

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 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting (“AGM”) of the Members of **Epimoney Private Limited** (“the Company”) will be held on **Thursday, 07th August, 2025 at 5:00 p.m. (IST)** 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 Financial Statements with notes and schedules thereto for the financial year ended 31st March, 2025 together with the Report of the Board of Directors including therein Corporate Governance Report and Management Discussion and Analysis Report and Auditors thereon;
2. To Re-appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company.

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 139,142 of the Companies Act, 2013, (“the Act”) read with Rule 5 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Act and in accordance with the Circular No. RBI/2021-22/25-Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 issued by the Reserve Bank of India, inter-alia, on Guidelines for appointment of Statutory Auditors of NBFCs (“RBI Circular”), (including any statutory modifications and re-enactments thereof, for the time being in force), and Company’s policy on Appointment of Statutory Auditors, based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for re-appointment of **M/s. Haribhakti & Co. LLP, Chartered Accountants (FRN: 103523W/W100048)** as the Statutory Auditors of the Company for the financial year 2025–26 and 2026-27 who have confirmed their eligibility to be appointed in terms of Section 141 of the Act and said RBI Circular, as the Joint Statutory Auditor of the Company and they shall hold the office from the conclusion of the 30th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company at a remuneration to be mutually agreed upon between the Company and the Auditor plus reimbursement of taxes, travelling and out-of pocket expenses (if any) incurred by them for the purpose of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide and finalize 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.”

RESOLVED FURTHER THAT Mr. Ritesh Jain and Mr. Deepak Jain, Directors of the Company be and is hereby authorized severally, on behalf of the Company, to file necessary

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E-forms/returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above.”

SPECIAL BUSINESS:

3. **To consider regularization and appointment of Ms. Ruchira Shukla (DIN: 03517228) as an Independent Director of the Company for the first term of five consecutive years**

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 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force and the existing Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ruchira Shukla (DIN: 03517228), Additional Director (Non-Executive & Independent) of the Company, who has submitted a declaration that she meets all the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed by the Board of Directors as an Additional Non-executive Independent Director of the Company, w.e.f. 06th February, 2025 under section 161 of the Act, and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 06th February, 2025 till 05th February, 2030 and she shall not be liable to retire by rotation on such terms and conditions including remuneration as stated in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT any of the directors and the Company Secretary of the Company, be and are hereby severally authorized to file the relevant form with the Registrar of Companies and to do all such acts, things, and deeds as may be required to give effect to this resolution.”

**For and on behalf of the Board of
Epimoney Private Limited**

Date: 26th June, 2025

Place: Mumbai

Ritesh Jain

Director

DIN: 07595268

Deepak Jain

Director

DIN: 07595287

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NOTES:

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the special business stated above is annexed hereto. Further additional information with respect to Ordinary Business as set out in Item no.2 and Special Business as set out in Item No.3 is also annexed hereto.*
- 2. In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 09/2024, dated 19th September 2024 read with MCA General Circular No. 09/2023, 11/2022 and 10/2022, 02/2022, 20/2020, 17/2020 & 14/2020 dated 25th September 2023, 28th December, 2022 (issued alongside 10/2022, often overlooked), 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as “MCA Circulars”), the AGM of the Company is being conducted through VC Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.*
- 3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the meeting is being held in accordance with the MCA Circulars through VC, the facility for appointment of proxies by the members will not be available.*
- 4. Participation of members through VC will be reckoned for the purpose of quorum for the meeting as per section 103 of the Act.*
- 5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.*
- 6. Relevant documents referred to in the notice and the accompanying statement will be open for inspection by the members up to the date of the meeting at the Corporate Office of the Company on all working days, during business hours up to the date of the meeting.*
- 7. The Company has made arrangements to allow members to participate through VC. Members are requested to log in to the link in order to attend the meeting.*
- 8. For any queries in relation to attending the AGM through VC or need any assistance with using the technology to attend the AGM, you may reach out to ritesh@flexiloans.com or bhushan.bhagwat@flexiloans.com.*
- 9. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19th September 2024 extension up to 30th September 2025 read with MCA General Circular No. Circular No. 09/2023 dated 25th September 2023, No. 10/2022 dated 28th December 2022, No. 02/2022 dated 05th May 2022, No. 20/2020 dated 05th May 2020 and No. 17/2020 dated April 13th, 2020, the Notice for calling the AGM has been uploaded on the website of the Company at www.epimoney.com*

