

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ETECHACES MARKETING AND CONSULTING PRIVATE LIMITED (THE "COMPANY") IS SCHEDULED TO BE HELD ON MONDAY, 29TH JUNE, 2020 AT 11.00 A.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Item No. 1 - Adoption and approval of the amended and restated Articles of Association

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTION:

"RESOLVED THAT in view of the investment by SoftBank 2 under the Subscription Agreement and pursuant to the execution of the Shareholders Agreement, and pursuant to sections 5 and 14 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, consent of the members of the Company be and is hereby accorded to amend and restate the articles of association of the Company in the form attached hereto as Exhibit A, a copy of which is placed before the meeting, and duly initialed by the Chairman, be and is hereby approved and adopted as the articles of association of the Company in substitution of and to the exclusion of the existing articles of association of the Company.

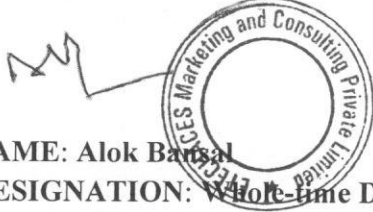
RESOLVED FURTHER THAT Mr. Yashish Dahiya, Whole-time Director of the Company, and Mr. Alok Bansal, Whole-time Director and Chief Financial Officer of the Company, be and are hereby, jointly and severally, authorized to sign and file all necessary forms and other documents (including Form MGT-14) as may be required by the statutory authorities including, the Registrar of Companies, National Capital Territory of Delhi and Haryana, and to do all such acts and deeds, including execution of documents, that may be required for the purpose of alteration of the articles of association of the Company and suggested by the Registrar of Companies, National Capital Territory of Delhi and Haryana, or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolution and to liaise with the concerned authorities with regard to the same.



RESOLVED FURTHER THAT Mr. Yashish Dahiya, Whole-time Director of the Company, and Mr. Alok Bansal, Whole-time Director and Chief Financial Officer of the Company, be and are hereby authorised to certify a copy of these resolutions and provide the same to all concerned parties and relevant statutory authorities (if any)."

By order of the Board of Directors

For Etechaces Marketing and Consulting Private Limited



NAME: Alok Bansal

DESIGNATION: Whole-time Director

DIN: 01653526

ADDRESS: Plot No. 119, Sector-44, Gurgaon-122001, Haryana

Place: Gurgaon

Dated: 05.06.2020

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 Extra General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
- (b) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM 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 Extra-Ordinary 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 Extra-Ordinary General Meeting.
- (d) 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.



- (e) The copy of the amended and restated Articles of Association is attached hereto as Annexure-II.
- (f) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (g) Members attending the EGM 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:
<https://zoom.us/j/7641179013?pwd=SjVZZjRWVWgreGo5dVV0WkJmZWYrUT09>
Meeting ID: 764 117 9013
Meeting Password: 9qry2H
- (i) Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM.
- (j) Members who need assistance before or during the EGM, can contact Mr. Bhasker Joshi, Company Secretary of the Company at bhasker@policybazaar.com/ +91 9910098208.



ANNEXURE I

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at item No. 1:

Item No. 1:

The present articles of association of the Company were adopted on April 26, 2019. In accordance with the terms of the (i) the Amended and Restated Subscription Agreement dated April 02, 2019, *read with* Amendment Agreement dated December 04, 2019, executed inter alia by and amongst SVF Python II (Cayman) Limited ("SoftBank 2"), the Company, Mr. Yashish Dahiya and Mr. Alok Bansal (the "Subscription Agreement"); and (ii) the shareholders' agreement dated June 21, 2018 executed by and amongst SVF India Holdings (Cayman) Limited, Diphda Internet Services Limited, Startup Investments (Holding) Limited, Ithan Creek MB, True North Fund V LLP, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Private Limited, Puran Associates Private Limited, MB Finmart Private Limited, Windy Investments Private Limited, the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Yashish Dahiya and Mr. Alok Bansal, *read with* (a) the shareholders amendment agreement dated April 02, 2019 executed by and amongst SVF India Holdings (Cayman) Limited, Diphda Internet Services Limited, Ithan Creek MB, True North Fund V LLP, True North Fund VI LLP, Startup Investments (Holding) Limited, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Alok Bansal and Mr. Yashish Dahiya; and (b) amendment agreement dated July 19, 2019 executed inter-alia between SVF India Holdings (Cayman) Limited, Diphda Internet Services Limited, Ithan Creek MB, True North Fund V LLP, True North Fund VI LLP, Startup Investments (Holding) Limited, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II Limited, Munjal Trust, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Private Limited, Puran Associates Private Limited, MB Finmart Private

Limited, Windy Investments Private Limited, the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Alok Bansal and Mr. Yashish Dahiya; ("Shareholders Agreement"), the articles of association of the Company are required to be amended and restated to incorporate the terms and conditions of the Shareholders Agreement. It is therefore deemed appropriate that the articles of association of the Company be amended and restated in the form appended hereto.

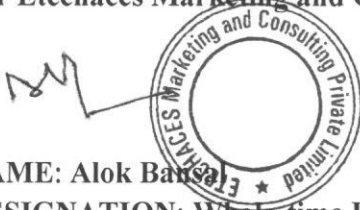
The amended and restated articles of association of the Company, as appended hereto, shall be available for inspection, in electronic form, during business hours and at the meeting.

The applicable provisions of the Companies Act, 2013 require the Company to seek the approval of the members for the alteration of its articles of association.

Accordingly, the Board recommends the passing of the resolution set out at Item No. 1 as a Special Resolution as per the provisions of the Companies Act, 2013.

None of the Directors or the key managerial personnel of the Company, or any of their relatives, are concerned or interested, directly or indirectly, financially or otherwise, in the passing of the proposed resolution.

For Etechaces Marketing and Consulting Private Limited



NAME: Alok Bansal

DESIGNATION: Whole-time Director

DIN: 01653526

ADDRESS: Plot No. 119, Sector-44, Gurgaon-122001, Haryana

Place: Gurgaon

Dated: 05.06.2020

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

[to be attached separately]