

Date: 29th October 2020

To

Dear Members/Directors /Auditor,

You are cordially invited to attend the 14th Annual General Meeting of the Members of Ola Financial Services Private Limited (Previously known as ZipCash Card Services Private Limited) (the “**Company**”) scheduled to be held on Tuesday, 24 November 2020 at 16:00 PM (IST) at the Registered Office situated at Regent Insignia, #414, 3rd Floor, 4th Block, 17th Main, 100 Feet Ring Road, Koramangala, Bengaluru -560034, Karnataka, India.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For and on behalf of the Board
For Ola Financial Services Private Limited
(Previously known as ZipCash Card Services Private Limited)

Sd/-

Harish Abichandani
Director
DIN: 07053519
Date: 29 October 2020
Place: Bengaluru

Enclosures:

1. Notice of the AGM along with Explanatory Statement
2. Route Map
3. Proxy form & attendance slip (as applicable).

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting (“**AGM**”) of the Members of the Company will be held on Tuesday, 24th November 2020 at 16:00 PM (IST) at the Registered Office situated at Regent Insignia, #414, 3rd Floor, 4th Block, 17th Main, 100 Feet Ring Road, Koramangala, Bengaluru -560034, Karnataka, India to transact the following businesses:

ORDINARY BUSINESS**Item No. 1 – Adoption of financial statements**

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors (“**Board**”) and Auditors’ thereon.

Item No. 2 – Appointment of Auditors

To approve the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any read with Rules made thereunder (*including any statutory modification(s) or re-enactments thereof for the time being in force*), the shareholders of the Company be and hereby approve the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the statutory auditor.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are/is hereby authorized to take all necessary/relevant step(s) as may be deemed expedient by him/them for giving effect to this resolution, for and on behalf of the Company including filing of relevant forms and documents with concerned authorities.”

SPECIAL BUSINESS**Item No. 3 – Appointment of Mr. Bhavish Aggarwal as a Director of the Company**

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 any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Rules made there under (*including any statutory modification(s) or re-enactments thereof for the time being in force*), Mr. Bhavish Aggarwal [DIN: 03287473] who was appointed as an Additional Director by the Board vide circular resolution effective 03 February 2020 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Harish Abichandani [DIN: 07053519], Director of the Company be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company including but not limited to filing of the necessary forms, returns and documents with the competent authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.”

Item No. 4 – Appointment of Mr. Arun Sarin as a Director of the Company

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 any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Rules made there under (*including any statutory modification(s) or re-enactments thereof for the time being in force*), Mr. Arun Sarin [DIN: 01384344] who was appointed as an Additional Director by the Board vide circular resolution effective 03 February 2020 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Harish Abichandani [DIN: 07053519], Director of the Company be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company including but not limited to filing of the necessary forms, returns and documents with the competent authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.”

Item No. 5 – Appointment of Mr. Krishnamurthy Venugopala Tenneti as a Director of the Company

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 any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Krishnamurthy Venugopala Tenneti [DIN: 01338477] who was appointed as an Additional Director by the Board vide circular resolution effective 03 February 2020 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Harish Abichandani [DIN: 07053519], Director of the Company be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company including but not limited to filing of the necessary forms, returns and documents with the competent authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.”

Item No. 6 – Appointment of Mr. Vikram Vaidyanathan as a Director of the Company

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 any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vikram Vaidyanathan [DIN: 06764019] who was appointed as an Additional Director by the Board vide circular resolution effective 03 February 2020 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Harish Abichandani [DIN: 07053519], Director of the Company be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company including but not limited to filing of the necessary forms, returns and documents with the competent authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.”

For and on behalf of the Board
For Ola Financial Services Private Limited
(Previously known as ZipCash Card Services Private Limited)

Sd/-

Harish Abichandani
Director
DIN: 07053519
Date: 29 October 2020
Place: Bengaluru

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy should, however, shall be deposited at the Registered Office of the Company before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution in advance authorizing their representative to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
5. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of AGM. The proxy of a Member should mark on the attendance slip as 'proxy'.
6. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
7. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the AGM.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members holding shares in demat form are requested to register their email address with the Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
9. The Notice of AGM and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
10. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at an Annual General Meeting in respect of item nos. 2, 3, 4, 5 and 6 are annexed hereto and forms part of notice.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES**Item No. 2:****Appointment of Auditors**

M/s B S R & Associates LLP, Chartered Accountants, (Firms' Registration No: 116231W/W-100024), the existing statutory auditor of the Company, shall complete their first term as statutory auditor of the Company at this, the 14th Annual General Meeting of the Company.

The Board of Directors ("Board") of the Company at their meeting held on 21 October 2020 and upon recommendation by the Audit Committee of the Board, recommended appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the statutory auditor.

None of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

The resolution seeks the approval of Members for the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as statutory auditors of the Company.

Item No. 3:**Appointment of Mr. Bhavish Aggarwal as a Director of the Company**

The Board vide circular resolution effective 03 February 2020 had appointed Mr. Bhavish Aggarwal as an Additional Director of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Bhavish Aggarwal holds office upto this date of this AGM but is eligible for appointment as a Director.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Bhavish Aggarwal is appointed as a Director.

Except Mr. Bhavish Aggarwal, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

The resolution seeks the approval of Members for the appointment of Mr. Bhavish Aggarwal as a Director of the Company.

Item No 4:**Appointment of Mr. Arun Sarin as a Director of the Company**

The Board vide circular resolution effective 03 February 2020 had appointed Mr. Arun Sarin as an Additional Director of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Arun Sarin holds office upto this date of this AGM but is eligible for appointment as a Director.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Arun Sarin is appointed as a Director.

Except Mr. Arun Sarin, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

The resolution seeks the approval of Members for the appointment of Mr. Arun Sarin as a Director of the Company.

Item No 5:

Appointment of Mr. Krishnamurthy Venugopala Tenneti as a Director of the Company

The Board vide circular resolution effective 03 February 2020 had appointed Mr. Krishnamurthy Venugopala Tenneti as an Additional Director of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Krishnamurthy Venugopala Tenneti holds office upto this date of this AGM but is eligible for appointment as a Director.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Krishnamurthy Venugopala Tenneti is appointed as a Director.

Except Mr. Krishnamurthy Venugopala Tenneti, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

The resolution seeks the approval of Members for the appointment of Mr. Krishnamurthy Venugopala Tenneti as a Director of the Company.

Item No 6:**Appointment of Mr. Vikram Vaidyanathan as a Director of the Company**

The Board vide circular resolution effective 03 February 2020 had appointed Mr. Vikram Vaidyanathan as an Additional Director of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Vikram Vaidyanathan holds office upto this date of this AGM but is eligible for appointment as a Director.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Vikram Vaidyanathan is appointed as a Director.

Except Mr. Vikram Vaidyanathan, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

The resolution seeks the approval of Members for the appointment of Mr. Vikram Vaidyanathan as a Director of the Company.

For and on behalf of the Board
For Ola Financial Services Private Limited
(Previously knowns as ZipCash Card Services Private Limited)

Sd/-

Harish Abichandani
Director
DIN: 07053519
Date: 29 October 2020
Place: Bengaluru