

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Paytm Insurance Broking Private Limited will be held at Shorter Notice on Thursday, July 09, 2020 at B-121, Sector-5, Noida, Uttar Pradesh 201301 at 03.00 PM (IST) to transact the following business:

1. Alteration in the Main Objects Clause of Memorandum of Association (“MOA”)

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 4 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the ”Act”), (including any statutory modification/s or re-enactment/s thereof for the time being in force) and the Rules framed thereunder, and subject to such other approvals, consents, sanctions and permissions, as may be required, the consent of the members of the Company be and is hereby accorded to amend the main object clause of the Memorandum of Association of the Company, without any further deed or act, to include the objects as required for making application for OSP and Telemarketing Registration by the Company.

RESOLVED FURTHER THAT after the clause III (A) (2) following new clauses III (A) (3) to III (A) (5) are being added:-

Clause III (A) (3)

“To start or doing business as Other Service Provider (OSP) by providing ‘Application Services’ and other ‘IT Enabled Services’, by using ‘Telecom Resources’ provided by Authorized Telecom Service Providers, solely in connection with the functions of the Company as a direct insurance broker.”

Clause III (A) (4)

“To carry on the business of developing, designing, importing and exporting telecom related software and services, solely for use by the Company or its personnel in furtherance of or in connection with its functions as a direct insurance broker.”

Clause III (A) (5)

“To act as a telemarketer or undertake telemarketing activities itself or through third parties, as may be permissible under applicable laws, solely in furtherance of its functions as a direct insurance broker, and subject to provisions of the IRDAI (Insurance Brokers) Regulations, 2018, the IRDAI (Insurance Web Aggregators) Regulations, 2017, the Telecom Commercial Communications Customer Preference Regulations, 2018 and other applicable laws, as amended from time to time, and to do all acts incidental or required to be done in connection with the above.”



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board thereof and/or any individual delegated with powers necessary for the purpose(s) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

Regd Off:
136, First Floor, Devika Towers,
Nehru Place, New Delhi, 110019
CIN: U66000DL2019PTC355671
Website: www.Paytminsurance.co.in

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

Place: NOIDA
Date: July 08, 2020

Sd/-
Amit Aggarwal
Chief Financial Officer

NOTES:

1. A member entitled to attend and vote at the extraordinary general 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. Duly stamped, signed and filled in proxy forms (completed in all aspects) shall be deposited at the registered office of the Company before the extraordinary general meeting. The proxy form is annexed to this notice.
2. Corporate members intending to send their authorized representatives to attend the extraordinary general meeting are requested to send a certified copy of their board resolution or any other document validly executed by its director or other authorized signatories/persons, authorizing their representative to attend and vote on their behalf at the extraordinary general meeting.
3. Written consent of all the shareholders for holding the meeting at a shorter notice has been received by all the Company.
4. An explanatory statement pursuant to section 102 of the Act relating to the special business to be transacted at the extraordinary general meeting is annexed hereto.
5. All documents mentioned in this notice and the explanatory statement are available for inspection during business hours of the Company on all business days.
6. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
7. The email designated email address of the Company is cs@paytminsurance.co.in, in case voting through poll is demanded, members may convey their votes, at the abovementioned email address. The member may also write at the designated email address for any questions/ clarifications.
8. The members may join the meeting through the below video/ audio conference coordinates. You may follow the below link to join us directly through VC:

Join Zoom Meeting Directly:

<https://us02web.zoom.us/j/87899022480>

Meeting ID: 878 9902 2480

Password: 111133

9. In case the members needs any assistance with respect to using the technology in order to join the meeting even before or during the meeting, the members can dial at the helpline no. i.e. (+91 9555592006)
10. Route map for venue of extraordinary general meeting is appended herein as below.



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

EXPLANATORY STATEMENT:

The following explanatory statement pursuant to section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO. 1:

The Company is in process of obtaining Other Service Providers (OSP) Registration and telemarketing Registration with Department of Telecom. Therefore, there is a requirement for amendment in the main objects clause of Memorandum of Association (“MOA”) of the Company. Accordingly, approval of members is being sought by way of special resolution to enable the Company to amend its Memorandum of Association in order to incorporate the proposed activities with addition of new clauses III (A) (3) to III (A) (5).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the concerned resolution set out above.

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