NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the **31st (Thirty First)** Annual General Meeting ("AGM") of the Members of **Epimoney Private Limited** ("the Company") will be held on **Thursday, 06th August 2026 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 2026 and the Report of the Board of Directors including therein Corporate Governance Report and Management Discussion and Analysis Report and Report of Auditors thereon;

SPECIAL BUSINESS:

2. **<u>To regularize the appointment of Ms. Isabel Shi Ying Tay (DIN:11599352) as Non-Executive Nominee Director on the Board of the Company:</u>**

   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 Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 and the rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and notifications, orders and circulars as may be issued from time to time), read with Articles of Association of the Company and the terms of the securities subscription agreement dated August 21, 2024 executed amongst the Company, Maj Invest Financial Inclusion Fund III K/S ("**MIFIF**"), Accion Digital Transformation Fund, LP ("**Accion**"), The Fundamentum Partnership Fund II ("**Fundamentum**"), and NCIF II Lux S.à r.l. ("**Nuveen**") (collectively, the "Investors") Manish Lunia, Deepak Jain and Ritesh Jain, and based on (a) the consent to act as a Non-Executive Nominee Director of the Company (in Form DIR-2); (b) the declaration in Form DIR-8 that she is not disqualified under Section 164 of the Companies Act, 2013; and (c) Form MBP-1 pursuant to the provisions of Section 184(1) of the Companies Act, 2013 disclosing her concern or interest in other company(ies) or bodies corporate (including shareholding interest), firms or other association of individuals, received from Ms. Isabel Shi Ying Tay, consent of the members of the Company be and is hereby accorded to appoint Ms. Isabel Shi Ying Tay (DIN:11599352) as the nominee of Nuveen who was appointed as an Additional Director under Section 161 of the Companies Act, 2013 with effect from **April 28, 2026** on the Board of Directors ("Board") of the Company, as a Non-Executive Director of the Company with immediate effect to attend any and all meetings of the Board of the Company and/or committee of the Board 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, including but not limited to updating all relevant registers, sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities to be filed, and specifically, to sign and file the relevant forms with the Registrar of Companies (including Form DIR-12).

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby individually and severally authorized to issue and deliver certified copies of this resolution, as may be required."

Date: June 25, 2026
Place: Mumbai

For and on behalf of the Board of
Epimoney Private Limited

RITESH JAIN
Digitally signed by RITESH JAIN
Date: 2026.06.25 18:22:14 +05'30'

DEEPAK SURAJMAL JAIN
Digitally signed by DEEPAK SURAJMAL JAIN
Date: 2026.06.25 18:22:47 +05'30'

Ritesh Jain	**Deepak Jain**
Director	**Director**
DIN: 07595268	**DIN: 07595287**

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out at Item No. 2 of this Notice is annexed hereto.

2. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 03/2025 dated 22nd September 2025 read with MCA General Circular No. 9/2024 dated September 19, 2024, 9/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, No. 2/2022 dated May 05, 2022, No. 21/2021 dated December 14, 2021, 20/2020 dated May 05, 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. 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. 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 Mr. Bhushan Bhagwat, Company Secretary of the Company at bhushan.bhagwat@flexiloans.com to register the same. The physical copies of the notice are not being dispatched.

8. The notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact Mr. Bhushan Bhagwat, Company Secretary of the Company at bhushan.bhagwat@flexiloans.com to register the same. The physical copies of the notice are not being dispatched.

9. Voting at the meeting will be done by way of show of hands. In case a poll is demanded, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails must be sent

to Mr. Bhushan Bhagwat, Company Secretary of the Company at bhushan.bhagwat@flexiloans.com. Members casting their vote through email should do so only during the meeting and not at any time before the commencement of the meeting. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. Additionally, please note that the vote cast through email shall be considered invalid if:

a. it is not possible to determine without any doubt the assent or dissent of the member; and/or
b. a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
c. the member has made any amendment to the resolution set out herein or imposed any condition while exercising their vote.

10. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22nd September 2025 till further orders read with MCA General Circular No. 09/2024 dated 19th September 2024, 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, No. 17/2020 dated 13th April 2020 and No. 14/2020 dated 8th April 2020, the Notice for calling the AGM has been uploaded on the website of the Company at https://epimoney.in

11. Since the AGM is being held through VC, a route map has not been annexed to this notice. The Company has made arrangements to allow members to participate through VC. Members are requested to log in to the linkin order to attend the meeting.

