

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELFTH (12TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF ETECHACES MARKETING AND CONSULTING PRIVATE LIMITED (THE "COMPANY") IS SCHEDULED TO BE HELD ON WEDNESDAY, 23RD SEPTEMBER, 2020 AT 02:00 P.M, THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS (ES):

Item No. 1- Adoption of accounts:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
- b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2020 consisting of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with Auditors' Report thereon.

SPECIAL BUSINESS:

Item No. 2 – Regularisation of Mr. Sarbvir Singh (DIN: 00509959) as the Director 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 Mr. Sarbvir Singh (DIN: 00509959), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 05, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT the Directors or Company Secretary be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**By order of the Board of Directors
For Etechaces Marketing and Consulting Private Limited**

Place: Gurugram
Dated: 27.08.2020



Name: Bhasker Joshi
Designation: Company Secretary
Memb No. : F8032
Address: Plot No. 119, Sector-44, Gurugram
122001, Haryana

NOTES:

- (a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (b) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (c) Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company, a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- (d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- (e) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto as Annexure-I.
- (f) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (g) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (h) Members may Join the Meeting through the link provided below:
Meeting ID: meet.google.com/jtz-smcj-sfr
- (i) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
- (j) Members who need assistance before or during the AGM, can contact Mr. Bhasker Joshi, Company Secretary of the Company at bhasker@policybazaar.com/ +91 9910098208.
- (k) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to bhasker@policybazaar.com.
- (l) In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through Show of hand or poll (if demanded) provided during the meeting while participating through VC facility.

ANNEXURE I
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE
COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company:

Item No. 2

The Board of Directors of the Company had appointed Mr. Sarbvir Singh as an Additional Director with effect from June 05, 2020 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting. The Company has received from Mr. Sarbvir Singh, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Details of the directors are set out below:

1. Name: Sarbvir Singh
2. Age: 48 years
3. Qualifications: M.Tech (Integrated Masters) from Indian Institute of Technology, Delhi and Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad
4. Work Experience: 25 Years
5. Terms and Conditions of appointment: N.A.
6. Date of first appointment: June 05, 2020
7. Details of remuneration: N.A.
8. Relationship with other director/Manager and other KMP: N.A.
9. Directorships of other Board: (a) Blue Jay Finlease Limited (b) Inclov Technologies Private Limited, (c) Class 21A Technologies Private Limited
10. Membership/Chairmanship of Committees of other Board: N.A.
11. Shareholding in the company: Nil

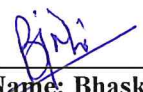
Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Sarbvir Singh as Director of the Company

None of the directors, Key Managerial Personnel and their relatives, is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions stated in item no. 2 for the approval of the members as an Ordinary Resolution.

By order of the Board of Directors
For Etechaces Marketing and Consulting Private Limited

Place: Gurugram
Dated: 27.08.2020


Name: Bhasker Joshi
Designation: Company Secretary
Memb No. : F8032
Address: Plot No. 119, Sector-44,
Gurugram-122001, Haryana

