

**NOTICE TO MEMBERS**

NOTICE IS HEREBY GIVEN THAT THE EIGHTH (08<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF POLICYBAZAAR INSURANCE BROKERS PRIVATE LIMITED IS SCHEDULED TO BE HELD AT SHORTER NOTICE ON MONDAY, 19<sup>TH</sup> SEPTEMBER, 2022 AT 03:00 P.M., AT REGISTERED OFFICE OF THE COMPANY AT PLOT NO 119, SECTOR-44, GURGAON-122001, HARYANA, TO TRANSACT THE FOLLOWING BUSINESS (ES):

**ORDINARY BUSINESS: -**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTIONS:**

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 including the Audited Balance Sheet, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Auditors' Report and Directors' Report thereon.

Item No. 2: To appoint a Director in place of Mr. Alok Bansal (DIN: 01653526), who retires by rotation and being eligible, offers himself for re-appointment;

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 the approval of members of the Company be and is hereby accorded to reappoint Mr. Alok Bansal (DIN: 01653526), as a director, who is liable to retire by rotation.”

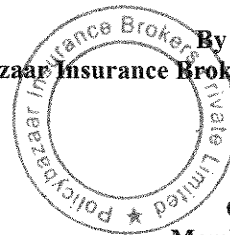
**SPECIAL BUSINESS (ES):**

Item No. 3: Appointment of Ms. Lilian Jessie Paul (DIN: 02864506) as Non- Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013 and rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), and also provisions of Article 68 of Articles of Association of the Company, Ms. Lilian Jessie Paul (DIN: 02864506) who was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from May 24, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of 08<sup>th</sup> Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and has submitted a declaration that she meets the criteria for independence as provided in the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from 24<sup>th</sup> May, 2022 to 23<sup>rd</sup> May, 2027, not liable to retire by rotation.”

By Order of the Board  
For Policybazaar Insurance Brokers Private Limited



*Ruchika*  
(Ruchika)

Company Secretary  
Membership No. A54397  
Regd. Office: Plot No. 119, Sector-44,  
Gurgaon-122001, Haryana

Date: 09.08.2022

Place: Gurgaon

**Policybazaar Insurance Brokers 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

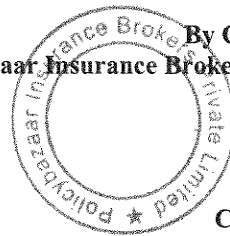
Registered No. 742, Registered Code : IRDA/DB 797/19 valid from 10/06/2021 to 09/06/2024

CIN : U74999HR2014PTC053454

**NOTES:**

- (a) The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Item No. 3 to be transacted at the Annual General Meeting is annexed hereto.
- (b) All documents including statutory registers 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 Annual General Meeting.
- (c) 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.
- (d) 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.
- (e) Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
- (f) Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this Annual General Meeting, pursuant to Section 113 of the Act, through e-mail at cosec@policybazaar.com, or by post to company secretary at Plot No 119, Sector-44, Gurgaon-122001, Haryana.
- (g) 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  
For Policybazaar Insurance Brokers Private Limited



*Ruchika*  
(Ruchika)

Company Secretary  
Membership No. A54397  
Regd. Office: Plot No. 119, Sector-44,  
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**ANNEXURE-A**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO SECRETARIAL STANDARD-2 (SS-2) ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) ON GENERAL MEETINGS**

<b>Name</b>	Mr. Alok Bansal																												
<b>DIN</b>	01653526																												
<b>Original date of appointment</b>	25 <sup>th</sup> September, 2014																												
<b>Age</b>	46 Years																												
<b>Qualifications</b>	He holds Bachelor's degree in Technology from Shri Shahu Ji Maharaj University, Kanpur and PG Diploma in Management from IIM, Calcutta.																												
<b>Experience (including expertise in specific functional area)</b>	Business Development & Financial Planning.																												
<b>Terms and Conditions of Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Alok Bansal who was appointed as a Non-executive Director on 25 <sup>th</sup> September, 2014, is liable to retire by rotation.																												
<b>Remuneration (including sitting fees, if any) last drawn (FY 2021-22)</b>	Nil																												
<b>Remuneration proposed to be paid</b>	Nil																												
<b>Date of first appointment on the Board</b>	25 <sup>th</sup> September, 2014																												
<b>Shareholding in the company</b>	He holds one share in the company as a Nominee Shareholder of its Holding Company (i.e. PB Fintech Limited)																												
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	He is not related to any other Director/ Manager/ Key Managerial Personnel																												
<b>The number of Meetings of the Board attended during the year</b>	Thirteen (13) board meetings were held during the financial year 2021-22. He has attended all meetings.																												
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Name of Company</th> <th>Position held</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>PB Fintech Limited</td> <td>Vice Chairman and Whole Time Director</td> </tr> <tr> <td>2</td> <td>Policybazaar Insurance Brokers Private Limited</td> <td>Director</td> </tr> <tr> <td>3</td> <td>Icall Support Services Private Limited</td> <td>Director</td> </tr> <tr> <td>4</td> <td>PB Marketing and Consulting Private Limited</td> <td>Director</td> </tr> <tr> <td>5</td> <td>Paisabazaar Marketing and Consulting Private Limited</td> <td>Director</td> </tr> <tr> <td>6</td> <td>Accurex Marketing and Consulting Private Limited</td> <td>Director</td> </tr> <tr> <td>7</td> <td>Docprime Technologies Private Limited</td> <td>Director</td> </tr> <tr> <td>8</td> <td>Spoteezy Tech Private Limited</td> <td>Director</td> </tr> </tbody> </table>		Sr. No	Name of Company	Position held	1	PB Fintech Limited	Vice Chairman and Whole Time Director	2	Policybazaar Insurance Brokers Private Limited	Director	3	Icall Support Services Private Limited	Director	4	PB Marketing and Consulting Private Limited	Director	5	Paisabazaar Marketing and Consulting Private Limited	Director	6	Accurex Marketing and Consulting Private Limited	Director	7	Docprime Technologies Private Limited	Director	8	Spoteezy Tech Private Limited	Director
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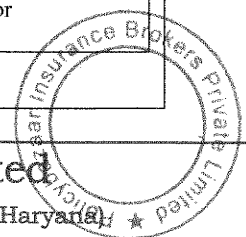
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<b>Committee</b>			
<b>Sr. No</b>	<b>Name of Committee</b>	<b>Name of Company</b>	<b>Position held</b>
1	Stakeholders Relationship Committee	PB Fintech Limited	Member
2	Risk Management Committee	PB Fintech Limited	Member
3	Audit Committee	Policybazaar Insurance Brokers Private Limited	Member
4	CSR Committee	Policybazaar Insurance Brokers Private Limited	Chairperson

