

**SHORTER NOTICE**

**NOTICE** is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of **Paisabazaar Marketing and Consulting Private Limited** ("the Company") will be held on Friday, August 30, 2024 at 11:30 a.m. to transact the following businesses at the registered Office of the Company at Plot No.135P, Sector-44, Gurugram-122001, Haryana.

**ORDINARY BUSINESS (ES):**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 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, 2024, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Manoj Sharma (DIN: 02745526), 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. Manoj Sharma (DIN: 02745526) who retires by rotation at this meeting, be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

3. To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditor 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** pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration Number: 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 05 (Five) years from the conclusion of the thirteenth (13<sup>th</sup>) Annual General Meeting to be held in the year 2024 until the conclusion of the Seventeenth (17<sup>th</sup>) Annual General Meeting of the Company to be held in the year 2029 at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Walker Chandiok & Co LLP, Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."



**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

**SPECIAL BUSINESS (ES):**

**4. Appointment of Mr. Dhruv Shringi (DIN: 00334986) as a Non-Executive, Independent Director**

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provision of Sections 149, 150, 152 & 160 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, in accordance with the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dhruv Shringi (DIN: 00334986), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. August 06, 2024, and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from August 06, 2024, to hold office for a term of five consecutive years i.e. from August 06, 2024 till August 05, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the company be and is hereby severally authorized to file necessary e-forms with the Registrar of Companies and do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution”.

**5. Approval of remuneration payable to Mr. Dhruv Shringi (DIN: 00334986) Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 (“Act”), Schedule V to the Act read with the Rules thereunder, (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration committee and Board of Directors, the approval of the shareholders of the company be and is hereby accorded to pay the fixed fees of Rs. 4,00,000/- (Rupees Four Lakh Only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits) to Mr. Dhruv Shringi, Non-Executive Independent Director of the Company for a period of 03 (three) years effective from August 06, 2024.

**RESOLVED FURTHER THAT** the above mentioned remuneration to be paid to Mr. Dhruv Shringi as Additional Independent Director shall be exclusive of:

- i) Sitting fees of INR 50,000/- (Indian Rupees Fifty Thousand only) per meeting, to be paid for attending the board meeting(s) or committee meeting (s)
- ii) Re-imbursement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the company be and is hereby severally authorized to file necessary e-forms with the Registrar of Companies and do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution”.



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**6. Approval of fixed fee payable to Mrs. Veena Vikas Mankar, Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and Section 198 of the Companies Act, 2013 read with the Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company and any other approval as may be required in this regard and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the approval of the shareholders of the company be and is hereby accorded to pay the fixed fees of Rs. 4,00,000/- (Rupees Four Lakh Only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits) to Mrs. Veena Vikas Mankar, Non-Executive Independent Director of the Company effective from April 01, 2024 till the completion of her term as Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** the amount of above-mentioned remuneration to be paid to Mrs. Veena Vikas Mankar, Non-Executive Independent Director of the Company shall be exclusive of the following:

- i. Sitting fees of INR 50,000/- (Indian rupees Fifty Thousand Only ) paid to be paid for every Board and Committee meetings;
- ii. re-imbursement of expenses w.r.t. attending Board/ Committee meetings-Flight, Transportation, Hotel stays, etc.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the company be and is hereby severally authorized to file necessary e-forms with the Registrar of Companies and do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution”.

**7. Approval of remuneration payable to Mr. Naveen Kukreja, Whole Time Director and CEO of the Company**

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

**“RESOLVED** pursuant to the approval of Nomination and Remuneration Committee and the Board of Directors in their meetings held on May 7, 2024 and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V and rules made thereunder and subject to the approval of Members in the ensuing Annual General Meeting and other approval/permissions of any regulatory bodies, if any, as may be required, approval of the Board of Directors be and is hereby accorded for the remuneration payable to Mr. Naveen Kukreja, Whole Time Director & CEO for FY 2024-25 and 2025-26 as mentioned here under:

1. **Fixed Pay:** Mr. Naveen Kukreja shall be eligible for annual fixed salary of Rs. 2,45,00,000/- (Rupees Two Crores Forty Five Lakhs only) with the authority to the Nomination and Remuneration Committee/ Board of Paisabazaar Marketing and Consulting Private Limited ("Company") to determine any merit based increase in the salary from time to time which shall not be exceeding 20% per annum over the remuneration paid during the previous year.
2. **Perquisites:** The perquisite arising as a result of exercise of 70,000 stock option granted under PB Fintech Employees Stock Option Plan 2020 (“ESOP 2020”) and 3,06,000 stock option granted under PB Fintech Employees Stock Option Plan 2021 (“ESOP 2021”) as and when exercised during the FY 2024-25 and 2025-26.

