



NOTICE is hereby given that the **Twenty Eighth Annual General Meeting ("28TH AGM")** of the Members of **Infina Finance Private Limited** will be held on **Monday, September 2, 2024 at 4.00 P.M.** Indian Standard Time (IST) **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:

ORDINARY BUSINESS:

1. Receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2024, 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, 2024**, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. Appointment of M/s KPB & Associates (Firm Registration No. 114841W), as Statutory Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration from appointment till the conclusion of next AGM

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and guidelines issued by the Reserve Bank of India (RBI) for appointment of statutory auditors for NBFCs i.e. Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), including any amendments, modifications, variations or re-enactments thereof, for the time being in force, appointment of **M/s KPB & Associates (Firm Registration No. 114841W)** who has offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms the Act and the guidelines issued by RBI from time to time in this regard, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a continuous period of 3 (three) years from the conclusion of the Twenty Eighth Annual General Meeting until the conclusion of the Thirty First Annual General Meeting of the Company at such remuneration and out of pocket expenses as may be approved by the Board of Directors of the Company from time to time."

"RESOLVED FURTHER 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 2024-25 and review of financials till June 2025, as the case may be, in addition to 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 power to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the resolution.”

SPECIAL BUSINESS:

3. 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, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and any other applicable provisions/rules/regulations, the Articles of Association of the Company, **Mr. Srikar Baljekar ((DIN: 01880087))** who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder, who was appointed as an Additional Director of the Company pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors dated March 12, 2024 for appointment as an additional and independent director, who holds the Office with effect from March 13, 2024 for term of three years and who, being eligible, be and is hereby appointed as a Director and an Independent Director of the Company. ”

“RESOLVED FURTHER THAT the Board, Company Secretary, Chief Compliance Officer 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.”

“RESOLVED FURTHER THAT any of the Directors, Company Secretary of the Company and any other person duly authorized by the Board be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.

4. Material Related Party Transaction with Phoenix ARC Private Limited (“Phoenix”) during FY 2024-25

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 of law and any amendment(s), modification(s), variation(s) or re-enactment(s) thereof (hereinafter called as “Applicable Laws”) and the ‘Policy on Related Party Transactions’ of Infina Finance Private Limited (Infina) as may be applicable from time to time, the members of Infina do hereby approve and accord further approval to the Board of Directors of Infina (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorised Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Phoenix ARC Private Limited (“Phoenix”) , being a Related Party within the meaning of the provisions of the Companies Act, 2013 (“Act”) read with applicable Accounting Standards, with respect to:

Loans (in any form and by whatever name called), to Phoenix, whether by way of fresh application or renewal(s) or extension(s) or any modification(s) of earlier contracts / arrangements / transactions or otherwise, from time to time, notwithstanding the fact that the aggregate value of all these transactions, shall not exceed Rs. 500 crore, provided however, that the said contracts / arrangements / transactions shall be carried out at an arm’s length basis and in the ordinary course of business of Infina.”

“**RESOLVED FURTHER** that the members of Infina do hereby approve and accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



“RESOLVED FURTHER that the members of Infina, do hereby also accord further approval to the Board, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of Infina / any other person(s) so authorised by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to this resolution.”

“RESOLVED FURTHER that all actions to be taken by the Board in this regard, be and are hereby approved and confirmed in all respects.”

5. Material Related Party Transaction with Kotak Mahindra Bank Limited, during FY 2024-25

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

“RESOLVED that pursuant to the applicable provisions of law and any amendment(s), modification(s), variation(s) or re-enactment(s) thereof (hereinafter called as “Applicable Laws”) and the ‘Policy on Related Party Transactions’ of Infina Finance Private Limited (“Infina”), as may be applicable from time to time, the members do hereby approve and accord further approval to the Board of Directors of Infina (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorised Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Kotak Mahindra Bank Limited (“Bank”), being a Related Party within the meaning of the provisions of the Companies Act, 2013 (“Act”) read with applicable accounting standards , with respect to:

