

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 Friday, April 24, 2020 at B-121, Sector-5, Noida, Uttar Pradesh 201301 at 11:30 AM (IST) to transact the following business:

1. Increase in Authorised Share Capital of the Company and consequent alteration to Clause V of the Memorandum of Association 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 13, Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company is be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 5,00,00,000 (Indian Rupee Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of INR 10/- each to INR 25,00,00,000 (Indian Rupee Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of INR 10/- (Indian Rupee Ten) each by creation of additional 2,00,00,000 (Two Crore) Equity Shares of INR 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is INR 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of face value of INR 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director and/or Mr. Amit Aggarwal, Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary.”

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: April 23, 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 authorised 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 authorised 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 compliance@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://zoom.us/j/92153786137>
Meeting ID: 921 5378 6137
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 9891909722)
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 present authorized and paid-up equity share capital of the Company is INR 5,00,00,000 (Indian Rupee Crore Only) divided into 50,00,000 (Fifty Lakh) equity shares of INR 10/- (Indian Rupee Ten only) each. The Company is in further need of fund in order to meet its working capital required, hence proposes to raise further capital through issue of equity shares on right basis. However, since the current authorized capital is not enough to accommodate the fresh issue of shares, therefore it is necessary to increase same. Accordingly, the Company proposes to increase the authorized share capital to INR 25,00,00,000/- (Indian Rupee Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of INR 10/- (Indian Rupee Ten) each. Pursuant to Section 61 of the Companies Act, 2013, approval of Shareholders is required to increase the authorized shares capital.

Hence, the shareholders are requested to accord their approval, to pass the resolution mentioned in Item No. 1 as an ordinary resolution. The Board has also recommend to increase the authorized share capital of the company in their meeting held on April 23, 2020.

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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Amit Aggarwal
Chief Financial Officer