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**RESOLVED FURTHER THAT** in the event of any inadequacy or absence of profits in any financial year or years, remuneration mentioned above including the perquisites arising as a result of exercise of Stock option granted to him under the PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020") and PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") payable to Mr. Naveen Kukreja, Whole Time Director and CEO of the Company as approved herein be continued to be paid as minimum remuneration subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to increase, vary, alter and / or revise the remuneration of Mr. Naveen Kukreja within the limits allowed under the Act without being required to seek any further consent or approval of the member(s) of the Company and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

**Registered Office:**

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

**Place:** Gurugram

**Date:** August 23, 2024

**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

**NOTES:**

- (a) An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto for item no 4, 5, 6 & 7.
- (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](mailto: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.

**Registered Office:**

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

**Place:** Gurugram

**Date:** August 23, 2024

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

**ITEM NO.: 4**

Pursuant to recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors had approved appointment of Mr. Dhruv Shringi (DIN: 00334986) as a Non-Executive Independent Director of the Company effective from August 06, 2024.

He is member of the Institute of Chartered Accountants of India and holds a master's degree in business administration from INSEAD, France. Mr. Dhruv Shringi is the Whole-time Director and Chief Executive Officer of Yatra Online Limited and was previously associated with Fords Motor Company, Arthur Anderson & Co., Ebookers.Com Plc as well as with the Internet and Mobile Association of India as its Vice-Chairman. He is also currently serving as the Co-Chairman of the FICCI (Federation of Indian Chambers of Commerce and Industry) tourism committee. He was also listed amongst the top 40 CEO's in the country by Fortune.

Considering the knowledge, expertise, experience and skillsets of Mr. Shringi, pursuant to the recommendation of the NRC, the Board of Directors approved appointment of Mr. Shringi as a Non-Executive Independent Director of the Company for the period of five (5) years with effect from August 06, 2024.

The Company has received a declaration from Mr. Shringi that he meets the criteria of independence prescribed under Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Company has also received his consent to act as an Independent Director and declaration that he is not disqualified or debarred from being appointed as a Director in terms of Section 164 of the Act.

The brief profile and areas of expertise of Mr. Shringi is annexed to the Notice as Annexure I.

In the opinion of the Board, Mr. Shringi fulfils the conditions for appointment as an Independent Director as specified in the Act. Mr. Shringi is independent of the management.

Except, Mr. Shringi being the appointee and/or his relatives, none of the other Directors / Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

In view of the above, on the recommendation of the NRC, the Board of Directors recommends Special Resolution as set out at Item No. 4 of the Notice, for approval of the Members of the Company.

**ITEM NO.: 5**

Pursuant to recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors had approved appointment of Mr. Dhruv Shringi (DIN: 00334986) as a Non-Executive Independent Director of the Company effective from August 06, 2024 and it is proposed to pay the fixed fees of Rs. 4,00,000/- (Rupees Four Lakh Only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits) in addition to the sitting fees of Rs. 50,000/- for each Board and Committee Meeting and re-imbursement of expenses payable to him for attending Board/Committee Meetings for a period of 03 (three) years effective from August 06, 2024 in compliance with provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The requisite disclosure required under Clause (iv) of Section II of Schedule V of the Companies Act, 2013 is given under Annexure-II to the notice.

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Except, Mr. Shringi being the appointee and/or his relatives, none of the other Directors / Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

In view of the above, on the recommendation of the NRC, the Board of Directors recommends Special Resolution as set out at Item No. 5 of the Notice, for approval of the Members of the Company.

**ITEM NO.: 6**

In view of the increased participation and invaluable contribution of Mrs. Veena Vikas Mankar, Non-Executive Independent Director of the Company, it is considered appropriate that the remuneration payable to her should be commensurate with her roles, responsibilities and duties.

Pursuant to the provisions of the Companies Act, 2013 read with the Schedule V and the notification of the Ministry of Corporate Affairs dated March 18, 2021, the remuneration may also be paid to the Independent directors in case of an inadequate profits or no profits on the basis of effective capital of the Company.

