

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th 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 Tuesday, 24 September 2024 at 11:00 AM (IST) 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 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. NIKET SHRIVASTAVA (PAN: BRXPS8890R) AS THE MANAGER OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 & 203 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, the consent of members be and is hereby accorded to appoint Mr. Niket Shrivastava (PAN: BRXPS8890R) as the Manager of the Company, for a period of 5 (five) years commencing from 1 August 2024 upon such terms and conditions as may be agreed by the Board and the management of the Company.

RESOLVED FURTHER THAT Directors of the Company, appointed from time to time, the Chief Executive Officer, appointed from time to time, the Chief Financial Officer, appointed from time to time, the Company Secretary of the Company, appointed from time to time, Ashish K. Pathak, authorized signatory be and are hereby severally authorized to sign and file necessary forms, documents and returns with Registrar of Companies, and any other regulatory, quasi regulatory authority or bodies, intimate the above appointment to such authorities as may be required and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution.

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, or Ashish K. Pathak, authorised signatory, be submitted to the concerned authorities/ entity(ies), person and they be requested to rely upon the authority of the same."

LazyPay Private Limited

(formerly PaySense Consultancy Services India Private Limited)

Registered Office:

Empresa Building, Sixth Floor, Second Road, Khar West, Mumbai – 400 052, Maharashtra, India

Telephone: 022 26000868

Website: www.lazypay.in

Email: corporate-affairs@lazypay.in

CIN: U74110MH2018FTC317439

3. APPOINTMENT OF MR. ANKIT NAHATA (DIN: 10544880) AS THE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ankit Nahata (DIN: 10544880) who was appointed as an Additional Director on the Board of the Directors of the Company with effect from 11 March 2024 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to signing and filing of e-form DIR-12 with the Registrar of Companies, Mumbai and to settle all questions, difficulties or doubts that may arise in this regard at any stage and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors of the Company or the Company Secretary deem fit to give effect to the aforesaid resolution.

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."

4. APPOINTMENT OF MR. VINEET SETHI (DIN: 10493451) AS THE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vineet Sethi (DIN: 10493451) who was appointed as an Additional Director on the Board of the Directors of the Company with effect from 3 May 2024 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to signing and filing of e-form DIR-12 with the Registrar of Companies, Mumbai and to settle all questions, difficulties or doubts that may arise in this regard at any stage and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors of the Company or the Company Secretary deem fit to give effect to the aforesaid resolution.

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."

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For LAZYPAY PRIVATE LIMITED



Rima Valimbe
Company Secretary
ICSI Membership No.: A58984

Date: 2 September 2024

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. The Ministry of Corporate Affairs ("MCA") has, vide General Circular No 9/2023 dated 25th September, 2023 and in continuation with General Circular No. 10/2022 dated 28th December, 2022 and 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 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.
4. Members will be able to attend the AGM through VC / OAVM mode by clicking on link:
<https://meet.google.com/iwo-dpkn-sjr>
5. The deemed venue of the AGM shall be the registered office of the Company situated at Empresa Building Sixth Floor, Second Road, Khar West, Danda, Mumbai 400052, Maharashtra, India.
6. Members are requested to send an e-mail at secretarial@lazypay.in or call at +91 9820879571, in case of any assistance is required at the time of log-in / accessing the AGM through VC / OAVM.
7. 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.
8. Since the AGM will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

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9. 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.
10. 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.
11. 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.
12. 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.
13. 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. 24 September 2024 during business hours. Members seeking to inspect such document may send a request on the email id secretarial@lazypay.in at least 1 working day before the date on which they intend to inspect the document.
14. 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 2024, together with the reports of the Board of Directors and the Auditors thereon and other resolutions are being sent only through electronic mode.
15. 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.
16. 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.

For LAZYPAY PRIVATE LIMITED



Rima Valimbe
Company Secretary
ICSI Membership No.: A58984
Date: 2 September 2024
Place: Mumbai

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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, Item no. 3 and Item no. 4 in the Notice of the Annual General Meeting of the Members of the Company for the financial Year 2023-24.

SPECIAL BUSINESS:**ITEM NO.2:****APPOINTMENT OF MR. NIKET SHRIVASTAVA (PAN: BRXPS8890R) AS THE MANAGER OF THE COMPANY:**

Mr. Niket Shrivastava (PAN: BRXPS8890R) is appointed as a Manager by the Board of Directors of the Company with effect from 01st August 2024. Pursuant to the provisions of Section 196 of the Companies Act, 2013, the appointment of Mr. Niket Shrivastava is to be approved by the members of the Company at the General Meeting. Accordingly, the proposal to approve Mr. Niket Shrivastava as Manager of the Company shall be placed before the members.

Following are the brief particulars of Mr. Niket Shrivastava:

| No. | Particulars | Details |
|-----|--|---|
| 1. | Name | Mr. Niket Shrivastava |
| 2. | PAN | BRXPS8890R |
| 3. | Type | Manager |
| 4. | Age | 35 |
| 5. | Qualification | MBA |
| 6. | Experience | A financial services professional with 12 years of experience in business development, sales growth, and margin enhancement, leveraging forecasting and strategic execution to drive top and bottom line profitability in the financial services and payments industry. |
| 7. | Date of first appointment on the Board | 1 August 2024 |
| 8. | Details of Shareholding in the Company | NA |

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| | | |
|-----|--|---|
| 9. | Details of relationship with other Directors, Manager and Key Managerial Person | NA |
| 10. | Terms and conditions | NA |
| 11. | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | NA |
| 12. | Details of Directorship in other Companies | NA |
| 13. | Particulars of Committee Chairmanship/ Membership held in other Companies (including this company) | NA |
| 14. | No. of board meetings attended during the financial year 2023-24 and till date of circulation of notice. | NA for financial year 2023-24 None till date of circulation of notice. |
| 15. | Details of Remuneration Sought to be paid | As per the engagement terms |
| 16. | Remuneration last paid | NA |

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Niket Shrivastava (PAN: BRXPS8890R) are deemed to be interested or concerned financially or otherwise in the said resolution.

