

EPIMONEY PRIVATE LIMITED

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

REGD. OFF: NO. 119, 2ND FLOOR, GREENWAYS TOWERS, ST. MARY'S ROAD, ABHIRAMAPURAM, CHENNAI – 600 018

CIN: U71309TN1995PTC030536

Notice of Annual General Meeting 2023

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **EpiMoney Private Limited** will be held on Friday, 04th August, 2023 at 11:30 a.m. through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited Balance Sheet as at 31st March, 2023 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;
2. To appoint M/s. Ashar & Co., Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting and to fix their remuneration:

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Ashar & Co., Chartered Accountants, (FRN:129159W) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM of the Company to be held in the year 2024, at such remuneration as may be mutually decided by the Board of Directors and Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above.”

SPECIAL BUSINESS:

3. **Regularization of Mr. Anubhav Gupta (DIN: 03271575) as Director of the Company**

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

“**RESOLVED THAT** Mr. Anubhav Gupta (DIN: 03271575) was appointed as an Additional Director on 27th June, 2023 by the Board of Directors under Section 161 of the Companies



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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.”

For and on behalf of the Board of
EpiMoney Private Limited

Date: 11th July, 2023
Place: Mumbai


(**Manish Lunia**)
Director
DIN: 07595299


(**Deepak Jain**)
Director
DIN: 07595287



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NOTES:

- 1. In compliance with the provisions of the Ministry of Corporate Affairs General Circular Nos. 20/2020 dated 05th May 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021, 2/2022 dated 05th May, 2022, 10/2022 and dated 28th December 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") the 28th 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 28th 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 28th 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 28th 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. All documents referred to in the Notice calling the AGM are available on the website of the Company for inspection by the Members.*
- 7. 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.*
- 8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 05th May 2020, 13th January 2021, 08th December 2021, 14th December 2021, 05th May 2022 and 28th December 2022 respectively.*



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

- 1. Members can attend the 28th 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 4th August, 2023 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 28th Annual General Meeting of the Company as required under Section 102 of the Companies Act, 2013.

Item No. 3: Regularization of appointment of Mr. Anubhav Gupta (DIN: 03271575) as Director of the Company:

Mr. Anubhav Gupta was appointed as a non-executive Additional Director under Section 161 of the Companies Act, 2013 with effect from 27th June, 2023 by the Board of Directors at their meeting. Being eligible your directors are proposing his name as Director of the Company.

Brief Profile of Mr. Anubhav Gupta is enclosed with AGM notice for reference.

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

- (i) Every Director: None of the directors are interested whether financial or otherwise except Mr. Anubhav Gupta to the extent of his appointment.

The interest is only to the extent of shareholding of Mr. Sanjay Nayar as Director and shareholder of the Company.

- (ii) KMP – Not Applicable.

- (iii) Relatives of the Director: None of the relatives of the directors except Mr. Sanjay Nayar 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 Mr. Anubhav Gupta as a non-executive Director for the approval by the shareholders of the Company.

For and on behalf of the Board of
EpiMoney Private Limited

Date: 11th July, 2023
Place: Mumbai


(Manish Lunia)
Director
DIN: 07595299


(Deepak Jain)
Director
DIN: 07595287

