NOTICE OF 2ND ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd (Second) Annual General Meeting (**"AGM"**) of the members of Freecharge Business and Technology Services Limited (the **"Company"**) will be held on Wednesday, 26th day of August 2026 at 11:30 a.m. (IST) through Video Conferencing (**'VC'**)/Other Audio-Visual Means (**'OAVM'**) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors ("the Board") and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors' and Auditor's thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To re-appoint Sameer Bhujanga Shetty (DIN: 08536421) as a Director, who retire by rotation and being eligible, has offered himself for re-appointment and, in this regard, 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 152 and other applicable provisions of the Companies Act, 2013, the approval of the member of the Company, be and is hereby accorded to reappoint Sameer Bhujanga Shetty (DIN: 08536421) as a director who is liable to retire by rotation at this meeting.

SPECIAL BUSINESS:

3. **REGULARIZATION OF ADDITIONAL DIRECTOR AVINASH RAGHAVENDRA (DIN: 09021230) AS THE DIRECTOR OF THE COMPANY:**

   To consider appointment of Avinash Raghavendra (DIN: 09021230) as director and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Rules made there under, (including any statutory modification or re-enactment thereof for the time being in force), Avinash Raghavendra (DIN: 09021230), who was appointed as an Additional Director by the Board of Directors with effect from January 13, 2026 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company.

   RESOLVED FURTHER THAT any of the Director(s), Anil Kumar Singh- Chief Executive Officer, Prasenjit Saha- Chief Financial Officer and Nitika Khandelwal- Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may deemed necessary or expedient to give effect to this resolution."

Freecharge Business And Technology Services Limited

4. **REGULARIZATION OF ADDITIONAL DIRECTOR DAMINI MARWAH (DIN: 11602321) AS THE DIRECTOR OF THE COMPANY:**

To consider appointment of Damini Marwah (DIN: 11602321) as director and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Rules made there under, (including any statutory modification or re-enactment thereof for the time being in force), Damini Marwah (DIN: 11602321), who was appointed as an Additional Director by the Board of Directors with effect from April 16, 2026 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company.

RESOLVED FURTHER THAT any of the Director(s), Anil Kumar Singh- Chief Executive Officer, Prasenjit Saha- Chief Financial Officer and Nitika Khandelwal- Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may deemed necessary or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
Freecharge Business and Technology Services Limited

Nitika

Nitika Khandelwal
Company Secretary
Membership No: A51981

Freecharge Business And Technology Services Limited

Date: July 14, 2026
Place: Gurgaon

Freecharge Business and Technology Services Limited
U82990HR2024PLC119900

Registered Office:
11th Floor, Tower C,
DLF Cyber Greens,
DLF Cyber City, DLF Phase 3,
Gurugram, Haryana,
India, 122002
Website: https://www.freechargebiz.in
Email: companysecretary@freechargebiz.com

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant rules made thereunder (the "Act"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") in respect of item nos. 3 to 4 of this Notice, is annexed herewith.

2. The Ministry of Corporate Affairs (the "**MCA**") *vide* its circular no. 03/2025 dated September 22, 2025 read with General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 14/2020 dated April 08, 2020 (the "**MCA circulars**") has permitted companies to hold annual general meetings through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") without the physical presence of members at a common venue till further notice. Accordingly, 2nd Annual General Meeting ("**AGM**") of the members of Freecharge Business and Technology Services Limited (the "**Company**") will be convened through VC. The registered office of the Company shall be deemed to be the venue for the AGM.

3. In terms of the MCA Circulars, since the AGM will be held through VC, the physical attendance of members has been dispensed with and there is no requirement of appointment of proxies by the members. Accordingly, the facility of appointment of proxies by members under Section 105 of the Companies Act will not be available for the 2nd AGM.

4. Accordingly, proxy forms and attendance slips including route map are not annexed to this notice.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. In accordance with the provisions of Section 113 of the Companies Act 2013, representatives of the member may be appointed for the purpose of voting through e-voting or for participation and voting in the AGM. Corporate Members intending to authorise their representatives to attend the 2nd AGM through VC/OAVM are requested to send certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the 2nd AGM of the Company on their behalf.

