



## **NOTICE**

**Notice** is hereby given that the 19th (Nineteenth) Annual General Meeting (AGM) of the members of Jio Insurance Broking Limited will be held on, Tuesday, June 03, 2025, at 11:30 am (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business at shorter notice: -

### **Ordinary Business**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

### **Special Business**

2. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the vacancy caused by retirement by rotation of Shri Sudipto Samarendra Ghosh (DIN: 10419519), be not filled up for the time being."

**By Order of the Board of Directors**

**Hitesh Kumar Sethia**  
**Director**  
**DIN: 09250710**

Date: May 19, 2025

Place: Mumbai

### **Registered Office:**

1st Floor, Building 4NA, Maker Maxity,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051.

CIN: U67200MH2006PLC165651

Website: [www.jioinsure.in](http://www.jioinsure.in)



### Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated September 19, 2024 read together with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, the AGM of the Company is being held through VC/OAVM and notice to all the members is being given only through electronic mode by e-mail at their address registered with the Company. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the AGM through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance slip are not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the AGM are requested to send to the Company vide an email at [rashi.vijan@jioinsure.in](mailto:rashi.vijan@jioinsure.in) a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before, Tuesday, June 03, 2025, through email at [rashi.vijan@jioinsure.in](mailto:rashi.vijan@jioinsure.in). The same will be replied by the Company suitably.
5. Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and other documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting and will be also available for inspection by members at the Meeting.
6. Members / Representatives attending the meeting through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.



## Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("The Act")

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### Item No. 2

1. In accordance with the provisions of Section 152 of the Companies Act, 2013, read with the Articles of Association of the Company, Shri Sudipto Ghosh (DIN: 10419519) is liable to retire by rotation at the 19th Annual General Meeting of the Company ("AGM") and being eligible, has offered himself for re-appointment.
2. The Nomination and Remuneration Committee (**NRC**) and the Board of Directors, at their respective meetings on May 8, 2025, and May 19, 2025, had not recommended the re-appointment of Shri. Sudipto Ghosh (DIN: 10419519) as a Director at the ensuing Annual General Meeting (**AGM**). The Board further resolved that, subject to shareholder approval at the AGM, the vacancy created by his retirement by rotation will not be filled for the time being.
3. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri Sudipto Ghosh and his relatives, is concerned or interested in this Resolution.
4. The Board recommends the Resolution as set out at Item No. 2 of the Notice for approval of the Members.



## **Annexure - 1**

Members are requested to note the following in accordance with the MCA circulars:

1. The Annual General Meeting (“**Meeting**”) through Video Conference would be conducted through “Google Meet” which enables two-way audio and video conference.

Members are requested to join the Meeting using the following link:

Video call link: <https://meet.google.com/qjh-nxnz-jyf>

2. The link to join the meeting shall be active from 11:30 a.m onwards on the day of the Meeting.
3. The E-mail address of the Company Secretary i.e. [rashi.vijan@jioinsure.in](mailto:rashi.vijan@jioinsure.in) is designated for correspondences / voting and all other purposes related to the Meeting.
4. In the event of demand for poll at the meeting, Members shall send their votes by email from their email address which is registered with the Company/Depository Participant(s) and shall only be sent to the designated email address mentioned in point no.3 above.
5. For any assistance before or during the Meeting, Members may contact the Company Secretary on +91 9372970693