

Serial No. AGM/2021

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Second (2nd) Annual General Meeting (AGM) of the members of Paytm Insurance Broking Private Limited (“**the Company**”) will be held on Thursday, September 30, 2021 at a shorter notice at the registered office of the Company at 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019 at 1.30 PM to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended on March 31st, 2021, along with the report of the Board of Directors’ and Auditors’ thereon.
2. To appoint a director in place of Mr. Vikas Garg (DIN: [07871975](#)) who retires by rotation, being eligible offers himself for reappointment.

SPECIAL BUSINESS

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

3. **Regularization of Mr. Deepankar Sanwalka (DIN: [07175396](#)) Additional Director as Director of the Company**

“**RESOLVED THAT** Mr. Deepankar Sanwalka (DIN: [07175396](#)), who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from August 12, 2021, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT each Director of the Company, Mr. Amit Aggarwal, Chief Financial Officer and Ms. Shanu Agrawal, Company Secretary of the Company (collectively referred to as “**Authorized Signatories**”) be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution”

**By Order of the Board of Directors
For Paytm Insurance Broking Private Limited**

Date: September 29, 2021**Place: Noida**

**Sd/-
Shanu Agrawal
Company Secretary**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
3. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the Company before the time fixed for the commencement of the meeting.
3. Members are requested to notify the changes of address if any, to the Company quoting their respective folio nos.
4. We request and encourage our members to register their email-id for e-communication in the records of their Depository Participant (in case of electronic holding). The Members who are holding shares in physical form, they may register their e-mail id by sending an email to cs@paytminsurance.co.in with a subject "Registration of email id."
5. Notice of the AGM and Annual Report 2020-21 are being sent via electronic mode to the members whose E-mail addresses are registered with the Company/ Registrar or the Depository Participant(s). In accordance with the MCA Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the Company's website: <https://www.paytminsurance.co.in>
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
7. Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
9. All documents referred to in the notice and explanatory statement shall be open for inspection at the corporate office of the company at B-121, Sector 5 Noida, Uttar Pradesh – 201301 on all working days, between 11.00 a.m. and 5.00 p.m. upto the date of the Meeting. The company has intimated from the Registrar of Companies to keep books of account at a place other than the registered office of the company.
10. In view of the outbreak of the COVID-19 pandemic, the place of the meeting will be completely sanitized and members are requested to take the security measures and follow the social distancing norm.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

REGULARISATION OF MR. DEEPANKAR SANWALKA AS DIRECTOR OF THE COMPANY

Mr. Deepankar Sanwalka was appointed as an Additional Director of the Company with effect from August 12, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Deepankar Sanwalka on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Deepankar Sanwalka himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

In pursuance to Secretarial Standard-2 issued by The Institute of Company Secretaries of India (ICSI).

Name of the Director	Mr. Vikas Garg	Mr. Deepankar Sanwalka
DIN	07871975	07175396
Age (in years)	43 years	53 years
Qualification	Chartered Accountant	Chartered Accountant
Remuneration sought to be paid	NIL	NIL
Terms and Conditions of appointment(s)	Mr. Vikas Garg is eligible to be re-appointed as Director, liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.	Mr. Deepankar Sanwalka is appointed as Director as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.
Justification for choosing the appointees as Independent Director	NA	NA
Remuneration last drawn from the Company	NIL	NIL
Date of first appointment on the Board of Directors of the Company	28.09.2019	12.08.2021
Shareholding in the Company (as on the date of AGM Notice)	Holding One (1) Equity Share as nominee of One 97 Communications Limited ("The Holding Company")	Nil
Relationship with other Directors, Managers and other Key Managerial	None	None

Personnel(s) of the Company		
Number of Board meetings attended during the financial year 2020-21	9	0
List of Directorships held in other companies, as on March 31, 2021	As per MBP-1 placed before the Board as on March 31, 2021	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2021	Wasteland Entertainment Private Limited <ul style="list-style-type: none">• Compensation Committee-Member	NIL

**By Order of the Board of Directors
For Paytm Insurance Broking Private Limited**

**Date: September 29, 2021
Place: Noida**

**Sd/-
Shanu Agrawal
Company Secretary**

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]

CIN: U66000DL2019PTC355671

Name of the company: Paytm Insurance Broking Private Limited

Registered office: 136, First Floor, Devika Tower, Nehru Place, New Delhi – 110019

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

1. Name:
Address:
E-mail Id:
Signature: or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the company, to be held on Thursday, September 30, 2021 at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Ordinary Business

1. *To receive, consider and adopt the audited standalone financial statement of the Company for the year ended 31st March 2021, the report of the Board of Director's and Auditors' thereon.*
2. *To appoint a director in place of Mr. Vikas Garg who is liable to retire by rotation, being eligible offers himself for reappointment.*

Special Business

1. *Regularization of Mr. Deepankar Sanwalka, Additional Director as Director of the Company*

Signed this day of 2021
Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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.