The Nomination and Remuneration Committee decided to pay the fixed fees of Rs. 4,00,000/- per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits) to Mrs. Veena Vikas Mankar, Non-Executive Independent Director of the Company, in addition to the sitting fees of Rs. 50,000/- for each Board and Committee Meeting and re-imbursement of expenses payable to her for attending Board/Committee Meetings, in accordance with the applicable provisions of the Companies Act, 2013 for her remaining tenure till June 30, 2026 as Non-Executive Independent Director of the Company.

In compliance with provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The requisite disclosure required under Clause (iv) of Section II of Schedule V of the Companies Act, 2013 is given under Annexure-II to the notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Except Mrs. Veena Vikas Mankar, Non-Executive Independent Director of the Company, none of the other directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

**ITEM NO. 7**

Mr. Naveen Kukreja (DIN: 07363819) was re-appointed as Whole Time Director & CEO of the Company by the Board at its meeting held on July 01, 2021 for a period of five years i.e. from July 01, 2021 to June 30, 2026. The same was subsequently approved by the members at the Extra-Ordinary General Meeting held on August 02, 2021.

The members of the company has approved his remuneration for the FY 2022-23 & 2023-24 at the Extra Ordinary General Meeting held on May 26, 2022.

The Nomination and Remuneration Committee at its meeting held on May 07, 2024, unanimously decided to pay the below mentioned remuneration to Mr. Naveen Kukreja, Whole Time Director & CEO of the Company for the financial year 2024-25 and 2025-26.

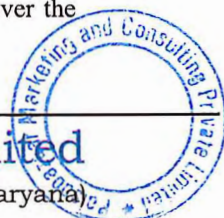
1. **Fixed Pay:** Mr. Naveen Kukreja shall be eligible for annual fixed salary of Rs. 2,45,00,000/- (Rupees Two Crores Forty Five Lakhs only) with the authority to the Nomination and Remuneration Committee/ Board of Paisabazaar Marketing and Consulting Private Limited ("Company") to determine any merit based increase in the salary from time to time which shall not be exceeding 20% per annum over the remuneration paid during the previous year.

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- 2. Perquisites:** The perquisite arising as a result of exercise of 70,000 stock option granted under PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020") and 3,06,000 stock option granted under PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") as and when exercised during the FY 2024-25 and 2025-26.

Pursuant to the provisions of the Companies Act, 2013 read with the Schedule V, the remuneration may also be paid to the Whole Time Director in case of an inadequate profits or no profits on the basis of effective capital of the Company.

In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval. The requisite disclosure required under Clause (iv) of Section II of Schedule V of the Companies Act, 2013 is given under Annexure-II to the notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Except Mr. Naveen Kukreja, Whole Time Director & CEO of the Company, none of the other directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.



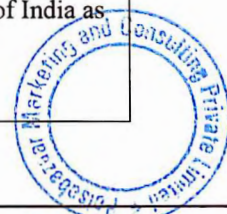
**BRIEF PROFILE OF MR. DHRUV SHRINGI**

Particulars	Details
<b>Name</b>	<b>Mr. Dhruv Shringi</b>
Director Identification Number	00334986
Original date of appointment	August 06, 2024
Brief resume of the Director (Including age and qualifications)	<p>Mr. Dhruv Shringi, aged about 51 years, is the Whole-time Director and Chief Executive Officer of Yatra Online Limited. He was previously associated with Fords Motor Company, Arthur Anderson &amp; Co., Ebookers.Com Plc as well as with the Internet and Mobile Association of India as its vice-chairman. He is also currently serving as the Co-Chairman of the FICCI (Federation of Indian Chambers of Commerce and Industry) tourism committee. He was also listed amongst the top 40 CEO's in the country by Fortune.</p> <p>He holds a master's degree in business administration from INSEAD, France and member of the Institute of Chartered Accountants of India.</p>
Experience and nature of expertise in specific functional area	He is having rich experience in business development, new initiatives and financial planning. He is having rich experience in Finance and Business Administration.
Shareholding in the Company, either directly or by way of beneficial ownership	Nil
Terms and conditions of appointment/re-appointment	In terms of Section 149 of the Companies Act, 2013, he is a Non-Executive Independent Director, not liable to retire by rotation.
No. of meetings of the Board attended during the financial year 2023-24	Not applicable
Remuneration sought to be paid and remuneration last drawn	Not Applicable
Directorships, Membership /Chairmanship of Committees of other Boards along with the listed entities from which the director has resigned in the past three years	<p><b>Directorships:</b>  <b>Listed:</b> Yatra Online Limited  <b>Unlisted:</b> Nil</p> <p><b>Membership/ Chairmanship of committees of other companies:</b> Nil</p> <p><b>Listed Entities from which he has resigned in past three years:</b>  Nil</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related



