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 Twenty Seventh Annual General Meeting of Comviva Technologies Limited will be held on Tuesday, the July 14, 2026, at 10.00 A.M. at Board Room of its registered office at 7th Floor, Capital Cyberspace, Sector 59, Golf Course Ext Road, Gurugram- 122102 (Haryana), India to transact the following business (es):

ORDINARY BUSINESS:

1. **Adoption of Standalone and Consolidated Audited Financial Statements along with Directors' Report, Statutory Auditors' Report and Secretarial Auditors' Report thereon**

   a. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors, Statutory Auditors and Secretarial Auditors thereon.
   b. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the Report of the Statutory Auditors thereon.

2. **Re-Appointment of Mr. Richard Gerard Lobo (DIN: 10579226) as a director liable to retire by rotation**

   To re-appoint Mr. Richard Gerard Lobo (DIN: 10579226) as director who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-Appointment of Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) Independent and Woman Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee made vide circular

resolution no. 2/2026-27-NRC-RBC dated June 11, 2026 and the Board of Directors vide circular resolution no. 2/2026-27 dated June 12, 2026, the consent of the members be and is hereby accorded, after reviewing the eligibility, qualifications and declaration of independence in terms of Section 149(6) of the Act, accords its consent for the re-appointment of Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) as an Independent Director (Category: Independent and Woman Director) on the Board with effect from the conclusion of the Twenty-Seventh Annual General Meeting of the Company, to hold office up to the conclusion of the Twenty-Eighth Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Director of the Company and Mr. Parminder Singh Bakshi, Company Secretary (ICSI membership no. F13601) be and are hereby severally authorized to take necessary actions to give effect to the above resolution."

4. **Re-Appointment of Mr. Ajay Natvarbhai Mehta (DIN: 07102804) as Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee made vide circular resolution no. 1/2026-27-NRC-RBC dated June 11, 2026 and the Board of Directors vide circular resolution no. 2/2026-27 dated June 12, 2026, the consent of the members be and is hereby accorded, after reviewing the eligibility, qualifications and declaration of independence in terms of Section 149(6) of the Act, accords its consent for the re-appointment of Mr. Ajay Natvarbhai Mehta (DIN: 07102804) (Category: Independent Director) on the Board with effect from the conclusion of the Twenty-Seventh Annual General Meeting of the Company, to hold office up to the conclusion of the Twenty-Eighth Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Director of the Company and Mr. Parminder Singh Bakshi, Company Secretary (ICSI membership no. F13601) be and are hereby severally authorized to take necessary actions to give effect to the above resolution."

By Order of the Board

For Comviva Technologies Limited

Parminder Singh Bakshi
Company Secretary
ICSI membership no. F13601
Date: June 12, 2026

COMVIVA TECHNOLOGIES LTD. GURUGRAM

Place: Gurugram

NOTES:

1. *The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the items of Special Business(es) as set out in Notice is annexed hereto. The relevant details of Director seeking appointment as required under Secretarial Standard-2 issued by Institute of Company Secretaries of India are annexed herewith.*

2. *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.*

3. *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.***

4. *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.*

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

6. *To facilitate members to hold their shares in 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.*

7. *Members are requested to bring their copy of Annual Report at the meeting, as the same may not be supplied again at the meeting.*

8. *Corporate / non individual members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution / authorisation letter 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 2 and 4 above.*

9. *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 inspection by the Members at the Annual General Meeting.*

10. *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.*

11. *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.*

12. *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

Parminder Singh Bakshi
Company Secretary
ICSI membership no. F13601

COMVIVA TECHNOLOGIES LTD. GURUGRAM

Date: June 12, 2026

Place: Gurugram

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

Item No. 3

The Members appointed Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) as an Independent Director and Woman Director of the Company at the Twenty Sixth Annual General Meeting (AGM) held on July 10, 2025 with effect from April 1, 2025, till the conclusion of Twenty Seventh AGM of the Company.

The Board of Directors, vide circular resolution no 2/2026-27 dated June 12, 2026, based on the recommendation of the Nomination & Remuneration Committee, vide circular resolution no 2 / 2026 – 27-NRC-RBC dated June 11, 2026, and after considering the performance evaluation of Ms. Chandra Lakshminarayan Iyer (DIN: 08111743), has approved her re-appointment as an Independent and Woman Director of the Company, subject to the approval of the Members, for a second term of one year commencing from the conclusion of the Twenty-Seventh AGM and continuing up to the conclusion of the Twenty-Eighth AGM of the Company.

