

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Comviva Technologies Limited will be held on 20th July, 2021, Tuesday at 11 AM through Video Conferencing Facility ("VC") At Board Room, 7th Floor, Capital Cyberscape, Golf Course Extension Road, Sector 59, Gurugram, Haryana 122102 to transact the following business:

ORDINARY BUSINESSES:

1. Adoption of Standalone and Consolidated Financial Statement

(a) To consider and adopt the Standalone Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2021, 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 Statements of the Company including Balance Sheet as at 31st March, 2021, 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. Appointment of Mr. Jagdish Mitra (DIN: 06445179) as a Director liable to retire by rotation

To consider the appointment of Mr. Jagdish Mitra (DIN: 06445179) Director, who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Regularisation of Appointment of Mr. Manishkumar Murlimanohar Vyas (DIN: 09042978) as Director.

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 read with section 152 of the said Act and Articles Of Association of the Company, Mr. Manishkumar Murlimanohar Vyas (DIN: 09042978) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 25th January, 2021 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 and is eligible for retire by rotation.”

Note: The login credentials to attend the meeting through video conference shall be shared at registered emails id of Members.

**By Order of the Board
For Comviva Technologies Limited**

Date: 26.06.2021

Place: Gurugram

**Parminder Singh Bakshi
Company Secretary
Membership No. A25383**

NOTES:

1. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021 and the requirement of physical presence of the members at a common venue has been dispensed with.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, and Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, no proxy form is annexed to this notice. However, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intending to authorize their authorized representatives to attend the meeting through video conferencing are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. 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.
6. In case of any query/grievance, in respect of attending the meeting via VC, Members may contact at +91 9810972789.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.comviva.com and the Notice of the AGM along with copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) shall be sent only by email to the members, and to all other persons so entitled.
8. Members are requested to have copy of Annual Report and financial statements handy while attending meeting.
9. The registers of Directors and KMP along with their shareholding maintained under Section 170 of the Companies Act, 2013, will be available on demand for the inspection by the members at the Annual General Meeting. The copies of such records shall be shared with them on their registered email ids. The members can reach out to Company Secretary at Parminder.bakshi@comviva.com
10. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting.
11. The Members shall cast their vote on the resolution(s) by show of hands.
12. Explanatory Statement for Item No. 3, pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
13. Members attending the AGM shall be counted for the purpose of reckoning the Quorum under section 103 of the Act.
14. The designated email id for all purposes, in relation to this AGM shall be Parminder.bakshi@comviva.com



Comviva Technologies Limited

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CIN: U72200HR1999PLC041214

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15. Since the AGM is being convened through VC, requirement to annex route map of the meeting is dispensed with.

**By Order of the Board
For Comviva Technologies Limited**

**Date: 26.06.2021
Place: Gurugram**

**Parminder Singh Bakshi
Company Secretary
Membership No. A25383**

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

ITEM NO.3

Mr. Manishkumar Murlimanohar Vyas, who was appointed as Additional Director of the Company in pursuant to Section 161(1) of the Companies Act, 2013 read with the relevant enabling provision of Articles of Association of the Company, on January 25, 2021 till the conclusion of ensuing Annual General Meeting. He is eligible for regularisation as a Director to be retired by rotation. Mr. Manishkumar Murlimanohar Vyas 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 has also proposed his appointment as Director and recommended shareholders to regularise his appointment.

In accordance with SS-2 issued by Institute of Company Secretaries of India following details are being provided for Mr. Manishkumar Murlimanohar Vyas:

S.NO	Particulars	Remarks
1.	Age:	50
2.	Qualifications:	MBA from Narsee Monjee Institute Management Study
3.	Experience:	26 Years
4.	Terms and conditions of appointment:	Retire by Rotation
5.	Details of remuneration sought to be paid and remuneration last drawn:	NA
6.	Date of first appointment on the Board:	25 th January, 2021
7.	Relationship with other Directors:	NA

8.	The number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards:	Attended 2 Meetings.
9.	Shareholding in the company:	NA

Except Mr. Manishkumar Murlimanohar Vyas, none of the Directors and Key Managerial Personnels of the Company and their relatives are interested, financially or otherwise in the resolution set out at Item No. 3

**By Order of the Board
For Comviva Technologies Limited**

**Date: 26.06.2021
Place: Gurugram**

**Parminder Singh Bakshi
Company Secretary
Membership No. A25383**