PAYTM INSURANCE BROKING PRIVATE LIMITED**Registered Office:** 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019**ATTENDANCE SLIP**

Please complete this attendance slips and hand it over at the entrance of the hall.

Full name of the Shareholder in Block Letters:

Folio No. :

No. of Shares held:

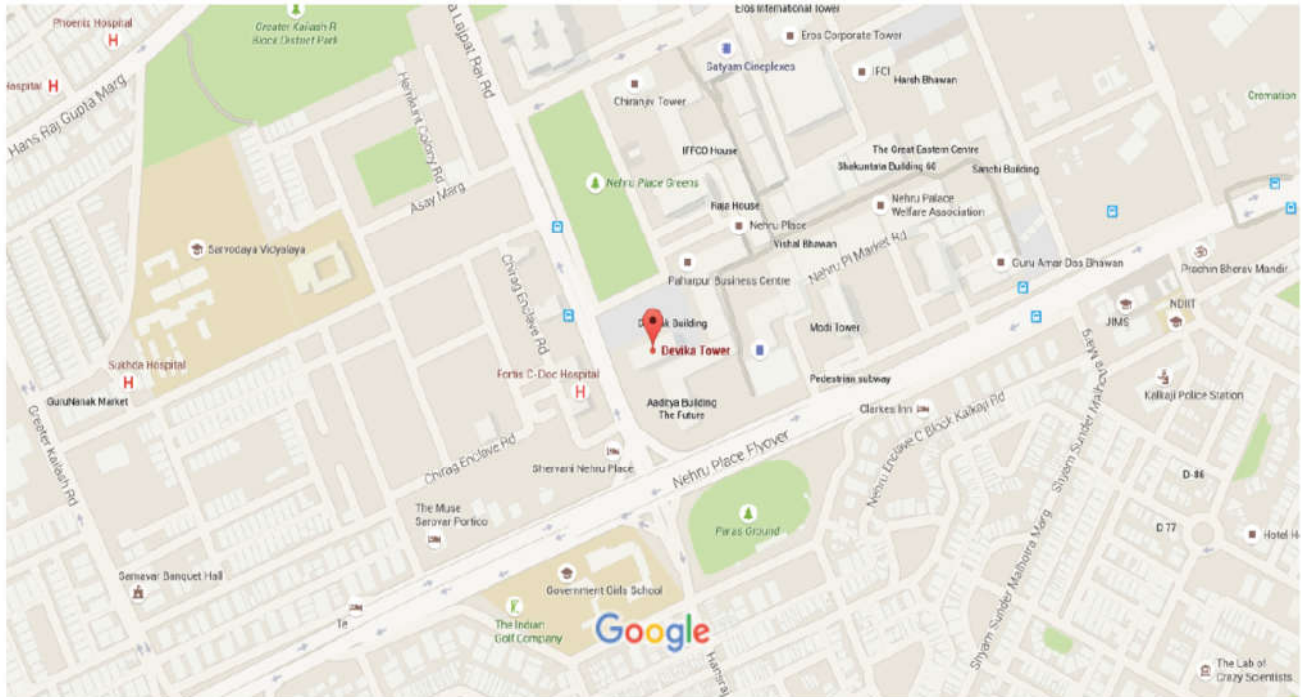
I hereby record my presence at the 2nd Annual General Meeting of the Company, held at 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019 on Thursday, September 30, 2021 at 01.30 PM

Signature of the Shareholder: _____

Note: Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

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Route Map of the Location of the Annual General Meeting of the Company to be held on September 30, 2021



**Address: Paytm Insurance Broking Private Limited
136, 1st Floor, Devika Tower, Nehru Place, New Delhi - 110019**

Landmark: Devika Tower, Nehru Place, New Delhi - 110019