The Company has received from Ms. Chandra Lakshminarayan Iyer (DIN: 08111743): (i) intimation in Form DIR-8 in terms of Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirming that she is not disqualified under Section 164(2) of the Act, and (ii) a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and (iii) Appointment Letter. The aforesaid documents and copies thereof shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to and including the date of the Meeting. In the opinion of the Board, Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) fulfils the conditions for appointment as an Independent Director as specified under the Act and the Rules made thereunder and is independent of the management.

Therefore, the Board therefore recommends the resolution as set out under Item No. 3 of the notice for approval of the Members.

None of the Directors and relatives thereof other than Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) is concerned or interested either financially or otherwise in the proposed resolution at item no. 3 of the notice. It may be noted that Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) does not hold any shares in the Company.

Relevant details of Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) required to be given as per the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India is enclosed.

Information of Director seeking appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice).

Name of the Director	Ms. Chandra Lakshminarayan Iyer
Directors Identification Number (DIN)	08111743
Date of Birth (Age in years)	September 30, 1957 (68 years)
Original date of appointment	April 01, 2025
Qualifications	Bachelor's and master's degree in commerce along with diploma in financial management from University of Mumbai.
Experience and Work Profile	Ms. Chandra Iyer is an accomplished professional with extensive experience in leadership roles across various organizations. She has led Indian subsidiaries of international majors, and business units (BU) of both rapidly scaling and emerging businesses. She is adept at setting up operations overseas, leading large complex operations and strategic marketing and customer relations. She has previously served as the President of Anunta Technologies Management Services Limited and worked with many leading organizations like ICICI Bank, ICICI Infotech, ANZ Grindlays Bank, Firstsource Solutions and Fidelity National Information Services (FIS), during her career span of over 35 years. Following a fulfilling and successful career, Ms. Chandra has transitioned into mentoring startups and providing advisory services to new and established businesses. She currently serves on the boards of several companies in the capacity of an Independent Director.
Shareholding in the Company	Nil
Remuneration last drawn	Nil
Details of remuneration sought to be paid, if any	Sitting fee as Independent Director: a. Board Meetings: Rs. 20,000/- per meeting attended. b. Committee Meetings: Rs. 7,500/- per meeting attended as a member or chairperson.
No. of Board meetings attended during the year.	1 (One) Board meeting in FY 2026-27 held till date of this notice.
Terms and conditions of appointment and remuneration	As set out in Resolution No. 3 to this Notice.
Relationship with other Directors or KMPs	No relationship with other Directors or KMPs
Directorships held in other companies in India	1. eMudhra Limited 2. Mahindra Steel Service Centre Limited 3. Mumbai Mantra Media Limited

	4. Zipzap Logistics Private Limited
Membership / Chairmanship of committees of other Boards	1. eMudhra Limited, Chairperson, Corporate Social Responsibility Committee. 2. eMudhra Limited, Member, Nomination and Remuneration Committee. 3. eMudhra Limited, Member, Stakeholders Relationship Committee. 4. Mumbai Mantra Media Limited, Chairperson, Nomination and Remuneration Committee. 5. Mumbai Mantra Media Limited, Member, Audit Committee. 6. Mahindra Steel Service Centre Limited, Chairperson, Nomination and Remuneration Committee. 7. Mahindra Steel Service Centre Limited, Member, Audit Committee. 8. Zipzap Logistics Private Limited, Chairperson, Nomination and Remuneration Committee. 9. Zipzap Logistics Private Limited, Member, Audit Committee.
Performance evaluation report or summary	Ms. Chandra Lakshminarayan Iyer possesses rich professional experience and domain expertise across diverse functional areas. She has been serving as an Independent Director on the Board of the Company and has provided valuable guidance and an independent perspective in the Board's deliberations. During her tenure, she has actively contributed to the discussions of the Board and its Committees, particularly in areas of governance, strategy, and oversight. Her experience and insights have supported the Company in strengthening its governance framework and decision-making processes. The performance evaluation of Ms. Chandra Lakshminarayan Iyer was carried out by the Board, and her performance was found to be satisfactory. Considering her continued independence, experience, and meaningful contributions, the Board believes that her re-appointment as an Independent Director will be beneficial to the Company and will further enhance the overall effectiveness of the Board.

	The performance evaluation report has been annexed to this notice as **Annexure 4**.

Item No. 4

The Members appointed Mr. Ajay Natvarbhai Mehta (DIN: 07102804) as an Independent Director of the Company at the AGM held on July 10, 2025, with effect from April 1, 2025, till the conclusion of Twenty Seventh AGM.