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Ms. Lilian Jessie Paul (DIN: 02864506) was appointed as an Additional Director under category of Non-Executive Independent Director with effect from 24<sup>th</sup> May, 2022 subject to the approval of Members of the Company. Accordingly, Ms. Lilian Jessie Paul shall hold office upto the date of this Annual General Meeting.

Ms. Lilian Jessie Paul holds a bachelor's degree in engineering from Bharathidasan University and a post-graduate diploma in management from Indian Institute of Management, Calcutta. She is the founder and CEO of Paul Writer Strategic Services and is the author of a book titled 'No Money Marketing', published by Tata McGraw-Hill. She has previously been associated with Tata Elxsi (India) Limited, Ogilvy & Mather Limited, Infosys Limited, iGATE Global Solutions Limited and Wipro Limited.

In this connection, the Board is of the opinion that Ms. Paul fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Ms. Paul is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years' starting from 24<sup>th</sup> May,2022 to 23<sup>rd</sup> May,2027 subject to continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and shall not be liable to retire by rotation.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.03 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

**Details of Ms. Lilian Jessie Paul (DIN: 02864506)**

<b>Name</b>	Ms. Lilian Jessie Paul
<b>DIN</b>	02864506
<b>Age</b>	52 Years
<b>Qualifications</b>	Bachelor's degree in Engineering from Bharathidasan University and a Post Graduate Diploma in Management from IIM, Calcutta.
<b>Experience (including expertise in specific functional area)</b>	Technology & Marketing

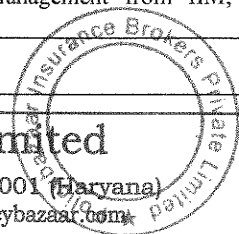
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<b>Terms and Conditions of appointment</b>	As per resolution set out in item no. 3 of the Notice																																																													
<b>Remuneration (including sitting fees, if any) last drawn (FY 2021-22)</b>	Not Applicable																																																													
<b>Remuneration proposed to be paid</b>	<p>The Shareholders had approved the below mentioned remuneration at the Extraordinary General Meeting of the Company held on May 26, 2022:</p> <p>(i)Rs. 2,00,000 /- per annum in the form of fixed fee, and                      (ii) Rs. 50,000/- for attending each meeting of board of directors and committees thereof</p>																																																													
<b>Date of first appointment on the Board</b>	24 <sup>th</sup> May,2022																																																													
<b>Shareholding in the company</b>	NIL																																																													
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Not related to any other Director/ Manager/ Key Managerial Personnel of the Company																																																													
<b>The number of Meetings of the Board attended during the year</b>	Eligible to attend three (3) meetings during the period May 26, 2022 till August 09, 2022. She has attended all the meetings.																																																													
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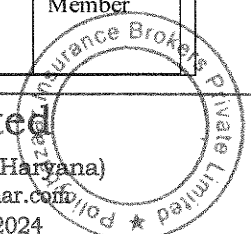
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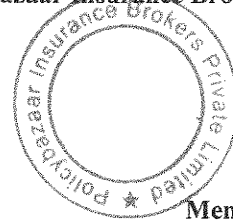
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8	Stakeholders Relationship Committee	Expleo Solutions Limited	Member
9	Risk Management Committee	Expleo Solutions Limited	Member
10	Corporate Social Responsibility Committee	Expleo Solutions Limited	Member
11	Nomination and Remuneration Committee	Creditaccess Grameen Limited	Member
12	Corporate Social Responsibility Committee	Creditaccess Grameen Limited	Member
13	Audit Committee	Bajaj Consumer Care Limited	Member
14	Risk Management Committee	Bajaj Consumer Care Limited	Member

By Order of the Board  
For Policybazaar Insurance Brokers Private Limited



*Ruchika*  
(Ruchika)

Company Secretary

Membership No. A54397

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

Date: 09.08.2022

Place: Gurgaon

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ATTENDANCE SLIP

08<sup>th</sup> ANNUAL GENERAL MEETING – MONDAY, THE 19<sup>th</sup> SEPTEMBER, 2022

Regd. Folio No.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 08<sup>th</sup> Annual General Meeting of the Company to be held at Plot No. 119, Sector-44 Gurgaon-122001 Haryana India on Monday, 19<sup>th</sup> day of September, 2022 at 03:00 P.M.

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

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

Signature

**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.

**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)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of Policybazaar Insurance Brokers 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	

3.

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 Eighth (08<sup>th</sup>) Annual general meeting of the company, to be held on **Monday, 19<sup>th</sup> of September, 2022 at Plot No. 119, Sector-44, Gurgaon-122001, Haryana at 03:00 P.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....

Signed this..... day of..... 20....

Signature of shareholder

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.**



**ROUTE MAP OF THE AGM VENUE**