- (i) maintaining balances in Current Account or placing Fixed Deposits (“Deposits”), whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier contracts / arrangements / transactions or otherwise, from time to time, and interest thereon, notwithstanding the fact that the aggregate value of all these transactions, shall not exceed Rs. 2,500 crore, provided however, that the said contracts / arrangements / transactions shall be carried out at an arm’s length basis and in the ordinary course of business of Infina; and
- (ii) other contracts and /or arrangements and / or transactions and / or transfer of resources / services, against the consideration agreed upon or as may be agreed from time to time and / or where Infina / would transact with Bank for custody / depository services, advisory services, Issuing and Paying Agreement fees, and / or incur costs and expenses as may be disclosed in the notes forming part of the financial statement of Infina, for FY 2024-25,



provided however that all such contracts / arrangements / transactions shall be carried out at an arm's length basis and in the ordinary course of business and, notwithstanding that the aggregate value of all such transactions under this para (ii) is expected to be less than even ten percent of the annual turnover of Infina, but, taken together with the aggregate value of transactions mentioned in (i) shall not exceed 2500 crore, wherein current account transactions, Fixed Deposits and interest thereon would form a substantial portion of such transaction value."

"RESOLVED FURTHER that the members of Infina do hereby approve and accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER that the members of Infina, do hereby also accord further approval to the Board, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of Infina, any other person(s) so authorised by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to this resolution."

"RESOLVED FURTHER that all actions to be taken by the Board in this regard, be and are hereby approved and confirmed in all respects."

**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 5 2024

INFINA Finance Private Ltd.

CIN U67120MH1996PTC098584
7th Floor, Dani Corporate Park,
158, C.S.T Road, Kalina,
Santacruz (E), Mumbai - 400 098.

T +91 22 66808300
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www.infina.co.in



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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies in order to be effective must be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
4. The period of inspection for the proxy forms deposited begins 24 hours before the time of the commencement of the meeting and ends with the conclusion of the meeting. Such an inspection can be made at any time during the business hours of the company after giving not less than three days' notice in writing of the intention to inspect.
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. All documents referred to in the AGM 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 AGM.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
8. 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 info@infina.in.
9. In case of queries, if any, Members may write to Company Secretary at info@infina.in.
10. The Route Map is annexed to this Notice.

**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 5, 2024

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

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 25th Annual General Meeting held on **September 29, 2021**, M/s. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W) was appointed Statutory Auditors to the hold office till 28th Annual General Meeting of the Company.

As per Reserve Bank of India ("RBI") circular RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 ('Circular'/'Guidelines') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs [including Housing Finance Company (HFCs)] ("RBI Guidelines"), HFCs will have to appoint statutory auditor for a continuous period of 3 (three) years.

Since, M/s. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W), 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. Batliboi & Purohit, Chartered Accountant(Firm No. 101048W) in order to comply with the aforesaid Circular.

The Board of Directors of the Company, on the recommendation of the Audit Committee (the "Committee"), has recommended for the approval of the Members, the appointment of **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 ensuing Twenty Eighth Annual General Meeting till the conclusion of Thirty First Annual General Meeting of the Company in place of existing Statutory Auditors of the Company.

M/s KPB & Associates, Chartered Accountants (Firm Registration No. 114841W) have consented to act as Statutory Auditors and confirmed that their appointment, if made will be within the limits specified and will be in compliance with the eligibility and qualifications as provided under Section 139, 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and requirements specified under the Companies Act, 2013 and the RBI Guidelines.

Accordingly, on the basis of the same, your Board recommends appointment of **M/s KPB & Associates, Chartered Accountants (Firm Registration No. 114841W)** as Statutory Auditors of the Company for the term of 3(Three) Years at the ensuing Twenty Eighth Annual General Meeting of the Company.



Brief profile and credentials of the Auditors are as under:

M/s KPB & Associates is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 114841W

The firm has exposure of over 2 decades and provides high quality solutions in assurance, risk, internal audit, regulatory, financial and business advisory. Number of Full-Time partners (FTPs) associated with the firm for a period of three (3) years are 5. The firm has 2 Full Time CAs with CISA/ISA Qualification. The firm has 35 Number of Professional staff. The firm provides a range of services which include audit, assurance, risk, taxation, advisory & valuation. The firm has significant experience in providing services to banks and other financial services clients.

Details of remuneration proposed for Audit are as under:

The Audit Committee and the Board, at their respective meetings held on 5th August, 2024, have approved, subject to the approval of the members, remuneration/fee of an amount not exceeding ` 18,00,000/- (Rupees Eighteen Lakh only), to the Statutory Auditors, for the Statutory Audit for FY 25 including quarterly/ half yearly limited reviews of financials for September 2024, December 2024 & June 2025, and in addition approved any out of pocket expenses, outlays and taxes, as applicable and to be mutually agreed between Infina and the Statutory Auditors, depending on the scope of work undertaken by them. 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:

- (i) aforementioned appointment of M/s KPB & Associates, Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 114841W
- (ii) fixing the remuneration/fee of Statutory Auditors as proposed in the resolution at Item No. 2 of this Notice; and
- (iii) 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, negotiate, finalise, amend, sign, deliver and execute the terms of their appointment.