The Board of Directors, vide circular resolution no 2/2026-27 dated June 12, 2026, based on the recommendation of the Nomination & Remuneration Committee, vide circular resolution no 1/2026-27-NRC-RBC dated June 11, 2026, and after considering the performance evaluation of Mr. Ajay Natvarbhai Mehta (DIN: 07102804), has approved his re-appointment as an Independent Director of the Company, subject to the approval of the Members, for a second term of one year commencing from the conclusion of the Twenty-Seventh AGM and continuing up to the conclusion of the Twenty-Eighth AGM of the Company.

The Company has received from of Mr. Ajay Natvarbhai Mehta (DIN: 07102804): (i) intimation in Form DIR-8 in terms of Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirming that he is not disqualified under Section 164(2) of the Act, and (ii) a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and (iii) Appointment Letter. In the opinion of the Board, Mr. Ajay Mehta fulfils the conditions for appointment as an Independent Director as specified under the Act and the Rules made thereunder and is independent of the management.

Therefore, the Board therefore recommends the resolution as set out under Item No. 4 of the notice for approval of the Members.

None of the Directors and relatives thereof other than of Mr. Ajay Natvarbhai Mehta (DIN: 07102804) is concerned or interested either financially or otherwise in the proposed resolution at item no. 4 of the notice. It may be noted that of Mr. Ajay Mehta does not hold any shares in the Company.

Relevant details of Mr. Ajay Natvarbhai Mehta (DIN: 07102804) required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India is enclosed.

Information of Director seeking appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice).

Name of the Director	Mr. Ajay Natvarbhai Mehta
Directors Identification Number (DIN)	07102804
Date of Birth (Age in years)	October 07, 1960 (65 years)
Original date of appointment	April 01, 2025
Qualifications	A Fellow Member of the Institute of Chartered Accountants of India and a Law Graduate from the Government Law

	College, Mumbai.
Experience and Work Profile	Mr. Ajay Mehta is an experienced Chartered Accountant and legal professional with over 36 years of expertise in audits, taxation matters, and strategic financial advisory. Mr. Mehta brings a unique combination of financial insight and legal acumen. As proprietor of Ajay Mehta & Co. and partner at Rajendra Shah & Associates, he has delivered consultancy services and advised a broad spectrum of clients including private corporations, public sector enterprises, and emerging businesses across various sectors. His firm has also served as a consultant to the Government of Maharashtra for secretarial and other matters. Currently, he supports companies navigating complex regulatory landscapes, helping them scale through sound governance, risk management, and compliance strategies. His experience spans statutory and internal audits, systems and process reviews, and taxation – key areas for companies looking to strengthen internal controls, optimize structures, and stay ahead in evolving regulatory frameworks. In addition to his professional practice, Mr. Mehta is also an active contributor to the not-for-profit space, offering pro bono advisory to NGOs and is empanelled with the Maharashtra State Cooperative Societies Audit Panel. As an Independent Director, he brings balanced insight, professional rigor, and an agile approach that aligns well with the fast-paced regulations of the technology industry.
Shareholding in the Company	Nil
Remuneration last drawn	Nil
Details of remuneration sought to be paid, if any	Sitting fee as Independent Director a. Board Meetings: Rs. 20,000/- per meeting attended. b. Committee Meetings: Rs. 7,500/- per meeting attended as a member or chairperson.
No. of Board meetings attended during the year.	1 (One) Board meeting in FY 2026-27 held till date of this notice.
Terms and conditions of appointment and remuneration	As set out in Resolution No. 4 to this Notice.
Relationship with other Directors or KMPs	No relationship with other Directors or KMPs
Directorships held in other companies in India	1. Lords Freight (India) Private Limited 2. Mahindra MSTC Recycling Private Limited 3. Mahindra Auto Steel Private Ltd

