

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (SERIAL NO.: 1/2020-21) OF THE MEMBERS OF ANVITI INSURANCE BROKERS PRIVATE LIMITED WILL BE HELD ON FRIDAY, NOVEMBER 13, 2020, AT 12 P.M. THROUGH VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

1. Increase in Authorized Share Capital and Alteration to 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 in accordance with the provisions of sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company, the Authorised Share Capital of the Company be increased from INR 1,05,00,00,000/- (Indian Rupees One Hundred Five Crore Only) divided into 10,50,00,000 equity shares of INR 10/- (Indian Rupees Ten Only) each to 1,49,00,00,000/- (Indian Rupees One Hundred and Forty Nine Crores Only) divided into 14,90,00,000 equity shares of INR 10/- (Indian Rupees Ten Only) each by creating additional 4,40,00,000 equity shares of INR 10/- (Indian Rupees Ten Only) each

RESOLVED FURTHER THAT the existing clause 5th of the Memorandum of Association of the Company be deleted and replaced with the following:

"5th The authorized share capital of the company is INR 1,49,00,00,000/- (Indian Rupees One Hundred and Forty Nine Crores Only) divided into 14,90,00,000 equity shares of INR 10/- each."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, things, matters and execute all such documents, instruments and writings as may be required in relation to the forgoing resolution and to delegate all or any of the powers herein vested in them to any duly constituted committee of Directors or any Director(s) or any executive(s) / officer(s) of the Company to give effect to this resolution."

By Order of the Board of Directors
For Anviti Insurance Brokers Private Limited

Gurmeet Kaur

Gurmeet Kaur
Company Secretary
Membership No.: A42894

Date: November 13, 2020

NOTES:

1. The deemed venue for the Extraordinary General Meeting (“EGM”) shall be the Registered Office of the Company situated at Unit 102, 1st Floor, The Estate, #121, Dickenson Road, Bengaluru-560042, Karnataka, India.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of the business set out above, is annexed hereto.
3. A member entitled to attend and vote at the EGM is entitled to appoint another person as a proxy to attend and vote at the meeting instead of himself and such proxy need not be a member of the company. Pursuant to the MCA circulars, provision for appointment of proxy by the members are not available for the EGM held through VC. Accordingly, the facility for appointment of proxy for this EGM has not been provided to the members and the proxy form is not annexed to this notice.
4. Members attending the EGM through VC shall only be counted for the purpose of quorum under Section 103 of the Act and the attendance of the members shall be reckoned accordingly. No separate attendance form is being enclosed with the notice.
5. The facility for joining the EGM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM, i.e., from 11:45 A.M. to 12:15 P.M.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the EGM. Members seeking to inspect such documents can send an email to cs @anviti.in.
7. Since the meeting will be conducted through VC facility, the route-map is not annexed to this Notice.
8. EGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 the following statements sets out all the material facts relating to the Special business under Item No. 1 mentioned in the accompanying Notice and should be taken as forming part of it.

ITEM NO.1

Increase in Authorized Share Capital and Alteration to the Memorandum of Association of the Company:

Members of the Company, please note that in terms of clause 5.2 of the amended and restated initial call and put option agreement dated 29 January 2020 executed by and among Aon Holdings B.V. (**Aon**), Catamaran Ventures LLP (**Catamaran**) and the Company (**ICPOA**), if Aon is unable to acquire 49% shareholding in the Company pursuant to the Call Option (as defined in the ICPOA), Aon is permitted to accrete to 49% by subscription to new equity shares of the Company, subject to the conditions set out thereunder. In accordance with clause 5.2 of the ICPOA, the Company proposes to make a primary issuance of shares to Aon.

Members, please note that as on date the Authorised Share Capital of the Company is INR 1,05,00,00,000/- (Indian Rupees One Hundred Five Crore Only) divided into 10,50,00,000 equity shares of INR 10/- (Indian Rupees Ten Only) each. In order to make a primary issuance to Aon in terms of clause 5.2 of the ICPOA, it is necessary to have adequate provision in the Authorised Share Capital of the Company. Therefore, it has been proposed to increase the Authorised Share Capital to INR 1,49,00,00,000/- (Indian Rupees One Hundred and Forty Nine Crores Only) divided into 14,90,00,000 equity shares of INR 10/- (Indian Rupees Ten Only) each by creating additional 4,40,00,000 equity shares of INR 10/- (Indian Rupees Ten Only) each. Consequent upon the increase in the Authorised Share Capital, as proposed, the existing clause 5th of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association is attached herewith.

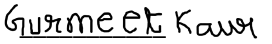
Members, please further note that in terms of the provisions of section 61 of the Companies Act, 2013 read with rules framed thereunder, any increase in Authorised Share Capital of the Company is subject to the approval of shareholders by way of an Ordinary Resolution.

Also, that the board of directors of the Company in its meeting held on November 13, 2020 has already approved the said increase in Authorised Share Capital of the Company.

Accordingly, the Board of Directors recommends the passing of the proposed resolution as set out in Item No. 1 in the accompanying notice as an Ordinary Resolution.

None of the directors, key managerial personnel, relative of the director or key managerial personnel of the Company, are concerned or interested in the said resolution.

By Order of the Board of Directors
For Anviti Insurance Brokers Private Limited


Gurmeet Kaur
Company Secretary
Date: November 13, 2020