with the relevant Circulars and other applicable provisions of the Act, the 26TH 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 26TH AGM.
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 26TH AGM 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 26TH AGM 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 26TH AGM.
7. In line with the MCA Circulars, the Notice of the 26TH AGM will be made available on the website of the Company at www.infina.co.in.
8. Since the 26TH AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

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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 26TH AGM through VC/OAVM Facility which shall be kept open for the Members from 3.15 P.M. IST i.e. 15 minutes before the time scheduled to start the 26TH AGM and will be closed for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 26TH AGM.
11. Attendance of the Members participating in the 26TH AGM 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: August 30, 2022**

**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 No. 2 of this Notice of 26TH AGM.

ITEM NO. 2

The Board of Directors of the Company (the “Board”), pursuant to the resolution passed at its Meeting held on July 19, 2022 pertaining to borrowings of the Company, at its meeting held on August 12, 2022, in order to augment funds required for meeting its business purposes and/or general corporate purpose(s) or for any other purpose(s) has proposed to offer and issue Non-convertible Debentures (the “NCDs”) aggregating to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores) on private placement basis, in or more issues/series/tranches to Individual(s), Body Corporate(s), Company(ies), Trust(s) represented by Trustees and such other persons or entities eligible under applicable Acts, Laws, Regulations, Rules etc. time being in force (the “Eligible Investors”) as the Board (which term shall include Committee(s) if any, thereof) may identify from time to time and on such terms and conditions as to Security, Rate of interest, Repayment etc. pertaining to NCDs the Board may decide and agree in the best interest of the Company.

The particulars to be disclosed in terms of the provisions of Section 42 of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are mentioned herein below:

Type of Instrument	Non-Convertible Debentures(the “NCDs” or “Debentures”)
Nature of Instrument	Redeemable Non-Convertible Debentures with authority to Board fix terms and conditions as to Security, Issue Price, Face Value, Rate of interest, Repayment etc. pertaining to Debentures.
Date of Board Resolution (for proposal to Shareholders)	August 12, 2022
Mode of Issue	Private placement pursuant to provisions of the Companies Act, 2013 and Rules made thereunder
Eligible Investors	Individual(s), Body Corporate(s), Company(ies), Trust(s) represented by Trustees and such other persons or entities eligible under applicable Acts, Laws, Regulations, Rules etc. time being in force as the Board may identify from time to time
Issue Size	Upto Rs. 2000,00,00,000/- (Rupees Two Thousand Crores) with authority to the Board to offer and issue NCDs in one or more series/tranches/issues.
No. of Debentures	Upto 2,00,000 (Twenty Thousand) with authority to the Board to offer and issue NCDs in one or more tranches/issues/series.

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Face Value per Debenture (In Rs.)	As may be decided by the Board from time to time.
Issue Price per Debenture (In Rs.)	As may be decided by the Board from time to time.
basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The NCDs are being offered at Face Value.
Name and address of valuer who performed valuation;	Since the NCDs are being offered at Face Value, the Valuation is not applicable.
Objects of the Issue/ Details of Utilization Of proceeds	Raising the funds required for Business Purposes and/or General Corporate Purposes and/or any other purposes as the Board may decide from time to time.
Tenor, Rate of Interest, Assets to be Charged etc. and such other Material Terms	The authority to Board to decide, deal, negotiate, finalize etc. said material terms and conditions in the best interest of the Company from time to time subject to compliance of applicable provisions of the Act, and RBI Directions.

Pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain the approval of its members by way of a special resolution before making any offer or invitation for issue of NCDs on a private placement basis. The approval required under the foregoing resolution is to authorize the Board for making any offer or invitation for issue NCDs for the period 1(One) Year from date of passing of this resolution.

The Directors recommend the resolution for Members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, if any, of the Company is in any way concerned or interested in the resolution.

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

**Place: Mumbai
Date: August 30, 2022**

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