

EPIMONEY PRIVATE LIMITED

(FORMERLY KNOWN AS URMILA INVESTMENT & SECURITIES (P) LTD.)

REGD. OFF: NO. 249 A, AMBUJAMMAL STREET, OFF TTK ROAD, ALWARPET, CHENNAI-600 018

CIN: U71309TN1995PTC030536

Notice of Annual General Meeting 2021

NOTICE is hereby given that the Twenty-sixth Annual General Meeting of the Members of **EpiMoney Private Limited** will be held on Tuesday, August 10, 2021 at 05:00 p.m. through Video Conference to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited Balance Sheet as at 31st March, 2021 and Statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon;

SPECIAL BUSINESS:

2. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

“RESOLVED THAT Mr. Sanjay Nayar (DIN: 00002615) was appointed as an Additional Director on 3rd November, 2020 by the Board of Directors under Section 161 of the Companies Act, 2013 being eligible for appointment for the office of Director be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution including filing of forms for the appointment using his digital signature certificate.”

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

“RESOLVED THAT Ms. Adwaita Nayar (DIN: 07931382) was appointed as an Additional Director on 3rd November, 2020 by the Board of Directors under Section 161 of the Companies Act, 2013 being eligible for appointment for the office of Director be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution including filing of forms for the appointment using his digital signature certificate.”

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For and on behalf of the Board of
EpiMoney Private Limited

Date: July 3, 2021

Place: Mumbai



(Manish Lunia)

Director

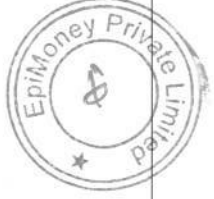
DIN: 07595299



(Deepak Jain)

Director

DIN: 07595287



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NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") the 26th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 26th AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 26th AGM. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting and for participation in the 26th AGM through VC/OAVM Facility.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include Directors, Key Managerial Personnel and Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at manish@flexiloans.com.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 2 and item no. 3 are annexed hereto.
7. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.epimoney.com.

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9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021, respectively.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND FOR CASTING THEIR VOTE ARE AS UNDER:

1. Members can attend the 26th AGM through VC/OAVM by clicking the link shared by the Company, along with the AGM Notice, at their registered email IDs with the Company.
2. In case, any member does not receive the link to attend the ensuing AGM to be held on August 10, 2021, please send an e-mail for non-receipt of link at manish@flexiloans.com.

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Annexed to the Notice of the Twenty-sixth Annual General Meeting of the Company as required under Section 102 of the Companies Act, 2013.

Item No. 2: Regularization of appointment of Mr. Sanjay Nayar (DIN: 00002615) as Director of the Company:

Mr. Sanjay Nayar was appointed as an Additional Director under Section 161 of the Companies Act, 2013 with effect from 3rd November, 2020 by the Board of Directors at their meeting. Being eligible your directors are proposing his name as Director of the Company.

The nature of concern or interest, financial or otherwise of:

- (i) Every director: No financial interest. The interest is only to the extent of shareholding because the director is also the shareholder of the Company.
- (ii) KMP – Not Applicable.
- (iii) Relatives of the Director: Except Mr. Sanjay Nayar and his relative Ms. Adwaita Nayar, none of the other directors or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 02 of the accompanying notice.

Accordingly, the Board recommends the resolution at Item No. 02 of the Notice in relation to the appointment of Mr. Sanjay Nayar as Director for the approval by the shareholders of the Company.

For and on behalf of the Board of
EpiMoney Private Limited



(Manish Lunia)

Director

DIN: 07595299



(Deepak Jain)

Director

DIN: 07595287



Place: Mumbai

Date: July 3, 2021

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Item No. 3: Regularization of appointment of Ms. Adwaita Nayar (DIN: 07931382) as Director of the Company:

Ms. Adwaita Nayar was appointed as Additional Director under Section 161 of the Companies Act, 2013 with effect from 3rd November, 2020 by the Board of Directors at their meeting. Being eligible your directors are proposing her name as Director of the Company.

The nature of concern or interest, financial or otherwise of:

(iv) Every director: No financial interest.

(v) KMP – Not Applicable.

(vi) Relatives of the Director: Except Ms. Adwaita Nayar and her relative Mr. Sanjay Nayar, none of the other directors or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 03 of the accompanying notice.

Accordingly, the Board recommends the resolution at Item No. 03 of the Notice in relation to the appointment of Ms. Adwaita Nayar as Director for the approval by the shareholders of the Company.

For and on behalf of the Board of
EpiMoney Private Limited



(Manish Lunia)
Director
DIN: 07595299



(Deepak Jain)
Director
DIN: 07595287



Place: Mumbai
Date: July 3, 2021