

NOTICE OF ANNUAL GENERAL MEETING

To:

1. All shareholders of the Company
2. All auditors of the Company
3. All directors of the Company

Notice is hereby given that the 11th Annual General Meeting of **D2C Insurance Broking Private Limited** ('Company') will be held on **Friday, 29th September 2023 at 02:00 PM (I.S.T) through audio-video conferencing** to transact the following business:

ORDINARY BUSINESS**1. ADOPTION OF FINANCIAL STATEMENTS FOR FY 2022-23.**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023, together with the Report of the Board of Directors & the Auditors thereon and in this regard pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the year ended 31st March 2023 including the report of the Board of Directors and Auditors thereon be and are hereby considered and adopted".

2. APPOINTMENT OF STATUTORY AUDITORS 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 pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004), be and is hereby appointed as Statutory Auditor of the Company for a period of 4 years i.e to hold office from the conclusion of 11th Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board and the proposed Auditor from time to time.

RESOLVED FURTHER THAT Mr. Indraneel Chatterjee and Mr. Balachander Sekhar, Directors of the Company, be and are hereby authorised, severally or jointly, to sign, execute and file the from(s)/ eform(s), documents / papers etc., and to do all such acts, deeds and things as may be considered necessary in this regard."

SPECIAL BUSINESS**3. INCREASE THE AUTHORISED SHARE CAPITAL AND ALTER 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 **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the authorised share capital of the Company from INR 10.5 Crore divided into 1,05,00,000 (One Crore Five Lac) equity shares of INR 10/- (INR Ten only) each to INR 12 Crore/- (INR Twelve Crore only) divided into 1,20,00,000/- (INR One Crore Twenty Lac) equity shares of INR 10/- (INR Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

“The Authorised Share Capital of the Company is INR 12 Crore/- (INR Twelve Crore only) divided into 1,20,00,000/- (INR One Crore Twenty Lac) equity shares of INR 10/- (INR Ten only) each.

RESOLVED FURTHER THAT Mr. Balachander Sekhar and Mr. Indraneel Chatterjee, Directors of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

For D2C Insurance Broking Private Limited

Indraneel Chatterjee

Director

DIN: 07062170

Date: 27th September 2023

Place: Gurugram

NOTES:

- I. Considering the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021, General Circular No 19/2021 dated 08th December 2021 and 21/2021 dated 14th December 2021, General Circular No 02/2022 dated 5th May 2022 and General Circular No. 11/2022 dated 28th December 2022 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meetings ("AGM") through video conferencing (VC) or other audio visual means. In compliance with the MCA Circulars, the AGM of the Company is being convened and conducted through VC.
- II. Members may attend the meeting by clicking on the following video conferencing link:

Join Microsoft Teams Meeting
[Click here to join the meeting](#)

Meeting ID: 461 115 730 112
Passcode: bWeRLJ
- III. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- IV. As per the provisions under the MCA Circulars, Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- V. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
- VI. Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.
- VII. Since the AGM is being held through VC, the route map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**Item No. 3**

The current Authorized Capital of the Company is INR 10.5 Crore. The Board is apprised that the paid-up capital of the Company is around INR 10.49 Crore. The Company proposes to increase its authorized share capital to INR 12 Crore/- (INR Twelve Crore only) divided into 1,20,00,000/- (INR One Crore Twenty Lac) equity shares of INR 10/- (INR Ten only) each to facilitate any further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

For D2C Insurance Broking Private Limited

Indraneel Chatterjee

Director

DIN: 07062170

Date: 27th September 2023

Place: Gurugram