Membership / Chairmanship of committees of other Boards	1. Lords Freight (India) Private Limited, Chairman, Audit Committee 2. Lords Freight (India) Private Limited, Member, Nomination and Remuneration Committee 3. Mahindra MSTC Recycling Private Limited, Chairman, Audit Committee. 4. Mahindra MSTC Recycling Private Limited, Member, Nomination and remuneration Committee. 5. Mahindra Auto Steel Private Limited, Member, Audit Committee 6. Mahindra Auto Steel Private Limited, Member, Nomination and remuneration Committee. 7. Mahindra Auto Steel Private Limited, Member, CSR Committee.
Performance evaluation report or summary	Mr. Ajay Natvarbhai Mehta possesses rich professional experience and domain expertise across diverse functional areas. He has been serving as an Independent Director on the Board of the Company and has provided valuable guidance and an independent perspective in the Board's deliberations. During his tenure, he has actively contributed to the discussions of the Board and its Committees, particularly in areas of governance, strategy, and oversight. His experience and insights have supported the Company in strengthening its governance framework and decision-making processes. The performance evaluation of Mr. Ajay Natvarbhai Mehta was carried out by the Board, and his performance was found to be satisfactory. Considering his continued independence, experience, and meaningful contributions, the Board believes that his re-appointment as an Independent Director will be beneficial to the Company and will further enhance the overall effectiveness of the Board. The performance evaluation report has been annexed to this notice as **Annexure 5**.

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 Seventh Annual General Meeting of the Company, to be held on Tuesday, the 14th day of July, 2026, at 10:00 A.M. at Board room of its registered office at 7th Floor, Capital Cyberscape, Golf Course Extension Road, Sector 59, Gurugram, Haryana 122102 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Ordinary Business:

1. Adoption of Standalone and Consolidated Audited Financial Statements along with Directors' Report, Statutory Auditors' Report and Secretarial Auditors' Report thereon
2. Re-Appointment of Mr. Richard Gerard Lobo (DIN: 10579226) as a director liable to retire by rotation

Special Business:

3. Re-Appointment of Ms. Chandra Lakshminarayan Iyer (DIN: 08111743) Independent and Woman Director of the Company.
4. Re-Appointment of Mr. Ajay Natvarbhai Mehta (DIN: 07102804) as Independent Director of the Company.

Signed this ..... day of..... 2026

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 ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the Twenty Seventh Annual General Meeting of the Company, held on Tuesday, the 14th day of July 2026, at 10:00 A.M. at Board room of its registered office at 7th Floor, Capital Cyberscape, Golf Course Extension Road, Sector 59, Gurugram-122102, Haryana India.

Folio No/ Client Id#: _____
No. of Shares#: _____
Name of the Member#: _____ (In block letters)
Name of the Proxy (if any): _____

