

NOTICE IS HEREBY GIVEN THAT 4TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF LAZYPAY PRIVATE LIMITED ('COMPANY' OR 'LAZYPAY') (FORMERLY PAYSENSE CONSULTANCY SERVICES INDIA PRIVATE LIMITED) WILL BE HELD THROUGH VIDEO CONFERENCING (VC) MODE (Teams Meeting) ON WEDNESDAY, 28 SEPTEMBER 2022 AT 11:00 HRS (IST), 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 31 March 2022, together with the reports of the Board of Directors and the Auditors thereon.
2. To consider and approve the re-appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants (having Firm's registration Number: FRN 121750W/W-100010,) as the statutory auditors of the Company and fix the remuneration payable and for the purpose to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139, 141 and other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants, (FRN: 121750W/ W-100010), as the statutory auditor of the company for conducting the statutory audit for a term of five years from the financial year 2022-23 to the financial year 2026-27 and hold the office till the conclusion of the Annual General Meeting to be held for the financial year 2026-27.

RESOLVED FURTHER THAT M/s. Suresh Surana & Associates LLP, Chartered Accountants, (FRN: 121750W/ W-100010), be reimbursed the actual out of pocket expenses incurred by them in performance of their duty.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include management of the Company, any committee(s) or person(s) for the time being exercising the powers conferred on the Board of Directors by this resolution), be and are hereby authorised to fix the remuneration of the statutory auditor in consultation with the statutory auditor.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company, appointed from time to time, or Mr. Ashish K Pathak, authorised signatory or Mr. Gurmeet Singh Mission, authorised signatory of the Company, be and are hereby, acting severally, authorised to file the relevant e-forms with the Registrar of Companies along with all required documents and do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this resolution."

LazyPay Private Limited

(formerly PaySense Consultancy Services India Private Limited)

Registered Office:

Jai Villa Dev Shakti CHS Ltd, 6 Tilak Road, Santacruz West, Mumbai – 400 054

Telephone: +91 22 26000868

Email: corporate-affairs@lazypay.in

Website: www.lazypay.in

CIN: U74110MH2018FTC317439

SPECIAL BUSINESS:

3. To consider and approve the regularization of Mr. Anup Agrawal as a Director of the Company and for the purpose 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 read with rules made thereunder, Mr. Anup Agrawal (DIN: 09304394), who was appointed as an Additional Director on November 13, 2021, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company, appointed from time to time, or Mr. Ashish K Pathak, authorised signatory or Mr. Gurmeet Singh Mission, authorised signatory of the Company, be and are hereby, acting severally, authorised to file the relevant e-forms with the Registrar of Companies along with all required documents and do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this resolution.”

For and on behalf of
LAZYPAY PRIVATE LIMITED



Rima Valimbe
Company Secretary
ICSI Membership No.: A58984

Place: Mumbai
Date: 21 September 2022

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NOTES:

1. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution or duly signed Authority letter specifying representative(s) authorised to attend and vote on their behalf at the Meeting.
2. Members of the Company are proposing to re-appoint M/s Suresh Surana & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors for a consecutive period of five years commencing from the financial year 2022-23 to the financial year 2026-27. The Company has received requisite certificate and consent from them.
3. The deemed venue of the AGM shall be the registered office of the Company at Jai Villa, Devshakti CHS Ltd, 6 Tilak Road, Jain Bungalow, Nr. Asha Parekh Hospital Santacruz (West), Mumbai, Maharashtra- 400054.
4. Members are requested to e-mail at corporate-affairs@lazypay.in or call at +91 9833452745 (Mr. Gurmeet Singh Mission), in case of any assistance is required at the time of log-in/assessing the AGM through VC / OAVM.
5. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
6. Since the AGM will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
7. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
8. The notice of the AGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
9. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
10. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with because of the ongoing pandemic of Covid-19, wherein maintaining and following the protocol of social distancing has been mandated by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.

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11. The Company has been maintaining, inter alia, the Register of Directors and Key Managerial Personnel and their shareholdings under section 170 of the Act, the Register of contracts with related party, and contracts and bodies, etc. in which the Directors are interested under section 189 of the Act, at its registered office. In accordance with the MCA Circulars, the said registers and documents will be made assessable for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting. Members seeking to inspect such registers and documents can send an email to corporate-affairs@lazypay.in. A copy of all the relevant documents in relation to the items of the agenda and which are required by the Law are made available for inspection on demand made by members via screen shared through Video Conferencing.
12. In conformity with the applicable regulatory requirements including but not limited to the provisions of the MCA Circulars, the Notice of this AGM, the audited financial statements of the Company for the financial year ended 31 March 2022, together with reports of the Board of Directors and the Auditors thereon and other resolutions are being sent only through electronic mode.
13. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 as demanded by any member.
14. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.

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

ITEM NO 2- TO RE-APPOINT M/S. SURESH SURANA & ASSOCIATES LLP, CHARTERED ACCOUNTANTS TO HOLD OFFICE TILL THE ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR ENDED 31 MARCH 2027.

M/s. Suresh Surana & Associates LLP, Chartered Accountants, (FRN: 121750W/ W-100010), is due for reappointment as the statutory auditor of the Company till the conclusion of the Annual General Meeting to be held for the financial year 2026-27.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 2 of the Notice for approval of the Members.

ITEM NO 3- TO REGULARIZE THE APPOINTMENT OF MR. ANUP AGRAWAL AS A DIRECTOR OF THE COMPANY.

Mr. Anup Agrawal, presently an Additional Director, is due for regularisation as a Director, by the shareholders of the Company at the ensuing Annual General Meeting.

None of the Directors (except Mr. Anup Agrawal), Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members.

For and on behalf of
LAZYPAY PRIVATE LIMITED



Rima Valimbe
Company Secretary
ICSI Membership No.: A58984

Place: Mumbai
Date: 21 September 2022

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