

Notice of the 9th Annual General Meeting

NOTICE is hereby given that the 9th Annual General Meeting (AGM) of the Members of the **EASEBUZZ PRIVATE LIMITED.**, shall be held on **Monday, 17th day of July, 2023 at 01.00 PM** Indian Standard Time ('IST') at the Registered Office of the Company at The Social Street, Opp. Hotel Vivanta, 2nd Floor, B Wing, Hinjewadi-Wakad Road, Pune-411057, via Video Conferencing (VC)/Other Audio Visual Means (OAVM) through Zoom App with below mentioned link to transact the business stated herein, in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, read with General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 20/2020 dated 5 May, 2020, General Circular No. 02/2021 dated 13 January, 2021 and General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the "MCA"):

Join Zoom Meeting

<https://us06web.zoom.us/j/88610726142?pwd=MHBOZOWwQXdFanNkTIYOVVlrNnRqdz09>

Meeting ID: 886 1072 6142

Passcode: 082833

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of Directors' and Auditors' thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment of the Statutory Auditor:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board of Directors, consent of Members be and is hereby accorded to appoint M/s. Sharad Shah & Co., Chartered Accountants Pune, bearing Firm Registration Number 109931W as the Statutory Auditor of the Company to hold office for a term of 5 (Five) years from the conclusion of this Annual General Meeting until the conclusion of the Fourteenth Annual General Meeting of the Company (year 2028), at a remuneration to be determined by the Board of Directors of the Company

and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit;

RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary be and is hereby authorized to digitally sign and to file necessary Forms with the MCA and to do all such acts, deeds, matters and things as may be considered necessary and appropriate to give effect to this Resolution."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution** for re-appointment of Managing Director:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 201, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), basis the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and such other approvals, permissions and sanctions of such other authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded for the re-appointment of Mr. Rai Rohit Prasad (DIN: 03430369) as the Managing Director & CEO of the Company for a further period of five (5) years w.e.f April 01, 2024 on such remuneration as may be approved by the Board from time to time:

FURTHER RESOLVED THAT any of the Directors and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard."

For and on behalf of the Board
of Directors

EASEBUZZ PRIVATE LIMITED

Sd/-

Prity Adwani

Company Secretary

M No. F11836

Date: 07.07.2023

Place: Pune

Notes / Instructions for Shareholders Attending the AGM Through VC

1. In view of the COVID-19 Pandemic, Ministry of Corporate Affairs (MCA) has issued a General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 20/2020 dated 5 May, 2020, General Circular No. 02/2021 dated 13 January, 2021 and General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 and General Circular No. 11/2022 dated December 28, 2022 ("the relevant Circulars"), pertaining to clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and rules made thereunder. This AGM will be conducted through Video Conferencing (VC) in compliance with the aforesaid Circulars.
2. Members are entitled to attend this Annual General Meeting either in person at the Registered Office of the Company or through Video Conferencing by joining the meeting at the link as specified hereinabove.
3. In terms of the relevant Circulars, the Members are requested to take note of the following:
 - Notice convening the AGM of the Company and the Annual Report for the financial year 2022-23 are being sent only by email to those Members who have registered their email address with the Company.
 - A member attending the meeting in person is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy (as specified in Annexure II), should however be deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
 - Pursuant to the relevant Circulars, representatives of the Members may be appointed for the purpose of participation and voting in AGM. Corporate Members intending to authorize their representatives to attend the AGM are requested to email the same to prity.adwani@easebuzz.in, along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the AGM, on their behalf.
 - Attendance of Members at the AGM through VC shall be counted for the purpose of reckoning the quorum, under the provisions of Section 103 of the Act read with the relevant Circulars.
4. The facility for joining the meeting shall be open for 15 minutes before the scheduled time and will be closed till the expiry of 15 minutes after such scheduled time.
5. All the documents referred to in the Notice and Explanatory Statement and the Statutory Registers,

will be made available for inspection by the Company and as such the Members are requested to send an email to prity.adwani@easebuzz.in.

