

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the members of Comviva Technologies Limited will be held on 19th July, 2019, Friday at 11 AM at its registered office at A-26, Info City, Sector-34, Gurugram 122 001, Haryana to transact the following business:

ORDINARY BUSINESSES:

1. (a) To consider and adopt the Standalone Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2019, Statement of Profit & Loss for the year ended on that date along with Cash Flow statement, notes and annexures and the Reports of the Board of Directors, Secretarial Auditors Report and Auditors Report thereon.

(b) To consider and adopt the Consolidated Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2019, Statement of Profit & Loss for the year ended on that date along with Cash Flow statement, notes and annexures and the Reports of the Auditors thereon.
2. To consider the appointment of Mr. Ulhas Narayan Yargop (DIN: 00054530) Director, who is liable to retire by rotation and being eligible for re-appointment and has shown his inability to continue to hold the office of Director, post annual general meeting. The Board decided not to fill his vacancy in ensuing Annual General Meeting.

SPECIAL BUSINESSES:

3. 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 provisions of Section 161(1) of the Companies Act, 2013 and Articles Of Association of the Company, Mr. Vivek Satish Agarwal (holding DIN: 05218475) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 23rd January, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as the Director of the Company."



Comviva Technologies Limited
Regd. Office

A-26, Info City, Sector 34
Gurgaon-122001, Haryana
India

Tel: + 91 124 481 9000
Fax: + 91 124 841 9777
CIN: U72200HR1999PLC041214
comviva.com

“RESOLVED FURTHER THAT Mr. Neeraj Jain, Chief Financial Officer or Mr. Parminder Bakshi, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

Place: Gurugram

Date : 21.06.2019

By Order of the Board

for Comviva Technologies Limited

Sd/-

Parminder Bakshi

Company Secretary

Membership No. A25383

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself/ herself and that such proxy need not be a member of the Company.
2. For the proxies to be effective, duly completed and stamped proxy forms should reach or must be deposited at the registered office of the Company not later than Forty-Eight hours before the meeting.
3. Members/proxies should bring the attendance slips filed in for attending the meeting.
4. To facilitate Shareholders of the Company to hold their Shares in a Dematerialized form, the Company is registered with the Depositories namely, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) vide ISIN No. INE074E01027.
5. Members are requested to bring their copy of Annual Report at the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
7. The registers of Directors and KMP along with their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for the inspection by the members at the Annual General Meeting.
8. A statement setting out the material facts concerning each item of special business (explanatory statement) pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is enclosed herewith.
9. Venue of the General Meeting is located at walking distance from Hero Honda Chowk, Sector – 34, Gurugram (Haryana) on NH – 24 Delhi – Jaipur expressway, Google map is enclosed.

Place: Gurugram

Date: 20.06.2019

By Order of the Board

for Comviva Technologies Limited

Sd/-

Parminder Bakshi

Company Secretary

Membership No. A25383

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.3

Mr. Vivek Satish Agarwal, who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 23rd January, 2019 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director. Mr. Vivek Satish Agarwal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Vivek Satish Agarwal as Director, for the approval by the shareholders of the Company. Except Mr. Vivek Satish Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3