

NOTICE OF 10th ANNUAL GENERAL MEETING

Notice is hereby given that the 10th (Tenth) Annual General Meeting of Freecharge Payment Technologies Private Limited ("**Company**") will be held at shorter notice on Tuesday, 28th day of May 2024 at 10:30 A.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Balaji Narayanamurthy (DIN: 07441381) who retires from the office of director by rotation and being eligible, seeks re-appointment
3. To appoint M/s Thakur, Vaidyanath Aiyar & Co. (Firm Registration No-000038N), Chartered Accountants as the Statutory Auditors of the Company, in place of retiring auditors, M/s S.R Batliboi & Associates LLP Chartered Accountants (ICAI Firm Registration No101049W/E300004) and to consider and pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any amendments, modifications, variations or re-enactments thereof for the time being force), approval of the members of the Company be and is hereby accorded for the appointment of M/s Thakur, Vaidyanath Aiyar & Co. (Firm Registration No-000038N), Chartered Accountants as Statutory Auditors of the Company for a period of 5 (Five) years and to hold the office as such from the conclusion of 10th (Tenth) annual general meeting of the company till the conclusion of 15th (Tenth) annual general meeting of the company and on such terms and conditions, including remuneration as may be approved by the board of directors of the Company."

**For and on behalf of the Board of Directors
Freecharge Payment Technologies Private Limited**


Samarth Govila
Company Secretary
Membership No:A17522



Date: 22.05.2024

Place: Gurugram

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning the business under Item No 3 to be transacted at the 10th Annual General Meeting (“AGM”) is annexed hereto and forms an integral part of the Notice.
2. The Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 09/ 2023 dated 25th September 2023 read with General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 14/2020 dated 8th April, 2020, permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members on or before 30th September, 2024. In compliance with the said Circulars and other applicable provisions of the Act, the 10th Annual General Meeting of the Members of the Company is being conducted through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. In terms of the aforesaid 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 Act will not be available for the 10th AGM.
4. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the 10th AGM through VC/OVAM. Corporate Members intending to authorise their representatives to attend the 10th AGM are requested to send certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the 10th AGM, on their behalf.
5. Relevant documents referred to in the accompanying Notice calling the AGM will be made available for electronic inspection by the Members upon sending the email to the Company at companysecretary@freecharge.com upto the date of the AGM. The said documents will be available for electronic inspection for the Members without any fee.
6. Notice convening the 10th AGM of the company shall be sent only by email to those Members who have registered their email address with their Depository Participant(s) (“DPs”).
7. The Members will be provided with a facility to attend the AGM through VC/OAVM and the access link for attending the meeting through VC/OVAM shall be shared with the members separately. On clicking this access link, the Members will be able to attend and participate in the proceedings of the AGM.
8. Members holding shares in electronic form, can verify/update their email address and mobile number with their respective DPs.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Since the AGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed in this Notice.
11. Since the AGM is called at shorter notice, members are requested to send their signed consents as per the Consent letter attached with this Notice.
12. In case Members have any queries or need any assistance on e-voting/participation at the AGM, they may contact Samarth Govila, Company Secretary of the Company at companysecretary@freecharge.com or at Samarth.govila@freecharge.com

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No .3

M/s S.R Batliboi & Associates LLP Chartered Accountants, (ICAI Firm Registration No101049W/E300004) were appointed as the Statutory auditors of the Company at the 5th Annual General Meeting (AGM) of the Company for a period of Five years to hold the office from the conclusion of said AGM till the conclusion of 10th AGM of the Company. Pursuant to the provisions of Section 139(2) of Companies Act,2013, no audit firm shall hold the office as Statutory auditors for more than two consecutive terms of 5 years. The second consecutive term of M/s S.R Batliboi & Associates LLP Chartered Accountants as statutory auditors will expire at the conclusion of 10th AGM of the Company.

Accordingly, the Board recommends the appointment of M/s Thakur, Vaidyanath Aiyar & Co. (Firm Registration No-000038N), Chartered Accountants as Statutory auditors for the approval of the members of the company by means of ordinary resolution. M/s Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, have conveyed their consent to being appointed as the Statutory Auditors of the Company and have also confirmed that they meet the eligibility criteria and conditions of Independence of Auditors as laid under the applicable provisions of Section 141 of the Companies Act, 2013 read with the relevant rules made thereunder with respect to their appointment as aforesaid.

Your directors therefore recommends passing of the ordinary resolution as set out in Item No 3 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives, is concerned or interested in the proposed resolution.

**For and on behalf of the Board of Directors
Freecharge Payment Technologies Private Limited**




**Samarth Govila
Company Secretary
Membership No:A17522**

Date: 22.05.2024

Place: Gurugram