6. The Meeting shall be deemed to be held at the Registered Office of the Company at The Social Street, Opp. Hotel Vivanta, 2nd Floor, B Wing, Hinjewadi-Wakad Road, Pune-411057.
7. For members attending the meeting in person, Route Map and Landmark for place of Meeting is specified hereinbelow as Annexure III.
8. AGM can be attended via Zoom App through Meeting link sent to shareholders, Directors & Auditors of the company and for any technical assistance or support, Company Secretary can be contacted at prity.adwani@easebuzz.in or 7738638767.

Explanatory Statement in Respect of Special Business Pursuant to Section 102 of the Companies Act, 2013

Item No. 3:

Pursuant to the provisions of Companies Act, 2013, the Members at the Extra-Ordinary General Meeting held on April 01, 2019, had appointed Mr. Rai Rohit Prasad as the Managing Director of the Company for the term of five years. Also, the Board at its meeting held on April 27, 2022, had appointed him as the Chief Executive Officer (CEO) of the Company.

According to the aforesaid appointment, tenure of Mr. Rai Rohit Prasad as the Managing Director is upto March 31, 2024.

In terms of the provisions of the Companies Act, 2013, appointment of the Managing Director is permitted to be proposed and placed before the meeting prior to one year of his tenure completion date.

In view of the above, it is proposed to consider the re-appointment of Mr. Rai Rohit Prasad as Managing Director & CEO for the further terms of five years i.e. w.e.f. April 01, 2024 till March 31, 2029 at such remuneration as may be decided by the Board from time to time.

The brief profile of Mr. Rai Rohit Prasad, in terms of the Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, and details of his remuneration last drawn, have been provided as Annexure I.

The Board recommends passing of the Ordinary Resolution, as set out in Item No. 3 of this Notice, for the approval of the Members.

Except for Mr. Rai Rohit Prasad and his relatives, none of the other Directors and the Key Managerial Personnel of the Company and their relatives, are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution, as set out in Item No. 3 of this Notice.



Annexure I

Brief Profile of Directors seeking appointment/reappointment at the Annual General Meeting

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name	Mr. Rai Rohit Prasad
DIN	03430369
Age	40
Qualification and Expertise in specific functional areas	<p>Mr. Rai Rohit Prasad is an Engineer in Electronics and Instrumentation and he completed his full time MBA from Symbiosis University in the year 2011.</p> <p>He is the Managing Director & CEO of Easebuzz. He brings a wealth of knowledge and experience to the field of digital payments with his experience in varied industries including banking and financial sector. Under his guidance, Easebuzz today has been Series A funded and is one of the largest payment aggregators in India supporting over 85,000+ merchants and has a team of over 260+ resources. He has worked with Tata Consultancy Services and Accenture before he became an entrepreneur himself. He was also part of another successful start-up within digital media marketing. His passion is to build a strong deep tech product-based company. Easebuzz was started with this passion since then he is heading all major functions within the organization.</p>
Terms and conditions of appointment	Managing Director & CEO for a period of five years
Details of remuneration sought to be paid	As may be decided by the Board of Directors
Details of the remuneration last drawn ((FY 2022-23)	██████████
Date of first appointment on the Board	December 23, 2014
Shareholding in the Company	██████████
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
The number of Meetings of the Board attended during (FY 2022-23)	5 Meetings
Other Directorships (excluding Easebuzz Private Limited)	Nil
Membership / Chairmanship of Committees of other Board	Nil



FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Table with fields: CIN, Name of the Company, Registered Office, Name of the member(s), Registered address, E-mail Id, Folio No. / Client Id, DP ID.

I/We, being the member (s) of shares of the above named company, hereby appoint

Table for appointing proxy holders with columns for Name, Address, E-mail Id, Signature, and 'or failing him'.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on the July 17, 2023 at 01 p.m. at THE SOCIAL STREET B Building 2nd Floor S No 32/2 & 32/3 Opposite Vivanta Hotel Wakad Hinjewadi, Mulshi Pune Pune MH 411057 and at any adjournment thereof in respect of such resolutions as are indicated

Table with 2 columns: Resolution No., Particulars of the Resolution. Includes Ordinary Business and Special Business sections.

Signed this _____ day of _____ 2023

Signature of Shareholder : _____

Revenue

Signature of Proxy holders(s) : _____

Stamp

Notes: The form should be signed across the Stamp.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Route Map to the venue of AGM:

