

**NOTICE TO MEMBERS**

**NOTICE** is hereby given that the Eleventh (11<sup>th</sup>) Annual General Meeting of the members of Etechaces Marketing and Consulting Private Limited ("the **Company**") will be held at Plot No. 119, Sector-44, Gurugram-122001, Haryana, on Monday 30<sup>th</sup> September, 2019 at 4:00 pm to transact the following business(es):

**ORDINARY BUSINESS(ES):**

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the year ended March 31, 2019 including audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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, 2019 consisting of the Balance Sheet as at March 31, 2019, 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(ES):**

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

**"RESOLVED THAT** in partial modification to the resolution passed by the members at the Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> September, 2018 and pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/ or any other securities of other body corporates or person whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, fixed deposits, debt instrument(s) or debt based securities of any government, semi-government or listed company(ies), as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs. 4,000 Crores (Rupees Four Thousand Crores only), notwithstanding that investments along with Company's existing loans or guarantee/



security or investments shall be in excess of the limits prescribed under Section 186 aforesaid or upto the limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher and that the Board is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.

**“RESOLVED FURTHER THAT** Mr. Yashish Dahiya and Mr. Alok Bansal, Whole Time Director of the Company be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investment including the timing, amount and other terms and conditions of such loans, guarantees and investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investment.”

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



**(Bhasker Joshi)**

**Company Secretary**

**Membership No. F8032**

**Regd. Office: Plot No. 119, Sector-44,  
Gurugram-122001, Haryana**

**Date: September 06, 2019**

**Place: Gurugram**

**NOTES:**

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during the business hour except on holidays, up to and including the date of AGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50(fifty) who are holding, in the aggregate, not more than 10(ten) percent of the total share capital of

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**ETechAces Marketing And Consulting Private Limited**

Registered Office Address : Plot No. 119, Sector-44, Gurugram-122001 (Haryana)

Telephone No. : 0124-4562900, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com,

Website : www.policybazaar.com CIN : U51909HR2008PTC037998

the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of Proxy as attached with the notice, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.





**EXPLANATORY STATEMENT PURSUANT TO 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:****Authorization for investments of surplus funds of the Company**

The Members of the Company, at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018, had approved by means of a Special Resolution, the limits upto Rs. 3,000 Crores (Rupees Three Thousand Crores only) for authorising the Board of Directors of the Company for making investments in shares, debentures, securities of the other bodies corporate and/or various schemes of Mutual Funds and/or other funds, fixed deposits, debt instrument(s) or debt based securities of any government, semi-government or listed company(ies), to give loans to any other body corporate, to give any other guarantee and/or provide any other security pursuant to section 186 of the Companies Act, 2013.

Under the provisions of Section 186 of the Companies Act 2013, the powers to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates or person whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, fixed deposits, debt instrument(s) or debt based securities of any government, semi-government or listed company(ies), in excess of the limits prescribed, can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution at a general meeting, for the authorizing the Board to exercise aforesaid powers, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum limit of Rs. 4,000 Crores (Rupees Four Thousand Crores only) notwithstanding that investments along with Company's existing loans or guarantee/ security or investments shall be in excess of the limits prescribed under Section 186 or up to the limits so prescribed under Section 186, whichever is higher.

The Board recommends the Resolution as set out at Item no. 2 of the Notice as a Special Resolution, for approval of the Members. The resolution when approved will be implemented by the Board of Directors of the Company by deciding upon a judicious mix of the various options of investments.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution(s) except to the extent of their shareholding in the Company.

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



**(Bhasker Joshi)**

**Company Secretary**

**Membership No. F8032**

**Regd. Office: Plot No. 119, Sector-44,  
Gurugram-122001, Haryana**

**Date: September 06, 2019  
Place: Gurugram**



**ATTENDANCE SLIP****11<sup>TH</sup> ANNUAL GENERAL MEETING -MONDAY, THE 30<sup>TH</sup> SEPTEMBER, 2019**

Name of Member(s)	
Regd. Folio No./DP Id No.*/Client Id No.*	
Registered Address	
No. of Shares held	
Email id	
Name of the Joint holder (if any)	

\*Applicable for investor holding shares in electronic form.

I certify that I am the registered shareholder(s)/proxy for the registered shareholders of the Company.

I/we hereby record my/our presence at the 11<sup>th</sup> Annual General Meeting of the Company to be held at Plot No. 119, Sector-44, Gurugram-122001, Haryana, India on Monday, 30<sup>th</sup> day of September, 2019 at 4:00 P.M.

.....  
Member's/Proxy's Name in Block Letters  
Signature

.....  
Member's/Proxy's

**Notes:** A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

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Website : www.policybazaar.com CIN : U51909HR2008PTC037998

**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]

Name of the member (s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member(s) of Etechaces Marketing and Consulting Private Limited holding  
..... shares of the above named company hereby appoint:

1.

Name :	E-mail Id:
Address:	
Signature, or failing him	

2.

Name :	E-mail Id:
Address:	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual  
general meeting of the company, to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 4:00

p.m. at the registered office of the Company at Plot No. 119, Sector-44, Gurugram-122001, Haryana (India) and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 including audited Balance Sheet as at 31 <sup>st</sup> March, 2019, 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, 2019 consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with Auditors' Report thereon.		
<b>Special Business</b>			
2.	Authorization for Investments of surplus funds of the Company		

Affix Revenue  
Stamp

Signed this ..... day of ..... 2019

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder  
holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> proxy

**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.



