

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the members of **Paisabazaar Marketing and Consulting Private Limited** ("the Company") will be held on Thursday, September 18, 2025 at 11:30 a.m. at Plot No.119, Sector-44, Gurugram-122001, Haryana (India) to transact the following businesses:

ORDINARY BUSINESS (ES):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon for the Financial Year ended March 31, 2025, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Yashish Dahiya (DIN: 00706336), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, 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 Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yashish Dahiya (DIN: 00706336) who retires by rotation at this meeting, be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

SPECIAL BUSINESS (ES):

3. To consider regularization of appointment of Mr. Dhruv Sarin (DIN: 06772873) as director and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for the appointment of Mr. Dhruv Sarin (DIN: 06772873) as a Director of the Company, who was appointed as an Additional Director in the category of Non-Executive Director by the Board of Directors effective December 20, 2025, and who holds office until the conclusion of this Annual General Meeting, is hereby regularized and appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director and or Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

4. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and subject to the provisions of Section 188 of the Companies Act, 2013 and any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, on recommendation of the Audit Committee and Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded its approval to enter into a material related party transaction with Hero Fincorp Limited (“HFCL”), a related party of the Company, in respect of the following arrangement(s):

- Commission on Lead Generation Services - for an aggregate amount of ₹175 crore; and
 - Guarantee given towards FLDG Arrangement - cover to be provided in the form of lien-marked fixed deposits for an aggregate amount of ₹ 60 crore.
- i. Name of the Related Party: Paisabazaar Marketing and Consulting Private Limited, (“Paisabazaar”) and Hero Fincorp Limited (“HFCL”).
 - ii. Relationship: Mr. Kaushik Dutta holds a common directorship in Paisabazaar and HFCL are related parties as per the Section 2(76)(iv) of the Companies Act, 2013.
 - iii. Nature, Duration of the Contract and Particulars of the Contract or Arrangement:
Contract 1 (Already Operational) - Paisabazaar to provide lead generation services to HFCL;
Contract 2 - Paisabazaar to be enrolled as Lending Service Provider as per Digital Lending Guidelines, for lead generation and other such services to HFCL with DLG (Default Loss Guarantee).

Duration of contract-

Contract 1 - 3 Years from Nov’23

Contract 2 - 3 Years

- iv. Material terms and monetary value:

Contract 1 - Already operational

Paisabazaar to get paid (on all loans sourced under this contract)

		Customer IRR Band			
Particulars		>=19.5<=21	>21<=24%	>24<=30%	>30%
ANR payout for sourcing from 1st Apr’24 till Nov’24	POS Level	2.20%	2.50%	3.00%	3.60%
PF share	Loan level	65%	65%	70%	70%

The above mentioned commercials are exclusive of GST.

2. Target Based Incentive: Up to 2% of disbursements in any month will be paid to Paisabazaar (*including GST*)

Contract 2 -

Paisabazaar to get paid (on all loans sourced under this contract)

1. *Share of PF (Processing Fee) (as paid by borrower to HFCL) - 91.74% + Performance Incentive (Target based)*
2. *ANR Payout - 2.0% + Quality Sourcing Fee*

The above mentioned commercials are exclusive of GST

Paisabazaar to provide an FLDG cover (in form of a lien marked FD) - 2.5% of Disbursed Amount (compensation to be provided to the extent same as FLDG cover)

- v. Maximum value of transactions per annum:

Revenue from HFCL to Paisabazaar - INR 175 Cr/Annum + GST as applicable.

FLDG Cover to be provided as lien marked FD - 60 Cr/Annum (compensation to be provided to extent same as FLDG cover)

vi. The Manner of determining the pricing and other commercial terms:

We have arrangements of similar services with other lenders/suppliers in the Industry, and the terms and pricing are as per industry practice and similar to that effect. We have no existing arrangements with FLDG cover, hence no internal benchmark is available, but the terms of this are as per industry practices and within the maximum limit allowed as per RBI guidelines on DLG (Default Loss Guarantee).

RESOLVED FURTHER THAT the limit approved under omnibus approval exceeds the threshold of material transaction i.e. 10% of the turnover of latest audited financial statements (i.e. March 31, 2025). Accordingly, the shareholder approval be and hereby accorded on the recommendation of Audit Committee and Board of Directors.

RESOLVED FURTHER THAT Directors and Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters as may be required to give effect to the foregoing resolution on behalf of the Company.

RESOLVED FURTHER THAT a copy of this resolution, certified by any director or the Company Secretary of the Company, be forwarded, wherever required.”

5. To appoint M/s. Dhananjay Shukla & Associates with Registration No. P2025HR323300 as Secretarial Auditor of the Company for a period of 5 (Five) years and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 179 and 204 of the Companies Act, 2013 read with Rules made thereunder, and pursuant to the recommendation of the Audit Committee, the consent of Shareholders of the Company, be and is hereby accorded for appointment of M/s. Dhananjay Shukla & Associates, Practicing Company Secretaries with Registration No. P2025HR323300 as the Secretarial Auditor of the Company, for a period of 5 (five) consecutive Financial Years commencing from Financial Year 2025-26 up to Financial Year 2029-30, Committee and the Secretarial Auditor and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter the terms and conditions of appointment, including the remuneration of the Secretarial Auditor in such manner and to such extent as may be mutually agreed between the Board of Directors and the Secretarial Auditor, based on the recommendation of the Audit Committee and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution and for the matters connected therewith or incidental thereto.”