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 March 12, 2024, have appointed Mr. Srikar Baljekar (DIN: 01880087) for a term of 3 (Three) years as an Additional Director and designated as Non-Executive Independent Director of the Company subject to approval of the Members of the Company with effect from March 13, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, Mr. Srikar Baljekar shall hold office as an Additional Director upto the date of this ensuing 28th Annual General Meeting and is eligible to be appointed as a Director. The Company has obtained a declaration of Independence as prescribed under the relevant provisions of the Companies Act, 2013 from Mr. Srikar Baljekar (DIN: 01880087). Mr. Srikar Baljekar has consented to the appointment and fulfils the requirements for his appointment as an Independent Director under The Companies Act 2013 and confirms Fit and Proper Compliance under RBI Directions.

Mr. Srikar Baljekar has extensive experience in the field of Information Technology. Mr. Baljekar is a qualified Chartered Accountant and Company Secretary and a Commerce Graduate. He holds over 33 years' experience in Finance and IT. He had been associated at Management Levels with Voltas Ltd. Kotak Mahindra Group, Fidelity Mutual Fund. Thereafter, he was a member of the Managing Committee with Kotak Education Foundation. He is currently attached to Karla Education trust as a Trustee.

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 the part of this Notice:

Name	Mr. Srikar Baljekar
DIN	DIN: 01880087
Date of Birth & Qualification	28-Dec-1959 B.Com. A.C.A. A.C.S
Experience	<p>In the initial part of his career, as Systems Manager at Voltas Limited's he was part of the implementation of the Manufacturing Resource Planning ("MRP") software and was Project Head of the Excise module of the MRP software.</p> <p>Later at Kotak Mahindra Finance Ltd. as Manager – Internal Audit, he introduced automated processes to audit large volumes of transactions. Thereafter, as Vice President, Information Technology, he led automation of Bills Discounting, Leasing and Hire Purchase and Loans, Automobile Financing and Fixed Deposits software. He</p>

	<p>also led the RAMCO Marshall ERP System Implementation for Kotak Mahindra Finance Ltd.</p> <p>Thereafter, as Chief Operations Officer at Kotak Mahindra Asset Management Co. Ltd., involved heading the IT department, important projects such as the Y2K compliance, implementation of Mutual Fund Accounting system and its subsequent forward and backward integration with Cash Management and Trading desk dealing were completed under his direct supervision.</p> <p>At the Kotak Education Foundation – an NGO – automating their different projects such as Email domains, Spoken English for Children, Vocational training and Placement of youth, Class X Drop-outs, etc. were completed with cost-optimal solutions.</p> <p>In his current role as Trustee of Karla Education Trust, he leads the implementation of a cloud-based ERP in 8-10 Schools/Colleges in Karnataka and Maharashtra, to completely automate all aspects of School functions such as Academics, Administration, Fee collection, E-learning, etc. and its integration with ERP accounting system.</p>		
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 March 12, 2024. Appointed w.e.f 13 th March 2024		
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	1 (one)		
Other Directorships	Shivakrtih Realtors LLP	Partner	
	Karla Education Trust.	Trustee	
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 Mr. Srikar Baljekar (DIN: 01880087) 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 Mr. Srikar Baljekar (DIN: 01880087) 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 Item No. 3.

ITEM NO. 4 & 5

As per the applicable provisions of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per Policy of the Company on Related Party Transaction.

The Board at its meeting held on April 26, 2024, had approved a list of transactions with the related party. The Board further on the basis of the recommendation of Audit Committee approved the amounts and terms of contracts for FY 2025 with those Related Parties.

All the transactions are at arm's length and also in the ordinary course of business. However, some of the transactions approved earlier have the probability of exceeding the limit of 10% of Turnover Rs. 446.69 Crores during FY 2025. Hence considering the materiality of the transactions and pursuant to the provisions of Infina's Policy on Related Party Transaction; committees' approval is sought for

1. Loan(s) to Phoenix upto an amount of Rs. 500 Crore
2. All banking and other transactions in the ordinary course of business with Kotak Mahindra Bank upto Rs. 2500 crores

for transactions in FY 24-25 from upcoming AGM till the forthcoming AGM.

