

NOTICE OF EXTRAORDINARY GENERAL MEETING

To the Members,

Notice is hereby given that an Extra-Ordinary General meeting of the members of Policybazaar Insurance Brokers Private Limited (formerly known as Policybazaar Insurance Web Aggregator Private Limited) (the "Company") is scheduled to be held on Friday, 07th January, 2022 at 11.00 a.m. (IST) at a Shorter Notice at Registered Office at Plot No. 119, Sector-44, Gurugram-122001, Haryana to transact the following special business:

SPECIAL BUSINESS(ES):

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE 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 **Special Resolution**:

"RESOLVED THAT subject to the approval of shareholders of the Company and pursuant to sections 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 and the provisions of the articles of association of the Company, the authorized share capital of the Company be and is hereby increased from Rs 75,00,00,000/- (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 2,50,00,000 (Two Crore Fifty Lakh) equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT consequently, subject to the approval of the shareholders of the Company and pursuant to Section 13 and other applicable provisions of the Companies Act, the existing clause V of the memorandum of association of the Company be and is hereby substituted by the following:

V. "The Authorised Share Capital of the Company is Rs.1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crore) equity Shares of Rs. 10/- (Rupees Ten Only) each Equity Shares."

RESOLVED FURTHER THAT Mr. Alok Bansal, Director and Mr. Manoj Sharma, Director and Ms. Ruchika, Company Secretary of the Company be and are hereby authorized to take all steps for giving effect to the aforesaid resolution including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana, located at New Delhi.

RESOLVED FURTHER THAT certified copy of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

BY ORDER OF THE BOARD OF DIRECTORS
FOR Policybazaar Insurance Brokers Private Limited
(formerly known as Policybazaar Insurance Web Aggregator Private Limited)



Name: Ruchika
Designation: Company Secretary
Membership No.:A54397
Address: Plot No. 119, Sector-44,
Gurugram-122001, Haryana
Date: 29.12.2021
Place: Gurugram



Policybazaar Insurance Brokers Private Limited

(Formerly known as Policybazaar Insurance Web Aggregator Private Limited)
Registered & Corporate Office Address : Plot No. 119, Sector-44 Gurugram-122001 (Haryana)
Telephone No. : 0124-4218302, E-mail : enquiry@policybazaar.com, Website : www.policybazaar.com
Registered No. 742, Registered Code : IRDA/DB 797/19 valid from 10/06/2021 to 09/06/2024
CIN : U74999HR2014PTC053454

NOTES:

1. 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**.

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 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.

By Order of the Board of Directors

FOR Policybazaar Insurance Brokers Private Limited

(formerly known as Policybazaar Insurance Web Aggregator Private Limited)

Ruchika

Name: Ruchika

Designation: Company Secretary

Membership No.:A54397

Address: Plot No. 119, Sector-44,
Gurugram-122001, Haryana

Date: 29.12.2021

Place: Gurugram



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The present Authorised Share Capital of the Company is Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) comprising of 75,00,000 (Seventy Five Lakh) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 29th December, 2021, had accorded its approval for increasing the Authorised Share Capital from Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) to Rs. 100,00,00,000 (One Hundred Crore) equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 2,50,00,000 (Two Crore Fifty Lakh) equity Shares of Rs. 10/- (Rupees Ten Only) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) to Rs. 10,00,00,000 (Ten Crore) equity Shares of Rs. 10/- each, by creation of additional 2,50,00,000 (Two Crore Fifty Lakh) equity Shares of Rs. 10/-each ranking *paripassu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

By Order of the Board of Directors

FOR Policybazaar Insurance Brokers Private Limited

(formerly known as Policybazaar Insurance Web Aggregator Private Limited)



NAME: Ruchika

DESIGNATION: Company Secretary

MEMBERSHIP NO.:A54397

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



Date: 29.12.2021

Place: Gurugram

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