

**Innoviti Payment Solutions Private Limited**

**Registered Office:** Tower C, 2<sup>nd</sup> Floor, Diamond District, Old Airport Road,  
Kodihalli, Bangalore – 560 008  
Tel.: +91 (80) 4610 9300, Fax No. +91 (80) 4070 1435 Website. www.innoviti.com

**CIN - U72100KA2002PTC031375**

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**Notice of 18<sup>th</sup> Annual General Meeting**

**Notice** is hereby given that the 18<sup>th</sup> Annual General Meeting of Members of **Innoviti Payment Solutions Private Limited** will be held at a shorter notice on Monday, December 28, 2020 at 4.00 p.m. at the Registered Office of the Company at Tower – C, Diamond District, 2<sup>nd</sup> Floor, Old Airport Road, Kodihalli, Bangalore – 560008, Karnataka to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS:**

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Neeraj Chandra (DIN: 00444694), who was appointed as Additional Director on July 14, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Rajeev Agrawal, Managing Director and Mr. Pranav Koranne, Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary Resolution:

**“RESOLVED THAT** pursuant to Shareholders’ Agreement dated May 27, 2020 and other applicable provisions of the Companies Act, 2013, if any, **Mr. S Subramaniam** be and is hereby re-appointed as non- executive Director in Independent Capacity of the Company for a further period of one year.

**RESOLVED FURHTER THAT** any of the Director or Company Secretary of the Company be and are hereby severally authorized to do any acts and deeds that may be considered necessary in connection with the above resolution.”

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the approval of the Members be and is hereby accorded for amendment in the Employee Stock Option Scheme, 2017 (“ESOP Scheme”) to record the addition in ESOP Pool as part of Series F Fund raise.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidentals and ancillary things done are hereby specifically approved.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By order of the board  
For **Innoviti Payment Solutions Private Limited**

Place: Bangalore  
Date: December 23, 2020

SD/-  
Pranav Koranne  
Company Secretary

**NOTES:**

1. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) SETTING OUT MATERIAL FACTS CONCERNING THE BUSINESS IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ENSUING ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. PROXIES IN ORDER TO BE EFFECTIVE, AN INSTRUMENT APPOINTING PROXY, FORMAT ENCLOSED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION AS APPLICABLE.

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 2 of the accompanying Notice:

**Item No. 2**

**Appointment of Mr. Neeraj Chandra as Director:**

Board of Directors had approved appointment of Mr. Neeraj Chandra as an Additional Director with effect from July 14, 2020 till the conclusion of next Annual General Meeting.

Accordingly, in terms of provisions of Section 152 of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, the approval of the members of the Company is required for regularization of Mr. Neeraj Chandra as Director of the Company.

Brief profile of Mr. Neeraj Chandra is given below for reference of the members:

1. An alumnus of IIM Ahmedabad and an Electrical Engineer from IIT Kanpur, with a track record of building growth businesses & mentoring excellence across companies like Hindustan Lever, Pond's, Britannia and Emami
  - a. Over 30 years of experience in diverse sales, marketing & business roles and with exposure to 25+ countries across Asia & Middle East
  - b. Worked as the VP & Chief Operations Officer at Britannia, built new benefit spaces, new brands, and big new channels, successfully tripling the businesses to a billion dollars.
  - c. As CEO, Emami -Consumer Care Division worked with the dynamic promoters towards transforming the organization.
2. A passion for creating large new categories and brands and now devoted to building disruptive new businesses:
  - a. Initiated large personal care sectors in India- starting with shampoo sachets and then onto deodorants, lotions and face washes. Build new categories and the health segment in foods.
  - b. Growing large brands like Fair & Lovely, Britannia, Lux, Pond's.
3. Engaged with building disruptive new businesses in Healthcare, New Services and consumer facing sectors.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Neeraj Chandra is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.2 for the approval of the members.

### **Item No. 3**

#### **Appointment of Mr. Mr. S Subramaniam as non- executive Director in Independent Capacity**

Pursuant to the applicable provisions of the Shareholders agreement Mr. S Subramaniam was appointed as non- executive Director in Independent Capacity for a period of 1 year. Shareholders Agreement states that term of such appointment shall be 1 (one) year. Appointment of Mr. S Subramaniam was extended for One year from 17<sup>th</sup> AGM of the Company till 18<sup>th</sup> AGM of the Company. Hence it is proposed to extend his term by one more year i.e till next AGM of the Company

The Board commends the Resolution at item No. 3 for approval by the Members to extend his Directorship further. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

### **Item No. 4**

#### **Approval of amendment in Employee Stock Option Scheme, 2017**

Board of Directors had approved at their Meeting held on July 31, 2020 Amendment in ESOP Scheme of the Company i.e Employee Stock Option Scheme, 2017 mainly to record the addition in ESOP Pool that has been allocated as part of Series F fund raise.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Rule 12 Companies (Share Capital and Debentures) Rules, 2014 the Amendments in ESOP Schemes are required to approved by the Members of the Company.

The Board commends the Resolution at item No. 4 for approval of the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

**Form No. MGT-11**

Proxy form

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

CIN:	U72100KA2002PTC031375
Name of the company:	<b>Innoviti Payment Solutions Private Limited</b>
Registered office:	Tower – C, Diamond District, 2 <sup>nd</sup> Floor, Old Airport Road, Bangalore – 560008 Tel.: +91 (80) 4610 9300, Fax No. +91 (80) 4070 1435 website. <a href="http://www.innoviti.com">www.innoviti.com</a>

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name :

Address :

E-mail Id :

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> AGM of the Company to be held on Monday, December 28, 2020 at 4 pm at Office Tower C, Diamond District, 2<sup>nd</sup> Floor, Old Airport Road, Bangalore 560008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars of resolution	Number shares held	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Mr. Neeraj Chandra as Director			
3.	Appointment of Mr. Mr. S Subramaniam as non-executive Director in Independent Capacity			

4.	Approval of amendment in Employee Stock Option Scheme, 2017			
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Signed this..... day of.....2020

Signature of shareholder/ Signature of Proxy holder(s)

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**

**Innoviti Payment Solutions Private Limited**

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**ATTENDANCE SLIP**

**18<sup>TH</sup> ANNUAL GENERAL MEETING**

Regd. Folio No.: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I certify that I am a member /proxy for the member of the Company.

I do hereby record my presence at the 18<sup>th</sup>AGM of the Company held on Monday, December 28, 2020 at 4 PM at Office Tower C, Diamond District, 2<sup>nd</sup> Floor, Old Airport Road, Kodihalli, Bangalore 560008.

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Member's/Proxy's name in BLOCK letters

Signature of member / proxy

Note: Please fill up this attendance slip and hold over at the entrance of the meeting hall.

Members are requested to bring their copies of Annual Report to the meeting.