All these transactions will be executed at an arm's length basis and in the ordinary course of business. All transactions as mentioned hereunder, in the aggregate, may exceed as set out in Item Nos. 4 and 5 of the accompanying Notice, and are expected to be more than ten percent of the annual turnover of Infina for FY 2024-25. Based on the information on the proposed transactions summarized in this Notice, the approval of the members is sought for the resolutions contained at Item Nos. 4 and 5, respectively, of the Notice. The Audit Committee and the Board of Infina have already approved entering into the aforesaid Related Party Transactions during the financial year 2024-25.



Phoenix, borrower is a related party (Associate Company of the Group of which the Company is an Associate as per Ind Accounting Standard 24). The company is a related party, however there isn't any direct or indirect interest by any of the Directors of Infina in the transaction set out in item no. 4.

Mr. Suresh Kotak is Non-Executive Director of Infina. Mr. Suresh Kotak and his relatives may be deemed to be concerned or interested in the resolution contained at Item No. 5 of the accompanying Notice. Mr. Suresh Kotak is father of Mr. Uday Suresh Kotak, Promoter and Non-Executive Director of the Bank. Mr. Jaimin Bhatt, earlier President & Group Chief Financial Officer and a Key Managerial Personnel of the Bank, is Directors on the Board of Infina. Mr. Jaimin Bhatt is not Group CFO and KMP for the bank as on date. However, he is currently associated with the Bank in his professional capacity. Infina is Associate and a Promoter Group entity for the Bank. Accordingly, Mr. Suresh Kotak and Mr. Jaimin Bhatt and their respective relatives may be deemed to be concerned or interested in the resolution contained at Nos. 5 of the accompanying Notice. None of the other Directors, Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the passing of the Ordinary Resolutions at Item Nos. 4 and 5, respectively, of the accompanying Notice. Your directors recommend the passing of the Ordinary Resolutions at Item Nos. 4 and 5, respectively, of the accompanying Notice, for the approval of the members.

INFINA Finance Private Ltd.

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28TH ANNUAL GENERAL MEETING

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013, Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

CIN: U67120MH1996PTC1098584
Name of the Company: Infina Finance Private Limited
Registered Office: 7th Floor, Dani Corporate Park,
158, CST Road, Kalina, Santacruz (East),
Mumbai 400098

Email Id: info@infina.in
compliance@infina.in

Phone No.: +91 22 6680 8300

Website: <https://infina.co.in/>

Name of the Member	
Registered Address	
Email ID, if any	
Folio No./Client Id: DP ID:	

I / We, being the Member(s) holding _____ Equity Shares of Infina Finance Private Limited, hereby appoint:

1	Name	
	Address	
	Email Id	
	Signature	

Or failing him/her

2	Name	
	Address	
	Email Id	
	Signature	

INFINA Finance Private Ltd.

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Or failing him/her

3	Name	
	Address	
	Email Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28rd Annual General Meeting of the Company scheduled to be held on Monday, September 2, 2024 at 4:00 P.M. at the Registered Office of the Company at 7th Floor, Dani Corporate Park, C.S.T. Road, Kalina, Santacruz(East), Mumbai-400098 and at adjournment thereof, if any in respect of resolutions as are indicated hereinafter:

Description of Resolution	Type of Resolution	For	Against
Ordinary Business: Receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2024, together with the Reports of Board of Directors and Auditors thereon.	Ordinary Resolution		
Ordinary Business: Appointment of M/s KPB & Associates (Firm Registration No. 114841W), as Statutory Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration for from appointment till the conclusion of next AGM	Ordinary Resolution		
Special Business: Consider and approve the appointment of Mr. Srikar Baljekar (DIN: 01880087) as an Independent Director of the Company.	Special Resolution		
Material Related Party Transaction with Phoenix ARC Private Limited	Ordinary Resolution		

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("Phoenix") during FY 2024-25			
Material Related Party Transaction with Kotak Mahindra Bank Limited, during FY 2024-25	Ordinary Resolution		

Signed this _____ day of _____ 2024

Signature of Member _____ Signature of Proxyholder _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



28TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Infina Finance Private Limited
(CIN: U67120MH1996PTC098584)

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

Id: info@infina.in, compliance@infina.in Phone No.: +91 22 6680 8300

Website: <https://infina.co.in/>

Please complete this Attendance Slip Form and hand it over at the entrance of the place of the meeting

