

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 9th Annual General Meeting of **D2C Insurance Broking Private Limited ('Company')** will be held on **Monday, 20th September 2021 at 5:00 PM through audio-video conferencing** to transact the following business:

ORDINARY BUSINESS**1. ADOPTION OF FINANCIAL STATEMENTS FOR FY 2020-21**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2021, together with the Reports 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 2021 including the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted".

SPECIAL BUSINESS**2. APPOINT AVISHEK ADDY (DIN: 07973542) AS DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, and the Articles of Association of the Company, Avishek Addy (DIN: 07973542), who was appointed as an additional director by the Board of Directors of the Company on 12th April 2021 be and is hereby appointed as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to file all necessary forms with the Registrar of Companies including but not limited to filing DIR-12, and to execute all documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions including entering the name of the director in the register of directors of the Company, and also further to comply with the requirements, if any, under the Companies Act, 2013."

For D2C Insurance Broking Private Limited

Indraneel Chatterjee
Director
DIN: 07062170

Date: 27.08.2021**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 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meetings ("AGM") through video conferencing (VC) or other audio visual means upto 31st December 2021. 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 zoom link:

Join Zoom Meeting
<https://renewbuy.zoom.us/j/99421069050?pwd=QTE2RlIrTnN5YUdvZ3VWUx0TkV1Zz09>

Meeting ID: 994 2106 9050
Passcode: OGe9zPHX
- III. In case a poll is required to be obtained on any item, the members may email their votes only from their registered email address to company's designated email address indraneel@renewbuy.com. For any shareholders who require assistance with using the technology before or during the meeting may contact at +91-124-6403844.
- IV. 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.
- V. 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.
- VI. 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.
- VII. EXPLANATORY STATEMENT RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THIS NOTICE.
- VIII. 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.
- IX. 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. 2**

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, Avishek Addy, holding DIN 07973542, has been appointed as an additional director on the Board of Directors of the Company on 12th April 2021. The details of Avishek Addy are set out below:

Particulars	Details
Age	41 years
Qualifications	CA & MBA
Experience	15 years
Remuneration	N.A.
Date of appointment on the Board of Directors	12 th April 2021
Shareholding in the company (if any)	N.A.
Relationship with other directors, manager and other key managerial personnel (if any)	N.A.
Directorships, Membership/ Chairmanship of Committees of the boards of other companies (if any)	Director in 2 companies. Member of Institute of Chartered Accountants of India. Membership No. 133571

Further, in terms of the provisions of Companies Act 2013, the shareholders are requested to approve the appointment of Avishek Addy, holding DIN 07973542, as a Director on the Board of the Company. Accordingly, this resolution is proposed to be passed by the members of the Company as an ordinary resolution.

The Board recommends the proposed resolution set out in Item No. 2 for the approval of Members by way of Ordinary Resolution.

None of the Directors, the Key Managerial Personnel or their relatives are deemed to be personally concerned or interested, financially or otherwise in passing the resolution.

For D2C INSURANCE BROKING PRIVATE LIMITED**Indraneel Chatterjee****Director****DIN: 07062170****Date: 27.08.2021****Place: Gurugram**