EXPLANATORY STATEMENT

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

SPECIAL BUSINESS:

Item 2: To regularize the appointment of Ms. Isabel Shi Ying Tay (DIN:11599352) as Non-Executive Nominee Director on the Board of the Company:

In furtherance of the Securities Subscription Agreement dated August 21, 2024 executed amongst the Company, Maj Invest Financial Inclusion Fund III K/S, Accion Digital Transformation Fund, LP, The Fundamentum Partnership Fund II ("Fundamentum"), and NCIF II Lux S.à r.l. (collectively, the "Investors") Manish Lunia, Deepak Jain and Ritesh Jain, Ms. Isabel Shi Ying Tay (DIN:11599352) was recommended by the Nomination and Remuneration Committee and simultaneously was approved by the Board of Directors as a Non-Executive Additional Director with effect from April 28, 2026, subject to members approval to hold office till the ensuing general meeting. She is nominated by Nuveen on the Board of the Company. It is now proposed to appoint Ms. Isabel Shi Ying Tay as a Non-Executive Director, nominee of Nuveen on the Board of the Company.

The Board of Directors recommends the resolution for the approval of the Members 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 directors are also the shareholders of the Company.
(ii) KMP – Not Applicable.
(iii) Relatives of the Directors: No interest, financial or otherwise.

It is to be noted that this resolution does not relate to or affects any other Company.

The Board recommends the passing of this resolution set out at Item No. 2 of the notice by way of **Ordinary Resolution**.

Date: June 25, 2026
Place: Mumbai

For and on behalf of the Board of
Epimoney Private Limited

RITESH JAIN
Digitally signed by RITESH JAIN
Date: 2026.06.25 18:23:24 +05'30'

DEEPAK SURAJMAL JAIN
Digitally signed by DEEPAK SURAJMAL JAIN
Date: 2026.06.25 18:23:59 +05'30'

Ritesh Jain
Director
DIN: 07595268

Deepak Jain
Director
DIN: 07595287

ADDENDUM TO THE NOTICE OF 31ST ANNUAL GENERAL MEETING DATED JUNE 25, 2026

This Addendum forms an integral part of and shall be read in conjunction with the Notice dated June 25, 2026 ("AGM Notice") convening the 31st Annual General Meeting of Epimoney Private Limited ("the Company") to be held on **Thursday, 06th August, 2026 at 5:00 p.m. (IST)** through Video Conference("VC") / Other Audio-Visual Means ("OAVM"). Except as expressly modified by this Addendum, all the contents of the AGM Notice shall remain unchanged.

Subsequent to the issuance of the AGM Notice, the Board has proposed to amend the Epimoney Stock Option Policy, 2020 subject to the approval of the members. It has become necessary to include an additional item of special business as Item No. 3 in the AGM Notice for the consideration of the members at the upcoming AGM.

SPECIAL BUSINESS:

3. **Amendment of the Epimoney Stock Option Policy, 2020:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the Members of the Company be and is hereby accorded for amending the "Epimoney Stock Option Policy, 2020" (hereinafter referred to as the "Policy") which was originally approved by the Members at the Extra-ordinary General Meeting of the Company held on February 01, 2021 and lastly amended on October 13, 2023, by way of increasing the ESOP pool from existing 95,30,627 (Ninety Five Lakhs Thirty Thousand Six Hundred and Twenty-seven) options to **1,13,97,219 (One Crore Thirteen Lakh Ninety-Seven Thousand Two Hundred Nineteen) options**, computed on a fully diluted basis.

RESOLVED FURTHER THAT Mr. Ritesh Jain and Mr. Deepak Jain, Directors of the Company and Mr. Manish Lunia, Authorised signatory of the Company be and are hereby authorized severally to prepare, sign and execute the necessary agreements, letters and documents as may be required and to file necessary forms with the Registrar of Companies and to send notices to the employees, if any, to make necessary entries in the relevant register(s) or book(s), and to do all such other acts, deeds, things, matters as may be ancillary or incidental to give effect to this resolution."