Pursuant to Clause (iv) of Section II of Schedule V of the Companies Act, 2013 the following statement is given:

I.	General information:	Mr. Naveen Kukreja, WTD & CEO	Mrs. Veena Vikas Mankar, Independent Director	Mr. Dhruv Shringi, Independent Director
(1)	Nature of Industry	Financial Product		
(2)	Date or expected date of commencement of commercial production	Not Applicable		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	Performance for F.Y. 2023-24: 1. Gross Revenue: INR 58545 Lakhs 2. Profit/Loss after tax: INR 8973 Lakhs 3. Dividend: NIL 4. EPS: INR (20.02)		
(5)	Foreign investments or collaborations, if any.	No		
II.	Information about the appointee:			
(1)	Background details	Mr. Naveen Kukreja is the Whole-Time Director of the Company. He has completed engineering from Delhi College of Engineering and also holds a Post Graduate Diploma from IIM Calcutta.  Naveen comes with a rich experience of close to 13 years in the financial services, having worked with Capital One Bank in the UK and Citibank in India and most recently, as the Senior Vice President of Marketing and	Mrs. Veena Vikas Mankar is an Independent Director of our Company.  She holds a bachelor's degree in economics from the University of Delhi, a post graduate diploma in business administration from the Indian Institute of Management, Ahmedabad and has completed the strategic leadership for microfinance course at Harvard Business School.	Mr. Dhruv Shringi is the Whole-time Director and Chief Executive Officer of Yatra Online Limited. He is a chartered accountant and has completed his course from the Institute of Chartered Accountants of India. He also holds a master's degree in business administration from INSEAD, France. He was previously associated with Fords Motor Company, Arthur Anderson & Co., Ebookers.Com Plc as well as with the Internet and Mobile Association of India as



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		Strategy at Aviva Life Insurance. At Aviva, Naveen was instrumental in formulating the strategy for establishing and growing the digital business besides leading the overall strategy and analytics function.	She is the founder of Swadhaar FinServe Private Limited. Mrs. Mankar started her career with ICICI Limited and has worked with various financial institutions including West LB Group (Singapore) and FIM Bank (Malta). She has also served as a director on the board of Liberty General Insurance Limited and as the non-executive chairperson of IDFC Bank Limited (now known as IDFC First Bank Limited).	its vice-chairman. He is also currently serving as the Co Chairman of the FICCI (Federation of Indian Chambers of Commerce and Industry) tourism committee. He was also listed amongst the top 40 CEO's in the country by Fortune.
(2)	Past remuneration	INR 2.45 Cr was paid during FY 2023-24 as remuneration in addition to the value of perquisites on account of exercise of ESOPs granted to him	INR 2,00,000 per annum as fixed fee during FY 2023-24 in addition to the sitting fees and reimbursement of expenses	NIL
(3)	Recognition or awards	-	-	-
(4)	Job profile and his suitability	Not Applicable		
(5)	Remuneration proposed	As set out in item no. 7 of this notice.	As set out in item no. 6 of this notice.	As set out in item no. 4 of this notice.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him and the enhanced business activities of the Company, proposed remuneration is commensurate with Industry Standards and Board level positions held in similar sized and similarly positioned business.	Mrs. Veena Vikas Mankar is an Independent Director of the Company and discharging responsibilities as mentioned under Section 149 of the Companies Act, 2013.  Keeping in view her diversified and vast experience and her contribution towards the company, the Board is in the opinion that the company should appropriately remunerate her.	



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(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Not Applicable
III	<b>Other information:</b>	
(1)	Reasons of loss or inadequate profits	The Company has incurred substantial expenses towards its branding, Marketing & acquisitions initiatives and human resources thereby resulting in losses. We expect our costs to increase over time and our losses may continue for some time given the investments expected towards growing our business and new initiatives.
(2)	Steps taken or proposed to be taken for improvement	<p>The Company believes that it is well positioned to capture opportunities for growth and profitability, on the basis of its competitive strengths. The Company has taken various steps for increasing its profitability including cost rationalisation measures, focussed on liquidity management, operational efficiencies, process improvements, diversification and business optimization.</p> <p>The Company is confident that with improvement in these expenses and having multiple offerings for consumers will enable the company to earn the sufficient revenues to cover the operating expenses going forward in sometime.</p>
(3)	Expected increase in productivity and profits in measurable terms	The Company has been able to focus very heavily on the optimization and cost reduction in the last 12-18 months while maintaining the same volumes of the business and the growth pattern, the Company expects to deliver positive growth in financial year March 2025 and going forward.

