COMVIVA TECHNOLOGIES LIMITED
CIN: U72200HR1999PLC041214
Regd. Office: 5th, 7th & 8th Floor, Capital Cyberscape | Sector 59, Golf Course Extension Road,| Gurugram-122102| Haryana, India
Tel: + 91 124 481 9000: **Fax:** + 91 124 841 9777 **E-mail.** Info@comviva.com,
Website: comviva.com

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Comviva Technologies Limited will be held on Thursday, the 21st day of July, 2022, at 11 AM at its Registered office at 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 Financial Statements of the Company for the financial year ended March 31, 2022 along with the Reports of the Board of Directors, and Statutory Auditors thereon.

   (b) To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Statutory Auditors thereon.

2. **Appointment of Mr. Vivek Satish Agarwal (DIN: 05218475) as a Director liable to retire by rotation**

   To appoint a Director in place of Mr. Vivek Satish Agarwal (DIN: 05218475) who retires by rotation and being eligible, offers himself for re-appointment.

3. **Declaration of Dividend**

   To declare interim dividend, of Rs. 20/- (Rupees Twenty) per equity share of the Company already paid to Members, as final dividend for the financial year ended March 31, 2022.

4. **Appointment of Auditors**

   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 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants, [Firm's Registration No. 101248W/W-100022] be re-appointed as Statutory Auditors of the Company, from the conclusion of this Annual General Meeting, until the conclusion of the Twenty Eighth Annual General Meeting

of the Company for the financial year 2026-27 on such remuneration as may be determined by the Board of Directors."

By Order of the Board
For Comviva Technologies Limited

SD/-

Parminder Singh Bakshi
Company Secretary
Membership No. A25383

Date: May 03, 2022
Place: Gurugram

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting may 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. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Further the proxy shall not have the right to speak at meeting.

2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. The format is enclosed as **Annexure 1.**

3. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution 3 days before the commencement of the meeting. Proxies shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.

4. Members/proxies/authorized representatives should bring the attendance slips filed in for attending the meeting. The format is enclosed as **Annexure 2.**

5. To facilitate members to hold their shares in a Dematerialized form, the members may send an e-mail on Parminder.bakshi@comviva.com for the detailed process or documents require thereof, 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. Members are requested to bring their copy of Annual Report at the meeting, as the same may not be supplied again at the meeting as a measure of economy.

7. 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. An authorized representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 1 and 2 above.

8. The Register of Directors and Key Managerial Personnel's along with their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for the inspection by the members at the Annual General Meeting.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. The voting shall be done by show of hands unless a poll is demanded during the meeting. The proxy shall not be entitled to vote except on a poll.

11. Venue of the General Meeting is located at walking distance from Sector 55-56 Metro Station Gurugram (Haryana). Google map is enclosed as **Annexure 3**.

By Order of the Board
For Comviva Technologies Limited

SD/-

Parminder Singh Bakshi
Company Secretary
Membership No. A25383

Date: May 03, 2022
Place: Gurugram

Annexure 1

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: U72200HR1999PLC041214
Name of the Company: Comviva Technologies Limited
Registered office: 5th, 7th & 8th Floor, Capital Cyberscape, Golf Course Extension Road, Sector 59, Gurugram, Haryana 122102

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

I/ We being the member of Comviva Technologies Limited holding……..shares, hereby appoint

1. Name: ……..
   Address: ……
   E-mail Id: ……
   Signature: ……....., or failing him

2. Name: ……..
   Address: ……
   E-mail Id: ……
   Signature: ……....., or failing him

3. 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 Twenty Third Annual General Meeting of members of the Company, to be held on July 21, 2022, Thursday, at registered office of the Company at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Standalone and Consolidated Financial Statement
2. Appointment of Mr. Vivek Satish Agarwal (DIN: 05218475) as a director liable to retire by rotation
3. Declaration of Dividend
4. Appointment of Auditors

Signed this ..... day of..... 2022

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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.

Annexure 2

ATTENDANCE SLIP

(PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the Twenty Third Annual General Meeting of the Company, held on Thursday, July 21, 2022, at its Registered office at 7th Floor, Capital Cyberscape, Golf Course Extension Road, Sector 59, Gurugram, Haryana 122102

Folio No/ Client Id#: _____

No. of Shares#: _____

Name of the Member#: _____ (In block letters)