For and on behalf of the Board of
Epimoney Private Limited

RITESH JAIN Digitally signed by RITESH JAIN Date: 2026.07.23 18:25:40 +05'30'

DEEPAK SURAJMAL JAIN Digitally signed by DEEPAK SURAJMAL JAIN Date: 2026.07.23 18:26:48 +05'30'

Place: Mumbai
Date: 23.07.2026

Ritesh Jain	**Deepak Jain**
Director	**Director**
DIN: 07595268	**DIN: 07595287**

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out at Item No. 3 of this Notice is annexed hereto.

2. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 03/2025 dated 22nd September 2025 read with MCA General Circular No. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, No. 2/2022 dated May 05, 2022, No. 21/2021 dated December 14, 2021, 20/2020 dated May 05, 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. 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. 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 Mr. Bhushan Bhagwat, Company Secretary of the Company at bhushan.bhagwat@flexiloans.com to register the same. The physical copies of the notice are not being dispatched.

8. The notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact Mr. Bhushan Bhagwat, Company Secretary of the Company at bhushan.bhagwat@flexiloans.com to register the same. The physical copies of the notice are not being dispatched.

9. Voting at the meeting will be done by way of show of hands. In case a poll is demanded, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails must be sent to

Mr. Bhushan Bhagwat, Company Secretary of the Company at bhushan.bhagwat@flexiloans.com. Members casting their vote through email should do so only during the meeting and not at any time before the commencement of the meeting. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. Additionally, please note that the vote cast through email shall be considered invalid if:

a. it is not possible to determine without any doubt the assent or dissent of the member; and/or
b. competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
c. the member has made any amendment to the resolution set out herein or imposed any condition while exercising their vote.

10. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22nd September 2025 till further orders read with MCA General Circular No. 09/2024 dated 19th September 2024, 09/2023 dated 25th September 2023, No. 10/2022 dated 28th December 2022, No. 2/2022 dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2020 dated 13th April 2020 and No. 14/2020 dated 8th April 2020, the Notice for calling the AGM has been uploaded on the website of the Company at https://epimoney.in

Since the AGM is being held through VC, a route map has not been annexed to this notice. 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.

ANNEXURE TO THIS ADDENDUM

EXPLANATORY STATEMENT

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

Item 3: Amendment of the Epimoney Stock Option Policy, 2020

The Company had introduced Epimoney Stock Option Policy 2020 ("Policy") on February 01, 2021, in supersession of Epimoney Stock Option Policy 2017 and the Policy was amended on August 19, 2022. The Policy was subsequently amended with members' approval by passing a special resolution at the Extra-Ordinary General Meeting held on October 13, 2023 to delegate the administration of the Policy to an irrevocable employee welfare trust of the Company namely 'Epimoney Employee Welfare Trust'.

Pursuant to subsequent increase in share capital of the Company the Board proposes to amend the Epimoney Stock Option Policy, 2020 by way of increasing the Employees Stock Options pool from existing 95,30,627 (Ninety Five Lakhs Thirty Thousand Six Hundred and Twenty-seven) options to 1,13,97,219 (One Crore Thirteen Lakhs Ninety-seven Thousand Two Hundred and Nineteen) options computed on a fully diluted basis to cover all the existing eligible employees and to attract committed employees suitable to the increased size of the Company. There are no other changes proposed in the Epimoney Stock Option Policy, 2020.

The Board of Directors has approved the captioned amendment in the Employees Stock Options pool of 1,13,97,219 (One Crore Thirteen Lakhs Ninety-seven Thousand Two Hundred and Nineteen) options computed on a fully diluted basis at their meeting held on **July 23, 2026.**

The Board recommends the resolution as set out in the accompanying notice for the approval of members as a **Special Resolution**.

For and on behalf of the Board of
Epimoney Private Limited

RITESH JAIN Digitally signed by RITESH JAIN Date: 2026.07.23 18:28:04 +05'30'

DEEPAK SURAJMAL JAIN Digitally signed by DEEPAK SURAJMAL JAIN Date: 2026.07.23 18:29:31 +05'30'

Place: Mumbai	**Ritesh Jain**	**Deepak Jain**
Date: 23.07.2026	**Director**	**Director**
	DIN: 07595268	**DIN: 07595287**