Folio No. _____ Client ID. No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the 28th Annual General Meeting of the Company held on Monday, September 2, 2024, at 4.00 p.m. at 7th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai 400 098

Signature of the Shareholder/Proxy

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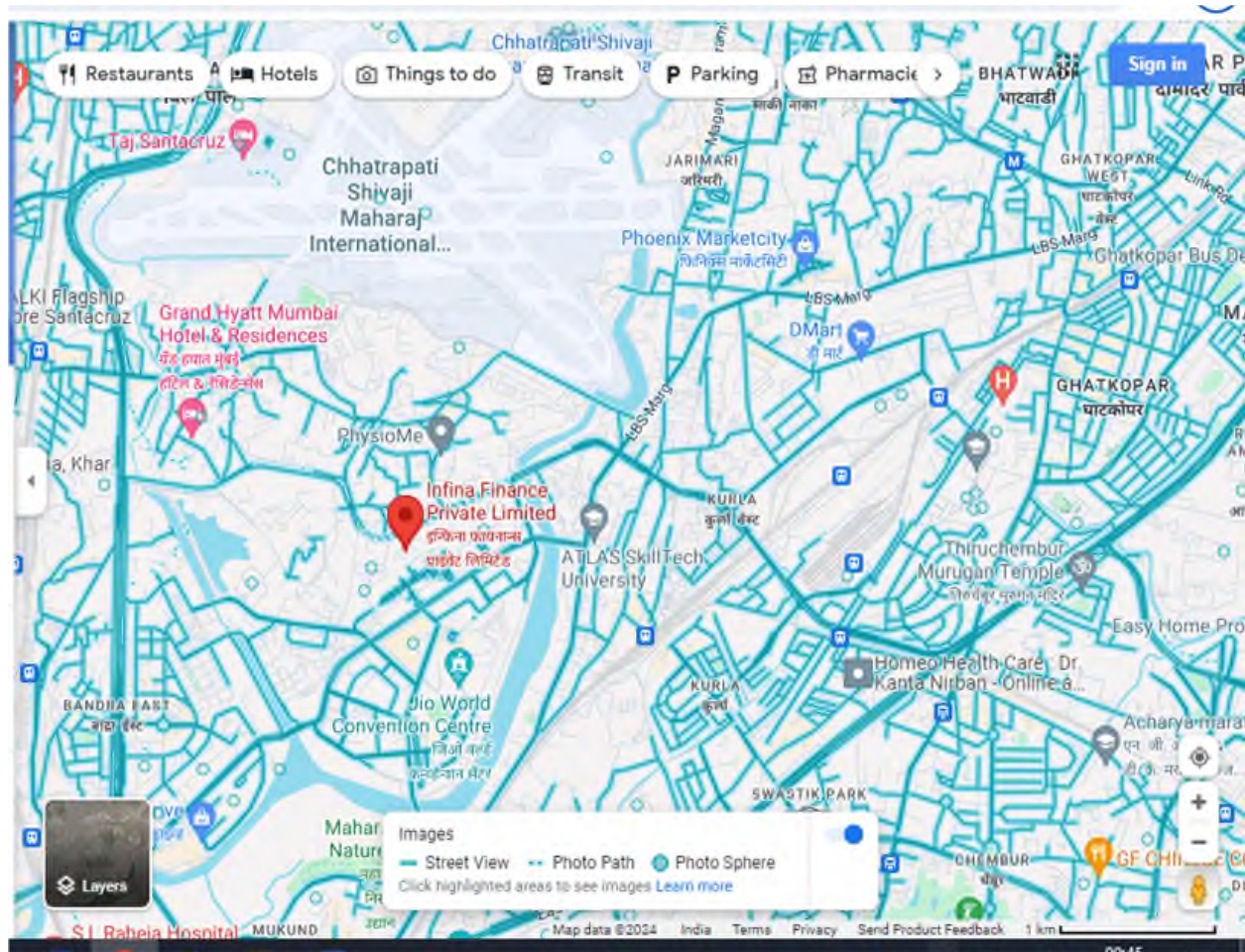
INFINA Finance Private Ltd.

CIN U67120MH1996PTC098584
7th Floor, Dani Corporate Park,
158, C.S.T Road, Kalina,
Santacruz (E), Mumbai - 400 098.

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ROUTE MAP



INFINA Finance Private Ltd.
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