

Serial No. AGM/2020

### NOTICE OF FIRST ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the First (1<sup>st</sup>) Annual General Meeting (AGM) of the members of Paytm Insurance Broking Private Limited ("**the Company**") will be held on Friday, September 25, 2020 at the registered office of the Company at 136, 1<sup>st</sup> Floor, Devika Tower, Nehru Place, New Delhi – 110019 at 12.30 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 31<sup>st</sup>, 2020, along with the report of the Board of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Amit Nayyar (DIN: 07896225) who retires by rotation, being eligible offers himself for reappointment.
3. To re-appoint the Statutory Auditors, to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution;

**"RESOLVED THAT**, pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and on the completion of tenure of First Auditors at the conclusion of this First Annual General Meeting, the Company hereby re-appoints **S. R. Batliboi & Associates LLP**, Chartered Accountants (ICAI Firm Registration No.101049W/E300004) as the Statutory Auditors of the Company to hold office from the conclusion of this First (1<sup>st</sup>) Annual General Meeting until the conclusion of the Sixth (6<sup>th</sup>) Annual General Meeting for a term of Five (5) Years, on such remuneration towards statutory audit fee as may be decided mutually.

**RESOLVED FURTHER THAT THAT** each Director of the Company, Mr. Premanshu Singh, Chief Executive Officer, 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 severally authorized to sign the necessary documents and file the necessary form which may be required, on behalf of the Company for the purpose of giving effect to the aforesaid resolution."

#### SPECIAL BUSINESS

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

4. **Regularization of Mr. Girish Batra, Additional Independent Director as Independent Director of the Company**

**"RESOLVED THAT** Mr. Girish Batra, who was appointed as an Additional Independent Director on the Board of Directors ('Board') of the Company with effect from April, 22, 2020,

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 Independent Director of the Company.

**RESOLVED FURTHER THAT** each Director of the Company, Mr. Premanshu Singh, Chief Executive Officer, 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 03, 2020  
Place: Noida**

A handwritten signature in black ink, appearing to read "Shanu Agrawal".

**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](mailto:cs@paytminsurance.co.in) with a subject "Registration of email id."
5. Notice of the AGM and Annual Report 2019-20 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. 4**

**REGULARISATION OF MR. GIRISH BATRA AS INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Girish Batra was appointed as an Additional Independent Director of the Company with effect from April, 22, 2020, 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. Girish Batra on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Girish Batra 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.

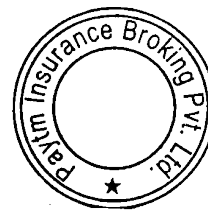
In pursuance to Secretarial Standard-2 issued by The Institute of Company Secretaries of India (ICSI).

<b>Name of the Director</b>	<b>Mr. Amit Nayyar</b>	<b>Mr. Girish Batra</b>
<b>DIN</b>	07896225	01668949
<b>Age (in years)</b>	42 years	48 years
<b>Qualification</b>	Master of Business Administration in Finance and strategy from IIM Bangalore	B.Tech, PGDM
<b>Remuneration sought to be paid</b>	NIL	NIL
<b>Terms and Conditions of appointment(s)</b>	Mr. Amit Nayyar 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. Girish Batra is appointed as Director as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.
<b>Justification for choosing the appointees as Independent Director</b>	NA	NA
<b>Remuneration last drawn from the Company</b>	NIL	NIL
<b>Date of first appointment on the Board of Directors of the Company</b>	28.09.2019	22.04.2020

<b>Shareholding in the Company (as on the date of AGM Notice)</b>	Holding One (1) Equity Share as nominee of One 97 Communications Limited ("The Holding Company")	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	None	None
<b>Number of Board meetings attended during the financial year 2019-20</b>	6	0
<b>List of Directorships held in other companies, as on March 31, 2020</b>	<ul style="list-style-type: none"> <li>• Paytm Financial Services Limited</li> <li>• Paytm Money Limited</li> <li>• Urja Money Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Prithveelink Developers Private Limited</li> <li>• Enrichcom Corporate Services Private limited</li> <li>• Futuresafe Service Private Limited</li> <li>• Rupeetalk Financial Services Private Limited</li> <li>• AGA Infrastrucure Private Limited</li> <li>• Comfynest Realities Private Limited</li> <li>• Satyasudha Welfare Foundation</li> <li>• Reculta Solutions Private Limited</li> </ul>
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2020</b>	Paytm Money Limited <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• NRC-Member</li> </ul>	Nil