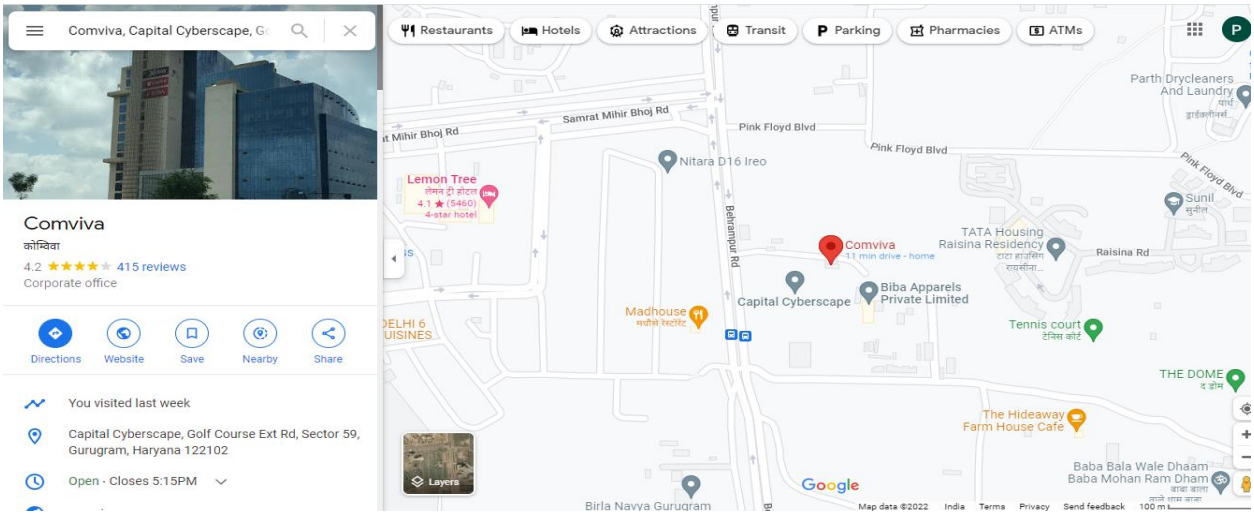
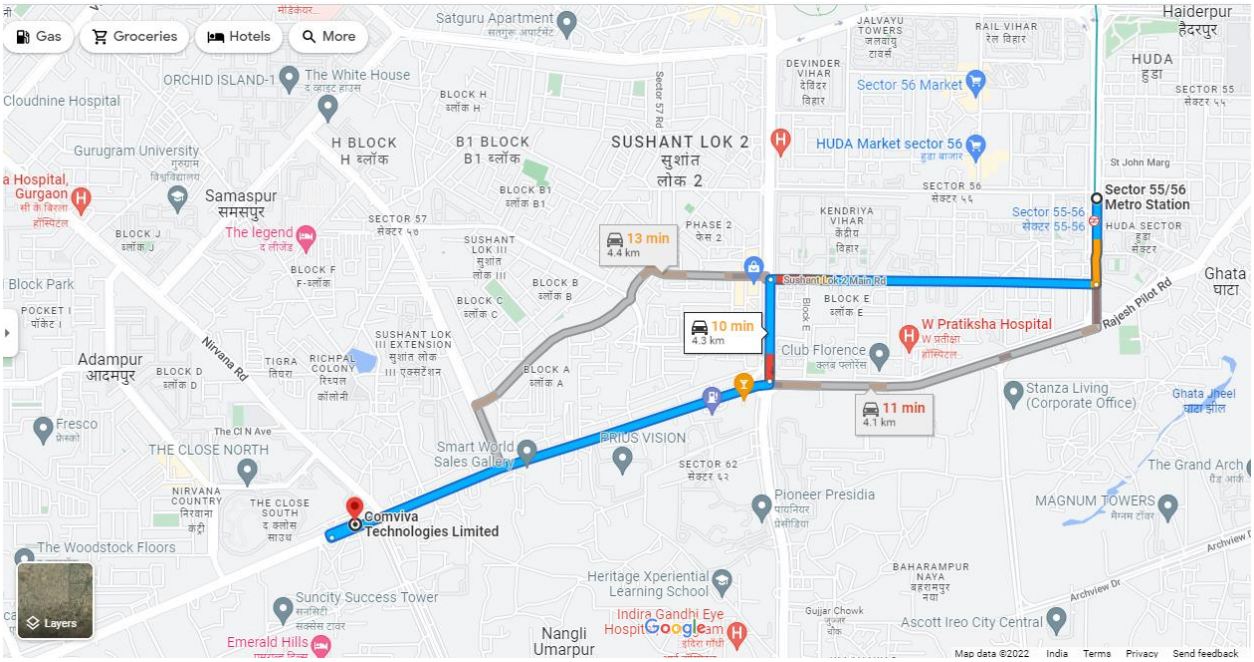
Name of the Proxy (if any): _____

_____

Signature of the Members/Proxy's

ADMISSION SLIPS WITHOUT THIS INFORMATION WILL NOT BE ACCEPTED.

Annexure 3

<u>Venue of the Meeting: 7th Floor, Capital Cyberscape, Golf Course Extension Road, Sector 59, Gurugram, Haryana 122102</u>

Google Map