Registered Office:

Plot No. 135P, Sector-44,
Gurugram-122001, Haryana
CIN: U74900HR2011PTC044581

Place: Gurugram

Date: August 26, 2025

**For and on behalf of the Board
Paisabazaar Marketing and Consulting Private Limited**



Richa Arya

(Richa Arya)

Company Secretary

Add.: Plot No. 135P, Sector-44,
Gurugram-122001, Haryana

Paisabazaar Marketing and Consulting Private Limited

Registered & Corporate Office Address : Plot No. 135P, Sector-44, Gurugram-122001, (Haryana)

Telephone No. : 0124 - 6473700, **E-mail :** enquiry@paisabazaar.com

Website : www.paisabazaar.com, **CIN :** U74900HR2011PTC044581

NOTES:

- (a) An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto for item no 3, 4 & 5.
- (b) All documents referred to in the accompanying notice shall be open for inspection at the registered office of the Company during the business hour except on holidays, up to and including the date of Annual General Meeting.
- (c) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50(fifty) who are holding, in the aggregate, not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
- (d) The instrument of Proxy as attached with the notice, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of limited companies must be supported by appropriate resolutions as applicable.
- (e) Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
- (f) Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this Annual General Meeting, pursuant to Section 113 of the Act, through email at cosec@policybazaar.com, or by post to company secretary at Plot No 119, Sector-44, Gurgaon122001, Haryana.
- (g) In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

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Gurugram-122001, Haryana
CIN: U74900HR2011PTC044581

Place: Gurugram

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For and on behalf of the Board
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Paisabazaar Marketing and Consulting Private Limited

Registered & Corporate Office Address : Plot No. 135P, Sector-44, Gurugram-122001, (Haryana)

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Website : www.paisabazaar.com, **CIN :** U74900HR2011PTC044581

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

ITEM NO. 03

Mr. Dhruv Sarin (DIN: 06772873) has been appointed as an Additional Director in the category of Non-Executive Director of the Company at the Board Meeting held on December 20, 2024 in accordance with applicable laws, including the Companies Act, 2013 and holds office until the conclusion of the ensuing Annual General Meeting. Mr. Dhruv Sarin is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority.

Brief Profile of Mr. Dhruv Sarin:

Mr. Dhruv Sarin is the Chief Business Officer at PB Partners.com and takes care of offline marketing business. He has more than 13 years of experience in Policybazaar and held various positions i.e. Chief Growth Officer, International Expansion, Chief Operation Officer, Head of Operations-Policybazaar, Business Unit Head- Health Insurance, Head Key accounts, North & South, Business Manager- IndiaSpeaks (AbsolutData Research & Analytics Pvt Ltd) & Software Engineer- Infosys Technologies Ltd. He holds a bachelor's degree in Engineering from Manipal Institute of Technology and MBA from SVKM's Narsee Monjee Institute of Management Studies (NMIMS).

The Board of Directors hereby recommends the regularisation and appointment of Mr. Dhruv Sarin as a Director of the Company.

Accordingly, the Board recommends the matter and resolution set out under Item no. 03 of the Notice for the approval of the Members by means of Ordinary Resolution.

Except Mr. Dhruv Sarin, none of its Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 04

The Company entered into an agreement with Hero Fincorp Limited ("HFCL") on December 20, 2024. At the Audit Committee meeting held on January 30, 2025, the Company had obtained omnibus approval for related party transactions with HFCL in respect of the following arrangements during the financial year 2025-26:

- Commission on Lead Generation Services-for an aggregate amount of ₹175 crore; and
- Guarantee given towards FLDG Arrangement-cover to be provided in the form of lien-marked fixed deposits for an aggregate amount of ₹ 60 crore.

However, the limit approved under omnibus approval exceeds the threshold of material transaction i.e. 10% of the turnover of latest audited financial statements (i.e March 31, 2025). Accordingly, as per Section 188 of the Companies Act, 2013, read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the transaction limits already approved by the Audit Committee, now require approval of the shareholders by way of an ordinary resolution.

The Particulars of the transaction are as under:

- i. Name of the Related Party: Paisabazaar Marketing and Consulting Private Limited, ("Paisabazaar") and Hero Fincorp Limited ("HFCL").
- ii. Relationship: Mr. Kaushik Dutta holds a Common Directorship in Paisabazaar and HFCL are related parties as per the Section 2(76)(iv) of the Companies Act, 2013.
- iii. Nature, Duration of the Contract and Particulars of the Contract or Arrangement:

Contract 1 (Already Operational) - Paisabazaar to provide lead generation services to HFCL;
Contract 2 - Paisabazaar to be enrolled as Lending Service Provider as per Digital Lending Guidelines, for lead generation and other such services to HFCL with DLG (Default Loss Guarantee).

