

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th Annual General Meeting ("AGM") of the members of LazyPay Private Limited ("Company") will be held through video conferencing (VC)/other audio-visual means (OAVM) on Wednesday, 13 September 2023 at 9:15 AM (IST) at a shorter notice to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2023, together with the reports of the Board of Directors and the Auditors thereon.
2. To consider and approve the appointment of M/s Deloitte Haskins & Sells LLP (FRN: 117366W/W-100018) as the Statutory Auditors for the Company for a period of 5 years and in this regard, to consider 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 the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and rules framed thereunder) the consent of the members be and is hereby accorded to appoint M/s. Deloitte Haskins & Sells LLP Chartered Accountants (FRN: 117366W/W-100018), as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Suresh Surana & Associates LLP, Chartered Accountants, (FRN: 121750W/W-100010), to hold office for a term of five years i.e. from financial year 2023-24 to financial year 2027-28 from the conclusion of 5th Annual General Meeting till the conclusion of 10th Annual General Meeting to be held for the financial year ended 31 March 2028.

RESOLVED FURTHER THAT M/s. Deloitte Haskins & Sells LLP Chartered Accountants (FRN: 117366W/W-100018), 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 of the Company, appointed from time to time, the Company Secretary of the Company, appointed from time to time, Gurmeet Singh Mission, authorised signatory, be and are hereby severally authorised to sign, submit, file, upload e-forms to all relevant regulatory bodies, including but not limited to the Registrar of Companies, Ministry of Corporate Affairs, the Reserve Bank of India, Securities Exchange Board of India, Stock Exchanges etc. on behalf of the Company.

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

Website: www.lazypay.in

Email: corporate-affairs@lazypay.in

CIN: U74110MH2018FTC317439

RESOLVED FURTHER THAT a copy of this resolution duly certified by any one Director of the Company or Company Secretary of the Company, appointed from time to time be submitted to the concerned authorities / entity(ies), person and they be requested to rely upon the authority of the same.”

For LAZYPAY PRIVATE LIMITED



Rima Valimbe

Company Secretary

ICSI Membership No.: A58984

Date : 11 September 2023

Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts is annexed hereto.
2. Corporate shareholders (i.e. other than individual/ HUF, NRI, etc.) are required to send a scanned copy of its board or governing body's resolution / authorisation letter, etc., authorising its representative to attend the AGM on its behalf and to vote therein.
3. Members of the Company had appointed M/s. Suresh Surana & Associates LLP, Chartered Accountants, as Statutory Auditors for a consecutive period of five years commencing from financial year 2022-23 until the conclusion of Annual General Meeting to be held for financial year 2026-27, however M/s. Suresh Surana & Associates LLP have tendered their resignation post completion of the audit for the financial year 2022-23. Owing to casual vacancy in the office of the auditor due to resignation of M/s. Suresh Surana & Associates LLP, it is proposed to appoint M/s. Deloitte Haskins & Sells LLP (FRN: 117366W/W-100018) as statutory auditor for a period of five years subject to approval of members in the Annual General Meeting. Necessary resolution for appointment of M/s. Deloitte Haskins & Sells LLP (FRN: 117366W/W-100018) has been included in the notice of the Annual General Meeting.
4. M/s. Suresh Surana & Associates LLP will be available to address the concerns/queries, if any of the members pertaining to the financial year 2022-23.
5. The Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 10/2022 dated 28th December, 2022 and in continuation to General Circular No. 20/2020 dated 05th May 2020 and General Circular No. 02/2022 dated 05th May 2022 and any other circular as may be applicable (collectively referred as "MCA Circulars"), permitted the companies to conduct Annual General

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

Meeting (AGM) through video conferencing ("VC") or other audio visual means ("OAVM"), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of the Act, the AGM will be convened and conducted through VC/OAVM within the jurisdiction of ROC, Mumbai.

6. Members will be able to attend the AGM through VC / OAVM mode by clicking on link: <https://zoom.us/j/9665052169?pwd=0wJoULLzmOQbO9Kn9fZ0d9FPR5aTYe.1>
7. The deemed venue of the AGM shall be the registered office of the Company at Jai Villa Devshakti CHS Ltd, 6 Tilak Road, Jain Bunglow, Nr. Asha Parekh Hospital, Santacruz (West), Mumbai 400054, Maharashtra, India.
8. Members are requested to e-mail at secretarial@lazypay.in or call at +91 9833452745, in case of any assistance is required at the time of log-in / accessing the AGM through VC / OAVM.
9. 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.
10. Since the AGM will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
11. 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.
12. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
13. 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.
14. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum. Therefore, proxy shall not be allowed to attend and vote at the meeting.
15. A copy of Memorandum of Association, Articles of Association, Statutory Registers and all documents referred to in the notice and required as per the Companies Act, 2013 will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 13 September 2023 during business hours. Members seeking to inspect such document may send a request on the email id secretarial@payu.in at least 1 working day before the date on which they intend to inspect the document.
16. 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 statement of the Company for the financial year ended 31st March 2023, together with the reports of the Board

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

of Directors and the Auditors thereon and other resolutions are being sent only through electronic mode.

17. 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 is demanded by any member.
18. 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.

By order of Board of Directors
For LAZYPAY PRIVATE LIMITED

A handwritten signature in black ink, appearing to read 'Rima' with a stylized flourish.

Rima Valimbe

Company Secretary

ICSI Membership No.: A58984

Date : 11 September 2023

Place : Mumbai

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned in item no 2 in the Notice of the Annual General Meeting of the Members for the financial Year 2022-23 of the Company.

ORDINARY BUSINESS:

ITEM NO.2:

TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. DELOITTE HASKINS & SELLS LLP (FRN: 117366W/W-100018) AS THE STATUTORY AUDITORS OF THE COMPANY:

M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W-100010) have tendered their resignation post completion of the audit for the financial year 2022-23 resulting into casual vacancy in the office of statutory auditors of the Company. The members are informed that casual vacancy caused by resignation of statutory auditors can be filled by the shareholders at the general meeting within 3 months from the date of recommendation of Board of Directors. The Board has recommended the appointment of M/s. Deloitte Haskins & Sells LLP (FRN: 117366W/W-100018) as statutory auditors of the Company for a period of five years from financial year 2023-24 to financial year 2027-28 to fill the casual vacancy caused by resignation of M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W-100010).

M/s Deloitte Haskins & Sells LLP (FRN: 117366W/W-100018), have conveyed their consent to be appointed as statutory Auditors of the Company along with confirmation that their appointment if made by members would be within the limits prescribed under the Companies Act, 2013.

The members are requested to pass resolution as set out in Item no. 2 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

By order of Board of Directors
For LAZYPAY PRIVATE LIMITED



Rima Valimbe

Company Secretary

ICSI Membership No.: A58984

Date : 11 September 2023

Place : Mumbai

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