**Registered Office:**

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

**Place:** Gurugram

**Date:** August 23, 2024

**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

**ATTENDANCE SLIP**

**13<sup>th</sup> ANNUAL GENERAL MEETING FRIDAY, THE 30<sup>TH</sup> AUGUST, 2024**

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 13<sup>th</sup> Annual General Meeting of the Company to be held at Plot No.135P, Sector-44 Gurgaon-122001, Haryana India on Friday, 30<sup>th</sup> day of August, 2024 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.



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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]

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 13<sup>th</sup> Annual general meeting of the company, to be held on Friday, 30<sup>th</sup> day of August, 2024 at Plot No.135P, 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.**



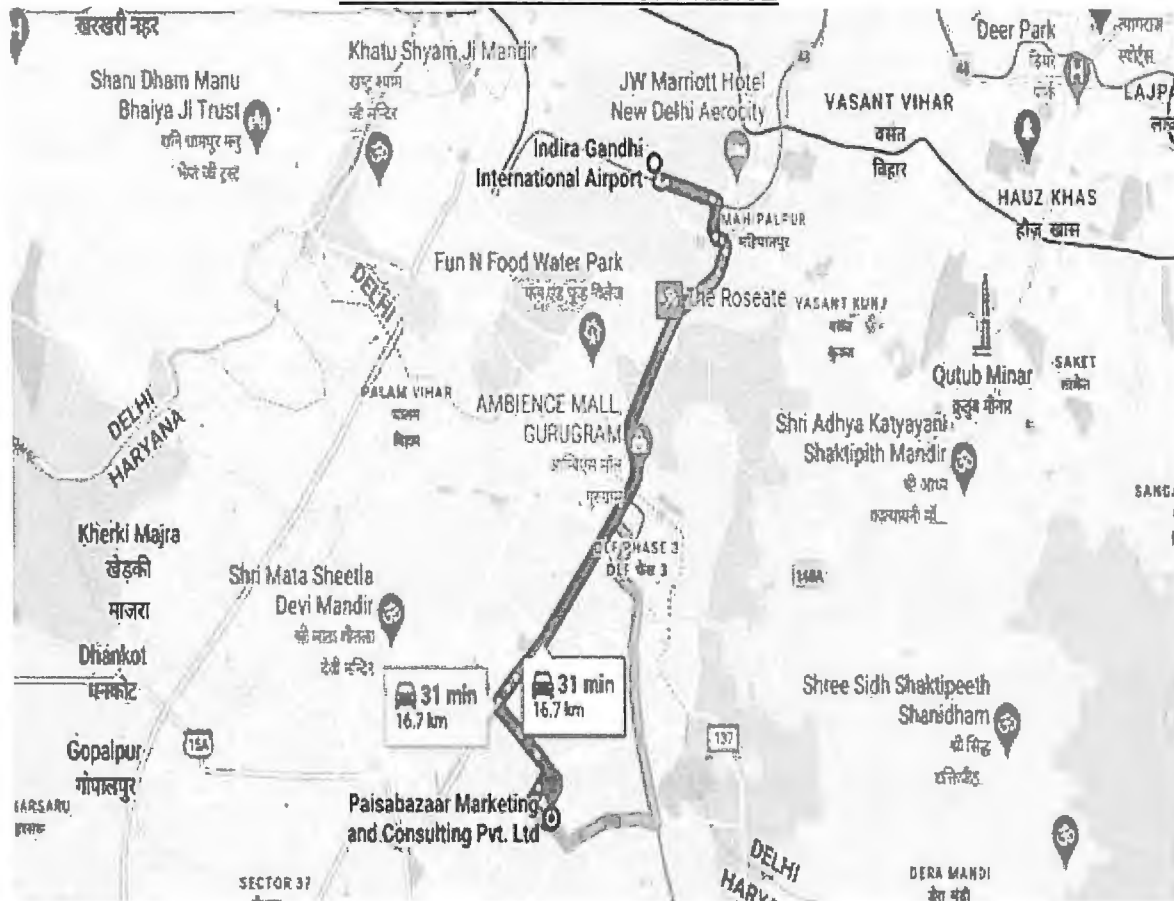
**Paisabazaar Marketing and Consulting Private Limited**

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**ROUTE MAP OF THE AGM VENUE**



**Paisabazaar Marketing and Consulting Private Limited**

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