7. The statutory registers maintained under the Act and all other documents referred to in the notice will be made available for inspection in electronic mode by the Members upon sending the email to the Company at companysecretary@freechargebiz.com upto the date of the AGM. The said documents will be available for electronic inspection for the members without any fee.

8. In accordance with the circulars, Notice of the 2nd AGM along with the Annual Report for the fiscal year 2026 is being sent only through electronic mode/ email to the members who have registered their email address with their respective Depository Participant(s) ("**DPs**").

9. The Members will be provided with a facility to attend the AGM through VC/OAVM and the access link for attending the meeting through VC/OVAM shall be shared with the members separately. On clicking the access link, the members will be able to attend and participate in the proceedings of the 2nd AGM of the Company.

10. Since the AGM will be held through VC/OAVM facility, the route map, proxy form and attendance slip are not annexed to this notice.

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11. Members holding shares in electronic form, can verify/update their email address and mobile number with their respective DPs.

12. In case Members have any queries or need any assistance on e-voting/participation at the AGM, they may contact Nitika Khandelwal, Company Secretary of the Company at companysecretary@freechargebiz.com or at nitika.khandelwal@freechargebiz.com.

13. The notice was approved by the Board of Directors at its meeting held on July 14, 2026 and the Company Secretary has been authorised to sign and issue the notice.

14. Members may also note that the Notice of the 2nd AGM will also be available on the Company's website at https://www.freechargebiz.in/statutory-disclosures.

Explanatory Statement
As required under Section 102 of the Companies Act, 2013

SPECIAL BUSINESS:

ITEM NO 3: REGULARIZATION OF ADDITIONAL DIRECTOR AVINASH RAGHAVENDRA (DIN: 09021230) AS THE DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Avinash Raghavendra shall be appointed as Director by the members at the ensuing Annual General Meeting of the Company.

Avinash Raghavendra by qualification is Bachelor of Law, Master of Commerce and Master's in information management, CISA.

Avinash is a seasoned Technology and Operations leader with over 25 years at Axis Bank Limited. Over this tenure, he has held senior leadership roles spanning IT strategy and execution, business solution delivery, IT risk and controls, and information security—consistently delivering modernization at scale while strengthening digital and operational resilience. As Head of Information Technology and Retail Operations, Avinash provides strategic direction and governance for technology and operations at scale. In his prior leadership roles at Axis Bank, including Head of IT, he spearheaded modernization programs across Infrastructure and legacy platforms while driving cloud adoption, transition to API-led architecture and data-driven decisioning.

Currently his focus is on AI-led reimagination of banking journeys and operations—leveraging artificial intelligence and generative AI to redesign customer experiences, automate complex processes, and enable smarter, data-driven decision-making. His vision is to create banking ecosystems that are customer intuitive, secure, and resilient, while unlocking new avenues of growth and efficiency.

Beyond his organizational impact, Avinash is an active industry voice on banking technology transformation. He holds a Master's in Information Management from Bombay University and is a Certified Information Systems Auditor (CISA).

None of the Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO 4: REGULARIZATION OF ADDITIONAL DIRECTOR DAMINI MARWAH (DIN: 11602321) AS THE DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Damini Marwah shall be appointed as Director by the members at the ensuing Annual General Meeting of the Company.

Damini Marwah is a seasoned legal professional with over two decades of extensive experience in banking, finance, and corporate law. She currently serves as Group Chief Legal Counsel and Chief Ethics Officer at Axis Bank Limited and is a key member of the senior leadership team, advising on strategic, regulatory, and governance matters at Axis Bank.

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She has held leadership positions with leading financial institutions, including HDFC Bank, IL&FS Financial Services, Citibank, ICICI Bank and Reliance Industries group and has deep expertise in litigation management, regulatory matters, structured finance, and corporate transactions.

None of the Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board of Directors
Freecharge Business and Technology Services Limited

Nitika

Nitika Khandelwal
Company Secretary
Membership No: A51981

Freecharge Business And Technology Services Limited

Date: July 14, 2026
Place: Gurgaon

Freecharge Business and Technology Services Limited
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Registered Office:
11th Floor, Tower C,
DLF Cyber Greens,
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