Duration of contract-

Contract 1 - 3 Years from Nov'23

Contract 2 - 3 Years

iv. Material terms and monetary value:

Contract 1 - Already operational

Paisabazaar to get paid (on all loans sourced under this contract)

		Customer IRR Band			
Particulars		>=19.5<=21	>21<=24%	>24<=30%	>30%
ANR payout for sourcing from 1st Apr'24 till Nov'24	POS Level	2.20%	2.50%	3.00%	3.60%
PF share	Loan level	65%	65%	70%	70%

The above mentioned commercials are exclusive of GST.

3. Target Based Incentive: Up to 2% of disbursements in any month will be paid to Paisabazaar (*including GST*)

Contract 2 -

Paisabazaar to get paid (on all loans sourced under this contract)

1. *Share of PF (Processing Fee) (as paid by borrower to HFCL) - 91.74% + Performance Incentive (Target based)*
2. *ANR Payout - 2.0% + Quality Sourcing Fee*

The above mentioned commercials are exclusive of GST

Paisabazaar to provide an FLDG cover (in form of a lien marked FD) - 2.5% of Disbursed Amount (compensation to be provided to the extent same as FLDG cover)

v. Maximum value of transactions per annum:

Revenue from HFCL to Paisabazaar - INR 175 Cr/Annum + GST as applicable.

FLDG Cover to be provided as lien marked FD - 60 Cr/Annum (compensation to be provided to extent same as FLDG cover)

vi. The Manner of determining the pricing and other commercial terms:

We have arrangements of similar services with other lenders/suppliers in the Industry, and the terms and pricing are as per industry practice and similar to that effect. We have no existing arrangements with FLDG cover, hence no internal benchmark is available, but the terms of this are as per industry practices and within the maximum limit allowed as per RBI guidelines on DLG (Default Loss Guarantee).

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.04 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Kaushik Dutta is concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of his shareholding in the Company, if any.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

ITEM NO. 05

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a material subsidiary of listed entity shall appoint or re-appoint a Secretarial Auditor with the approval of its Shareholders in its Annual General Meeting.

It further stipulates that any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025, is not required to be considered for the purpose of calculating the tenure of the Secretarial Auditor.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Shareholders, the Board of Directors of the Company based upon the recommendation of the Audit Committee approved the appointment of M/s. Dhananjay Shukla & Associates, Practicing Company Secretaries with Registration No. P2025HR323300, as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30 in respect of the Secretarial Audit to be undertaken and to issue the necessary Secretarial Audit report for the aforesaid period.

While recommending the appointment of M/s. Dhananjay Shukla & Associates, the Board and Audit Committee evaluated various factors, including the audit methodology, resources, team capability, competence, relevant industry experience, past experience and also based on the evaluation of the quality of secretarial audit work done by them in the past.

M/s. Dhananjay Shukla & Associates is a Peer Reviewed Firm of Practicing Company Secretaries (Partnership Firm) possessing extensive experience in the fields of Corporate laws & Procedures, Secretarial Audit, SEBI Regulations and other related compliances, IPR Laws, Labour laws compliances as well as RBI Matters. The Firm has been associated with a number of renowned Companies for various Corporate, Secretarial, Legal and Financial matters. The firm is headed by CS Dhananjay Shukla (FCS:5886, COP :8271) who is the Managing Partner of the firm and he possess an experience of more than 21 years in the Company Secretary Profession.

The terms and conditions of appointment include a period of 5 (five) consecutive Financial Years, from FY 2025-26 to FY 2029-30. The remuneration is Rs. 3,25,000/- (Rupees Three Lakh Twenty Five Thousand Only) per annum excluding taxes.

The Board of Directors is authorized to alter the terms and conditions of appointment, including any revision in the remuneration etc. in such manner and to such extent as may be mutually agreed between the Board of Directors and Secretarial Auditor, based on the recommendation of the Audit Committee.

The Company has received consent and eligibility letter from the proposed Auditor to act as the Secretarial Auditor of the Company, as per the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder.

The Board of Directors recommends the Ordinary Resolution set forth in Item No. 5 for approval by the Members of the Company.

None of the Directors, Key Management Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice save and except to the extent of their respective interest as Shareholders of the Company, as applicable.

ATTENDANCE SLIP

14th ANNUAL GENERAL MEETING THURSDAY, THE 18TH SEPTEMBER, 2025

Regd. Folio No.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 14th Annual General Meeting of the Company to be held at Plot No.119, Sector-44 Gurgaon-122001, Haryana (India) on Thursday, September 18, 2025 at 11:30 A.M.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's

Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

**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]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of Paisabazaar Marketing and Consulting Private Limited shares of the above named company hereby appoint 1.

Name :	E-mail Id:
Address:	
Signature , or failing him	

2.

Name :	E-mail Id:
Address:	
Signature , or failing him	

3.

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the company, to be held on Thursday, September 18, 2025 at Plot No.119, Sector-44, Gurgaon-122001, Haryana at 11:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below: Resolution No.

1..... 2.....
3.....

Signed this..... day of..... 20....

Signature of shareholder
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE AGM VENUE