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

**Date: September 03, 2020  
Place: Noida**




**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 1<sup>st</sup> Annual General Meeting of the company, to be held on Friday, September 25, 2020 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 31<sup>st</sup> March 2020, the report of the Board of Director's and Auditors' thereon.*
2. *To appoint a director in place of Mr. Amit Nayyar who is liable to retire by rotation, being eligible offers himself for reappointment.*
3. *To re-appoint the Auditors, to fix their remuneration and in this regard, to consider and if thought fit, to pass the resolution as an Ordinary Resolution.*

Special Business

1. *Regularization of Mr. Girish Batra, Additional Independent Director as Independent Director of the Company*

Signed this ..... day of ..... 2020  
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 1st Annual General Meeting of the Company, held at 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019 on Friday, September 25, 2020 at 12.30 PM

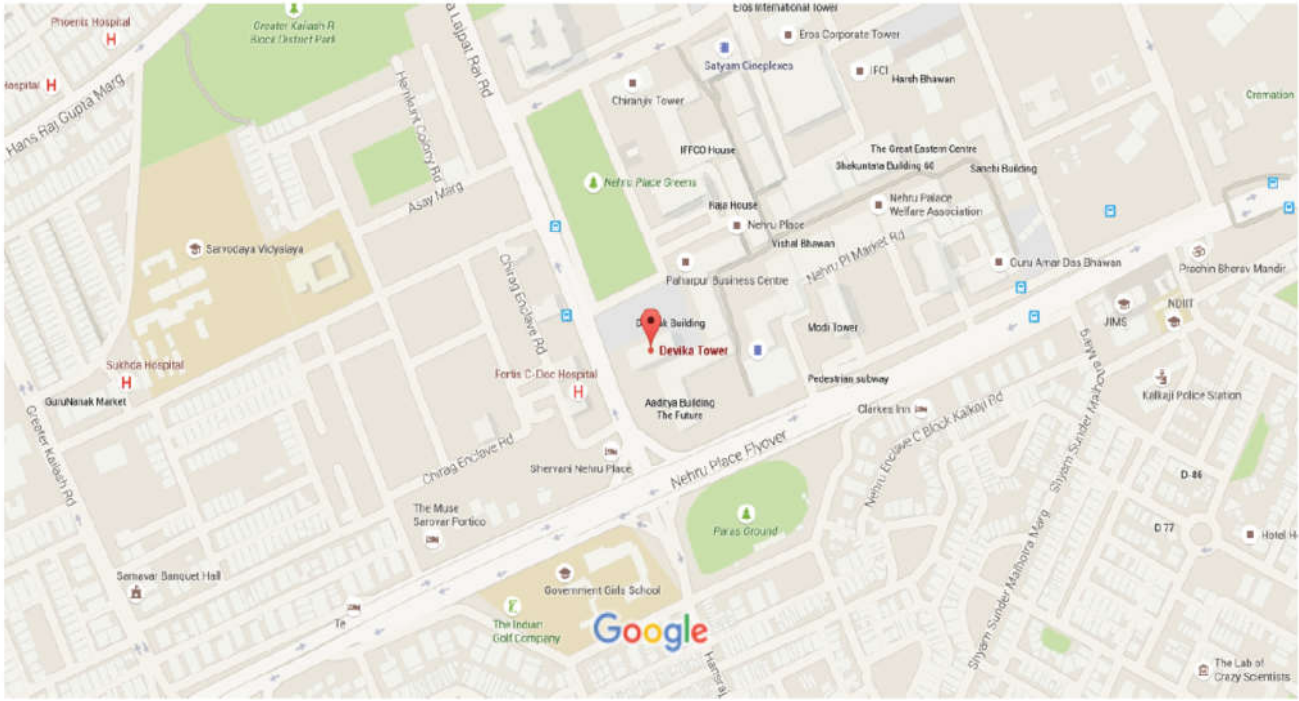
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Signature of the Shareholder· \_\_\_\_\_

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 25, 2020**



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

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