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EXPLANATORY STATEMENT

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

ORDINARY BUSINESS:

Item No. 2: Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 103523W/W100048), were appointed as the Statutory Auditors of the Company in accordance with the provisions of Section 139 and 142 of the Companies Act 2013 ("the Act"), to hold office till the conclusion of 30th AGM to be held in the year 2025.

Based on compliance with RBI Circular No. RBI/2021-22/25-Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021, the Board of Directors of the Company, on the recommendation of the Audit Committee (the "Committee"), have recommended for the approval of the Members, re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (FRN: 103523W/W100048) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in the financial year 2027.

M/s. Haribhakti & Co. LLP have consented and confirmed that their appointment, if made will be within the limits specified and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines. The appointment of Statutory Auditors of the Company is to comply with RBI Guidelines and for no other reasons.

Brief profile of M/s Haribhakti & Co. LLP:

M/s. Haribhakti & Co. LLP is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No.103523W/ W100048. The firm was established in 1954 and is rendering high quality professional services over six decades. The firm provides a range of services which include Audit & Assurance, Tax & Regulatory Services, Risk & Advisory Services. The firm has significant experience in providing auditing, taxation & advisory services to Banks and NBFCs.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested in the resolution.

The Board of Directors recommends the Ordinary Resolution set out in Item No.2 of the notice for approval of the Members.

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SPECIAL BUSINESS:

Item No. 3: To consider regularization and appointment of Ms. Ruchira Shukla as an Independent Director of the Company for a term of five consecutive years

Pursuant to provisions of Section 149, 150 and 152 of the Act read with the applicable Rules made thereunder, the Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee (“NRC”), appointed Ms. Ruchira Shukla (DIN: 03517228) as an Additional Non-executive Independent Director under Section 161 of the Companies Act, 2013 with effect from 06th February, 2025 for the first term of five consecutive years commencing from 06th February, 2025 till 05th February, 2030 and shall not be liable to retire by rotation.

Her profile and nature of expertise in functional areas, as received by the Company, is given hereunder.

A brief profile of Ms. Ruchira Shukla is provided below:

Ruchira Shukla has over 25 years of experience in venture capital investing, private equity, investment banking and strategy consulting across the US, Europe and Asia. She was the South Asia Head for the Disruptive Technologies investments business at the International Finance Corporation, a member of the World Bank Group, where she worked for over 12 years. She led investments in technology startups across South Asia and served as IFC’s nominee director on startup boards. She also led investments in 10 venture capital funds and served on several LP advisory committees. She has previously worked with the Boston Consulting Group in New York and Lehman Brothers in London.

Disclosures and declarations received by the Company:

Ms. Ruchira Shukla has confirmed that:

- She meets the criteria of independence, as prescribed under section 149(6) of the Act as presently applicable and has provided all the required statutory disclosures/ declarations;
- She is not disqualified from being appointed as a Director under section 164(1) and 164(2) of the Act and that she satisfies the criteria of ‘fit and proper’ as prescribed by the Reserve Bank of India (“RBI”);
- She has no business ties or any pecuniary relationship with the Company.
- Her Directorship/ Committee memberships are within the statutorily permitted limits.
- She is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”).

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In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Ruchira Shukla are in any way concerned or interested in this resolution.

The Board of Directors recommends Ordinary Resolution set out in Item No. 3 of the notice for approval of the Members.

**For and on behalf of the Board of
Epimoney Private Limited**

Date: 26th June, 2025

Place: Mumbai

Ritesh Jain

Director

DIN: 07595268

Deepak Jain

Director

DIN: 07595287