_____

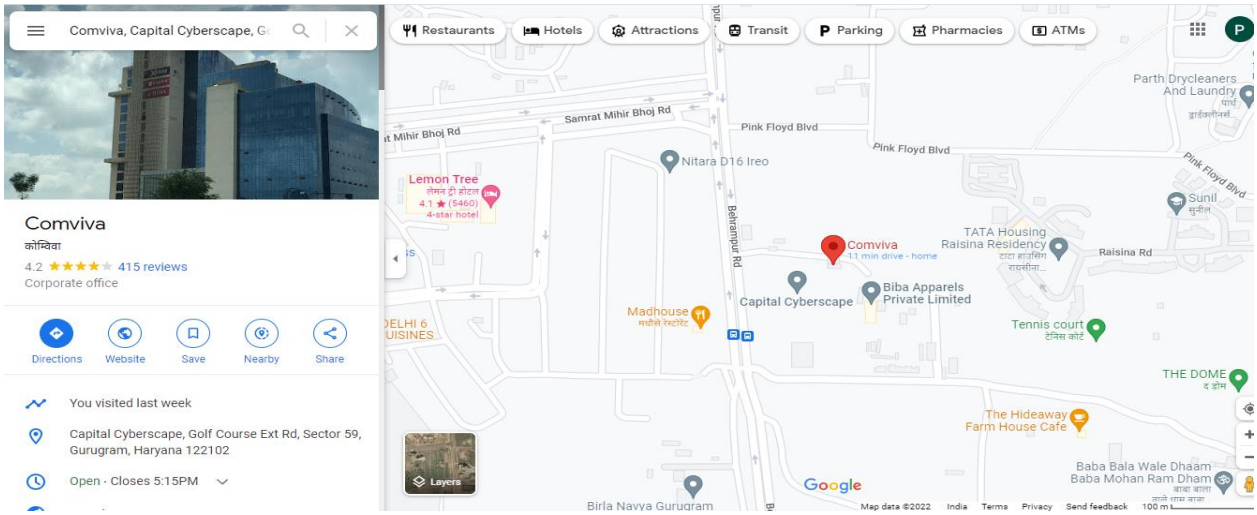
Signature of the Members/Proxy's

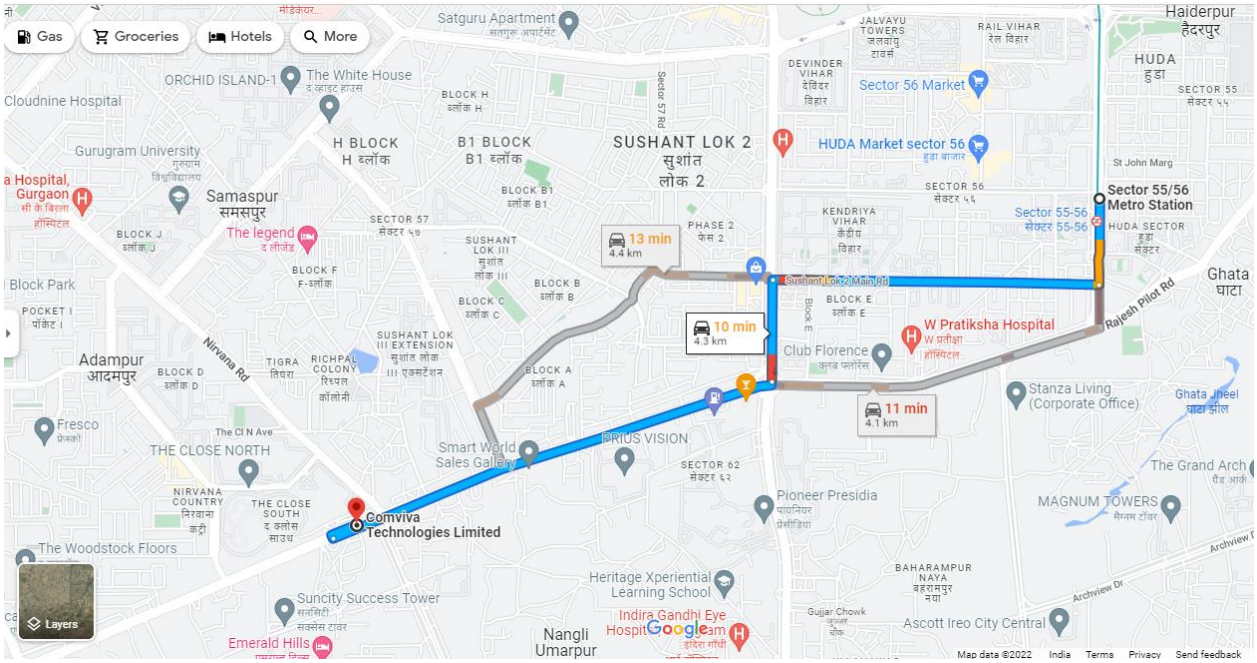
ADMISSION SLIPS WITHOUT THIS INFORMATION WILL NOT BE ACCEPTED.

Annexure 3

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

Google Map





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Annexure 4

Summary Report: Performance Evaluation of Ms. Chandra Lakshminarayan Iyer

Evaluate the following statements in relation to your assessment of your colleague as a Board Member of the Company.		Scores of each Director will be mentioned on No name basis				Avg Score
		Director 1	Director 2	Director 3	Director 4	
1	Knowledge of key areas	5	5	5	5	5
2	Diligence and preparedness	5	5	5	5	5
3	Effective interaction with others	5	5	5	5	5
4	Constructive contribution to discussion and strategy	5	5	5	5	5
5	Concern for stakeholders	5	5	5	5	5
6	Concern for working of internal controls	5	5	5	5	5

5 = *Outstanding, exceptional contribution*
4 = Above expectation
3 = Satisfactory
2 = Some improvement required
1 = Unsatisfactory contribution to the Board

Comment 1:
Comment 2:

These comments will be verbatim without mentioning name

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Annexure 5

Summary Report: Performance Evaluation of Mr. Ajay Natvarbhai Mehta

Evaluate the following statements in relation to your assessment of your colleague as a Board Member of the Company.		Scores of each Director will be mentioned on No name basis				Avg Score
		Director 1	Director 2	Director 3	Director 4	
1	Knowledge of key areas	5	5	5	5	5
2	Diligence and preparedness	5	5	5	5	5
3	Effective interaction with others	4	5	5	5	4.75
4	Constructive contribution to discussion and strategy	5	4	5	5	4.75
5	Concern for stakeholders	5	5	5	5	5
6	Concern for working of internal controls	5	5	5	5	5

5 = *Outstanding, exceptional contribution*
4 = Above expectation
3 = Satisfactory
2 = Some improvement required
1 = Unsatisfactory contribution to the Board

Comment 1:
Comment 2:

These comments will be verbatim without mentioning name of the Board Member)