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

ITEM NO. 3:

APPOINTMENT OF MR. ANKIT NAHATA (DIN: 10544880) AS THE DIRECTOR OF THE COMPANY

Mr. Ankit Nahata (DIN: 10544880) was appointed as an Additional Director by the Board of Directors of the Company with effect from 11 March 2024. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 Mr. Ankit Nahata holds office upto the date of the ensuing Annual General Meeting. Accordingly, it is proposed to appoint Mr. Ankit Nahata as Director of the Company. Following are the brief particulars of Mr. Ankit Nahata:

| No. | Particulars | Details |
|-----|---------------|--|
| 1. | Name | Mr. Ankit Nahata |
| 2. | DIN | 10544880 |
| 3. | Type | Non-Executive |
| 4. | Age | 36 Years |
| 5. | Qualification | B. Tech in Computer Science from Institute of Engineering &. |

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| | | |
|-----|---|--|
| | | Management, Kolkata and an MBA (PGDM) from MDI, Gurgaon. |
| 6. | Experience | A seasoned financial services professional with 13 years of work experience across banks and fintechs. During the tenure Mr. Ankit Nahata has worked with organisations like Citibank, Jio Financial Services, Razorpay and PayU which has led to developing a strong understanding of the financial ecosystem and the associated compliance and regulatory requirements. He has built and scaled products and solutions for multiple areas like Credit Cards, Wallets, Payouts, Personal Loans, BNPL etc. in these organisations in business, product and analytics roles. He manages the growth and P&L for existing products on Lazypay and driving the next suite of cross-sell products to be offered to Lazypay customers. |
| 7. | Date of first appointment on the Board | 11 March 2024 |
| 8. | Details of Shareholding in the Company | NA |
| 9. | Details of relationship with other Directors, Manager and Key Managerial Person | NA |
| 10. | Terms and conditions | NA |
| 11. | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | NA |
| 12. | Details of Directorship in other Companies | NA |
| 13. | Particulars of Committee Chairmanship/Membership held in other Companies (including this company) | NA |

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| | | |
|-----|--|--|
| 14. | No. of board meetings attended during the financial year 2023-24 and till date of circulation of notice. | NA for financial year 2023-24 4 meetings attended in financial year 2024-25 till date of circulation of notice. |
| 15. | Details of Remuneration Sought to be paid | NA |
| 16. | Remuneration last paid | NA |

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Ankit Nahata (DIN: 10544880) are deemed to be interested or concerned financially or otherwise in the said resolution.

The members are requested to pass resolution as set out in Item no. 3 as an Ordinary Resolution.

ITEM NO.4:

APPOINTMENT OF MR. VINEET SETHI (DIN: 10493451) AS THE DIRECTOR OF THE COMPANY

Mr. Vineet Sethi (DIN: 10493451) was appointed as an Additional Director by the Board of Directors of the Company with effect from 3 May 2024. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 Mr. Vineet Sethi holds office upto the date of the ensuing Annual General Meeting. Accordingly, it is proposed to appoint Mr. Vineet Sethi as Director of the Company. Following are the brief particulars of Mr. Vineet Sethi:

| No. | Particulars | Details |
|-----|---------------|--|
| 1. | Name | Mr. Vineet Sethi |
| 2. | DIN | 10493451 |
| 3. | Type | Non-Executive Director |
| 4. | Age | 44 Years |
| 5. | Qualification | BSc, Chemistry from Delhi University and Gold Medalist in Marketing Management from Goa Institute of Management. |
| 6. | Experience | A financial services professional with work experience across banks and fintechs. During the tenure Mr. Vineet Sethi has worked with organisations like PayU, Niyo, Standard Chartered Bank, Standard Chartered Securities, ICICI Bank and Rallis India. He has dealt in and scaled products and |

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| | | |
|-----|--|--|
| | | solutions for multiple areas like Commercial Cards, Credit Cards, Personal Loans etc. in these organisations in business, product and marketing roles. |
| 7. | Date of first appointment on the Board | 3 May 2024 |
| 8. | Details of Shareholding in the Company | NA |
| 9. | Details of relationship with other Directors, Manager and Key Managerial Person | NA |
| 10. | Terms and conditions | NA |
| 11. | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | NA |
| 12. | Details of Directorship in other Companies | NA |
| 13 | Particulars of Committee Chairmanship/ Membership held in other Companies (including this company) | NA |
| 14 | No. of board meetings attended during the financial year 2023-24 and till date of circulation of notice. | NA for financial year 2023-24 3 meetings attended in financial year 2024-25 till date of circulation of notice. |
| 15 | Details of Remuneration Sought to be paid | NA |
| 16 | Remuneration last paid | NA |

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vineet Sethi (DIN: 10493451) are deemed to be interested or concerned financially or otherwise in the said resolution.

The members are requested to pass resolution as set out in Item no. 4 as an Ordinary Resolution.

For LAZYPAY PRIVATE LIMITED



Rima Valimbe
Company Secretary
ICSI Membership No.: A58984

Date: 2 September 2024

Place: Mumbai

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