

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of Willis Towers Watson India Insurance Brokers Private Limited will be held on Friday, 30th, September 2022 at shorter notice at 10.30 A.M. at Unitech Business Park, 2nd Floor, Tower B, South City 1, Gurugram 122002, India, to transact the following business:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the audited financial statements of the Company for the year ended on March 31st, 2022 and the report of Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Independent Auditor's thereon.
2. (a) To confirm payment of interim dividends and declare final dividend at the rate of Rs. 33 per equity share, for the financial year 2021-22, subject to receipt of prior approval of Insurance Regulatory and Development Authority of India.

**By the order of the Board of Directors
For Willis Towers Watson India Insurance Brokers Private Limited**

**Place: New Delhi
Date: September 16, 2022**


**Shweta Gupta
Company Secretary
M.No. A21628**


Notes:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NO MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

The instrument of Proxy in Form MGT 11, as annexed hereto, in-order to be effective, should be deposited at the place of meeting of the Company, duly completed and signed, no less than 48 hours before the commencement of the meeting. A proxy form is sent herewith, proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, where applicable.

- (b) Members/ proxies should bring the dully filled Attendance Slips sent herewith in order to attend the meeting.
- (c) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend on behalf and vote at the AGM.
- (d) In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
- (e) Members who have not yet registered their e-mail addresses are requested to register their e-mail address in order to receive all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
- (f) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- (g) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- (h) All documents referred to in the accompanying Notice shall be open for inspection at the place of meeting of the Company during normal business hours (9.30 A.M. to 6.00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- (i) The route map showing directions to reach the venue of the 20th AGM is annexed.

For Willis Towers Watson India Insurance Brokers Private Limited

Place: Delhi
Date: 16 September 2022


Shweta Gupta
Company Secretary
M.No. A21628


Willis Towers Watson India Insurance Brokers Private Limited

Registered Office: 2nd Floor, Sucheta Bhawan, 11-A, Vishnu Digamber Marg, Rouse Avenue Lane, New Delhi-110002

CIN: U74999DL2003PTC119593

Telephone: (011-49288888 * **Fax:** (011) 49288808* **Website:** www.wtwindiainsurancebrokers.com

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the 20th Annual General Meeting of the Company at Unitech Business Park, Tower B, 2nd Floor, South City 1, Sector 41, Gurugram, Haryana-1220002, on Friday 30th September, 2022 at 10.30 A.M.

Name of the Member:-----

Signature

Folio No.: _____ DP ID No.:* _____ Client ID No.:* _____

*Applicable for Members holding shares in electronic form

Full name of the Proxy/ Authorized Representative (if applicable)

Signature

Willis Towers Watson India Insurance Brokers Private Limited

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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]

CIN: U74999DL2003PTC119593

Name of the Company: **Willis Towers Watson India Insurance Brokers Private Limited**

Registered Office: 2nd Floor, Sucheta Bhawan, 11-A, Vishnu Digamber Marg, Rouse Avenue Lane, New Delhi-110002

Name of the Member(s): _____

Registered Address: _____

E-mail id: _____ DP ID No: * _____ Client ID No.: * _____

*Applicable for Members holding shares in electronic form

I/We, being the Member(s) of _____ Shares of Willis Towers Watson India Insurance Brokers Private Limited, hereby appoint:

1. Name: _____

Address: _____

Email id: _____

Signature: _____, or falling him/her

2. Name: _____

Address: _____

Email id: _____

Signature: _____, or falling him/her

3. Name: _____

Address: _____

Email id: _____

Signature: _____, or falling him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to be held on Friday the 30th September, 2022 at 10.30 A.M. at Unitech Business Park, Tower B, 2nd Floor, South City 1, Sector 41, Gurugram, Haryana-1220002, and at any adjournment thereof, in respect of the Resolutions set out in the Notice convening the Meeting, as indicated below:

| S. NO. | RESOLUTIONS | FOR | AGAINST |
|--------------------------|--|-----|---------|
| Ordinary Business | | | |
| 1. | To receive, consider and adopt: a) the audited standalone financial statement of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon. | | |

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|----|--|--|--|
| 2. | To confirm payment of interim dividends and declare final dividend at the rate of Rs. 33 per equity share for the financial year 2021-22, subject to receipt of prior approval of Insurance Regulatory and Development Authority of India. | | |
|----|--|--|--|

Signed this ____ day of _____, 2022

Signature of Shareholder

Signature of Proxy Holder(s)

Notes:



1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
3. A proxy need not be a member of the Company.
4. Please put a ✓ in the appropriate column against the resolutions indicated in the Box. If you leave the For or Against column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

