

NOTICE OF ANNUAL GENERAL MEETING

LAZYPAY PRIVATE LIMITED

NOTICE is hereby given that the Seventh (7th) Annual General Meeting (“**AGM**”) of the members of LazyPay Private Limited (“**Company**” or “**LazyPay**”) will be held through video conferencing (VC)/other audio-visual means (OAVM) on Wednesday, 24 September 2025 at 12:00 pm (IST) to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial standalone statements of the Company for the financial year ended March 31, 2025, consisting of the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flow for the year ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information, if any, annexed thereto, and forming part thereof, together with the reports of the Board of Directors and the Auditors’ thereon.

SPECIAL BUSINESS

2. APPOINTMENT OF MR. SADHASHIVAM ATHMANATHAN (DIN: 11141644) 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. Sadhashivam Athmanathan (DIN: 11141644) who was appointed as an Additional Director on the Board of the Directors of the Company with effect from 13 June 2025 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.

LazyPay Private Limited:



Registered Office: Empresa Building Eighth Floor, Second Road Khar West Mumbai, Danda, Mumbai, Maharashtra, India, 400052

CIN: U74110MH2018FTC317439

Corporate Office: Divyasree Greens Building Annexe C, Intermediate Ring Road, Challaghatta Village, Domlur, Bengaluru, Karnataka 560071



Email: corporate-affairs@lazypay.in
Website: www.lazypay.in
Telephone: +91-22-26000868

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 and on behalf of

LAZYPAY PRIVATE LIMITED



Akshay Goenka

Company Secretary

ICSI Membership No: A65956

Address: Empresa Building Fourth Floor, Second

Road Khar West Mumbai, Danda, Mumbai, Maharashtra, India, 400052

Date : 1 September 2025

Place: Mumbai

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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 have appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018) as the Statutory Auditors of the Company.
4. The deemed venue of the AGM shall be the registered office of the Company at Empresa Building Eighth Floor, Second Road Khar West Mumbai, Danda, Mumbai, Maharashtra, India, 400052
5. The Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 19/2021 dated 08 December 2021, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 02/2022 dated 05 May 2022 and General Circular 10/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023, General Circular 09/2024 dated 19 September 2024 and other circulars 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.
6. In accordance with the provisions under the MCA Circulars, attendance of members through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members will be able to attend the AGM through VC / OAVM mode by clicking on link: https://teams.microsoft.com/l/meetupjoin/19%3ameeting_ZjUzY2JlNjktOThmZS00YjA0LTl0GGEtYTl4NmFlNDcxYmZl%40thread.v2/0?context=%7b%22Tid%22%3a%22c19dc714-79ef-46a7-ab07-1650ae76b856%22%2c%22Oid%22%3a%229e785dba-3277-419d-9141-ecfbc124f9b7%22%7d
8. Members are requested to send an e-mail at secretarial@lazypay.in or call at +91 8369902069, 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.

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10. Since the AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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. Since the AGM will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
13. In conformity with the applicable regulatory requirements including but not limited to the provisions of the MCA Circulars, the Notice of this AGM is being sent only through electronic mode.
14. 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.
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. 24 September 2025 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.
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.
17. 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.

For and on behalf of

LAZYPAY PRIVATE LIMITED



Akshay Goenka
Company Secretary

ICSI Membership No: A65956

Address: Empresa Building Fourth Floor, Second

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Date : 1 September 2025

Place: Mumbai

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 of the Company for the Financial Year 2024-25.

SPECIAL BUSINESS:

ITEM NO.2:

APPOINTMENT OF MR. SADHASHIVAM ATHMANATHAN (DIN: 11141644) AS THE DIRECTOR OF THE COMPANY

Mr. Sadhashivam Athmanathan (DIN: 11141644) was appointed as an Additional Director by the Board of Directors of the Company with effect from 13 June 2025. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 Mr. Sadhashivam Athmanathan holds office upto the date of the ensuing Annual General Meeting. Accordingly, it is proposed to appoint Mr. Sadhashivam Athmanathan as Director of the Company. Following are the brief particulars of Mr. Sadhashivam Athmanathan:

1.	Name of Director	Sadhashivam Athmanathan
2.	DIN	11141644
3.	Date of first appointment on the Board	13 June 2025
4.	Category of appointment	Non-Executive Director
5.	Date of Birth	26 April 1979
6.	Age	46
7.	Educational Qualification	MBA from the Indian Institute of Management (IIM), Lucknow, and Certified Cost Accountant (ICWAI).
8.	Skill and Experience	Mr. Sadhashivam Athmanathan has extensive background and leadership in finance will be invaluable in heading FP&A functions, including planning and strategy. He has over 20 plus years of extensive experience in the banking industry.
9.	Brief Profile	Mr. Sadhashivam Athmanathan has held key roles across diverse domains, including Finance, FP&A, Strategy, M&A, and FPO. He began his career at ICICI Bank and has subsequently worked with esteemed institutions such as BNP Paribas and Deutsche Bank. Most recently, he served as

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		the COO for SME Banking at DBS Bank, where he spearheaded co-lending partnerships, customer experience, and data analytics initiatives.
10.	Terms and conditions of appointment or re-appointment	None
11.	Details of remuneration sought to be paid	Not applicable
12.	Remuneration last drawn by such person, if applicable	Not applicable
13.	No. of Equity Shares held in the Company	None
14.	Directorships held in other Companies	None
15.	Particulars of Committee Chairmanship/ Membership held in other Companies (including this company)	None
16.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
17.	No. of board meetings attended during the financial year 2024-25.	1 meeting attended in financial year 2025-26 till date of circulation of notice.

The Directors recommend the passing of the resolution as set out in item no. 2 as an Ordinary Resolution.

Mr. Sadhashivam Athmanathan has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder from being appointed as a Director of the Company.

Except Mr. Sadhashivam Athmanathan, none of the Directors of the Company, Key Managerial Personnel or their relatives are deemed to be interested or concerned in the resolution.

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

For and on behalf of

LAZYPAY PRIVATE LIMITED



Akshay Goenka
Company Secretary

ICSI Membership No: A65956

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