

#### **SHORTER NOTICE**

**NOTICE** is hereby given that the 10<sup>th</sup> Annual General Meeting of the members of Policybazaar Insurance Brokers Private Limited ("the Company") will be held on Friday, August 30, 2024 at 11:00 a.m. to transact the following businesses at the registered Office of the Company at Plot No. 119, 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. 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."
- 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 tenth (10<sup>th</sup>) Annual General Meeting to be held in the year 2024 until the conclusion of the fourteenth (14<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."

## **SPECIAL BUSINESS (ES):**

4. Approval of remuneration payable to Mrs. Jagennath Jayanthi (DIN: 09053493), 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 Broad

Policybazaar Insurance Brokers Private Limited



Company and any other approval as may be required in this regard and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the company be and are hereby accorded to pay the fixed fees of Rs. 28,00,000/- (Rupees Twenty Eight Lakhs Only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits) to Mrs. Jagennath Jayanthi (DIN: 09053493), Non-Executive Independent Director of the Company w.e.f 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 her shall be exclusive of the following:

- i. sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) for every Board Meeting and Rs. 50,000/- (Rupees Fifty Thousand Only) for every Committee Meeting.
- ii. reimbursement 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."

5. Approval of remuneration payable to Ms. Lilian Jessie Paul (DIN: 02864506), 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 the Nomination and Remuneration Committee and subject to the approval of the members in the ensuing Annual General Meeting, approval of the Board of Directors be and are 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 Ms. Lilian Jessie Paul (DIN: 02864506), Non-Executive Independent Director of the Company w.e.f 01.04.2024 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 her shall be exclusive of the following:

- i. sitting fees of Rs. 50,000/- (Rupees Fifty Thousand Only) for every Board and Committee Meeting.
- ii. reimbursement 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."

6. Approval of remuneration payable to Mr. Manoj Sharma (DIN:02745526), Whole Time Director and Principal Officer 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 the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read with Schedule V and rules made thereunder and on the recommendation of Nomination and Remuneration Committee and Board of Directors at their meeting held on May 07, 2024 and other approval/permissions of any regulatory bodies, if any, as may be required, approval of members of the company be and are hereby accorded for the remuneration payable to Mr. Manoj Sharma, Whole Time Director & Principal Officer for FY 2024-25 and 2025-26 as mentioned here under:

- 1. Fixed Pay: Mr. Manoj Sharma shall be eligible for annual fixed salary of Rs. 97,14,074/- (Rupees Ninety Seven Lakh Fourteen Thousand and Seventy Four Only) with the authority to the Nomination and Remuneration Committee/Board of Policybazaar Insurance Brokers 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.Variable Pay**: In addition to the fixed salary, Mr. Manoj Sharma would be entitled to Variable Pay of Rs.24,28,518/-(Rupees Twenty Four Lakh Twenty Eight Thousand Five Hundred and Eighteen Only), as may be approved from time to time by the Nomination and Remuneration Committee/ Board of the Company, based on the pre-defined performance criteria.
- **3.Perquisites**: The perquisite arising as a result of exercise of 93084 stock option granted under PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020") and 8896 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.

**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. Manoj Sharma, Whole Time Director and Principal Officer 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. Manoj Sharma 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. 119, Sector-44, Gurugram-122001, Haryana CIN: U74999HR2014PTC053454

Place: Gurugram

Date: August 23, 2024

For and on behalf of the Board Policybazaar Insurance Brokers Private Limited

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(Payal Sharma) Company Secretary

Add.: Plot No. 119, Sector 44,

Gurugram-122001, Haryan₁



#### **NOTES:**

- (a) An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto for item no 4, 5 & 6.
- (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 e-mail at <a href="mailto:cosec@policybazaar.com">cosec@policybazaar.com</a>, or by post to company secretary at Plot No 119, Sector-44, Gurgaon-122001, 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. 119, Sector-44, Gurugram-122001, Haryana CIN: U74999HR2014PTC053454

Place: Gurugram

Date: August 23, 2024

For and on behalf of the Board Policybazaar Insurance Brokers Private Limited

(Paya) Sharma)

**Company Secretary** 

Add.: Plot No. 119, Sector-44, Gurugram-122001, Haryana



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

## ITEM NO.: 4

In view of the increased participation and invaluable contribution of Mrs. Jagennath Jayanthi, 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, the remuneration may also be paid to the Independent directors in case of an inadequate profits or no profits based on effective capital of the Company.

The Nomination and Remuneration Committee decided to pay the fixed fees of Rs. 28,00,000/- per annum to Mrs. Jagennath Jayanthi, Non-Executive Independent Director of the Company, in addition to the sitting fees of Rs. 1,00,000/- for each Board Meeting and Rs. 50,000/- for each Committee Meeting and reimbursement of expenses payable to her for attending Board/Committee Meetings, in accordance with the applicable provisions of the Companies Act, 2013 w.e.f April 01, 2024 till completion of her tenure 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 – I to the notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.4 of the Notice for the approval of the Members.

Except Mrs. Jagennath Jayanthi, 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.5

In view of the increased participation and invaluable contribution of Ms. Lilian Jessie Paul, 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/- to Ms. Lilian Jessie Paul, Non-Executive Independent Director of the Company, in addition to the sitting fees of Rs. 50,000/- for each Board/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 w.e.f April 01, 2024 till completion of her tenure 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 – I to the notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.5 of the Notice for the approval of the Members.

Except Ms. Lilian Jessie Paul, 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. 6

Mr. Manoj Sharm, Whole Time Director and Principal Officer of the Company is associated with the company as a Director wef 01<sup>st</sup> August 2017 and appointed as Whole Time Director of the Company by the Board at its meeting held on July 20, 2021 for a period of five years from 01<sup>st</sup> July, 2021 to 30<sup>th</sup> June, 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. Manoj Sharma, Whole Time Director & Principal Officer of the Company for the financial year 2024-25 and 2025-26:

- 1. Fixed Pay: Mr. Manoj Sharma shall be eligible for annual fixed salary of Rs. 97,14,074/- (Rupees Ninety Seven Lakh Fourteen Thousand and Seventy Four Only) with the authority to the Nomination and Remuneration Committee/ Board of Policybazaar Insurance Brokers 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.Variable Pay**: In addition to the fixed salary, Mr. Manoj Sharma would be entitled to Variable Pay of Rs.24,28,518/-(Rupees Twenty Four Lakh Twenty Eight Thousand Five Hundred and Eighteen Only), as may be approved from time to time by the Nomination and Remuneration Committee/ Board of the Company, based on the pre-defined performance criteria.
- **3.Perquisites**: The perquisite arising as a result of exercise of 93084 stock option granted under PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020") and 8896 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 – I 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. Manoj Sharma, Whole Time Director & Principal Officer 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.





## Annexure-I

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

		WTD & Principal Officer	Jayanthi, Independent Director	Independent Director	
(1)	Nature of Industry	Insurance Broker			
(2)	Date or expected date of	f Not Applicable			
	commencement of commercial				
	production				
(3)	In case of new companies,	Not Applicable			
	expected date of				
	commencement of activities as				
	per project approved by				
	financial institutions appearing				
	in the prospectus				
(4)	Financial performance based	Performance for F.Y. 202	23-24:		
` '	on given indicators	1. Revenue from Operations: INR 2,75,026 Lakhs			
		2. Profit/Loss after tax: If	NR 15,824 Lakhs		
		3. Dividend: NIL			
		4. EPS: INR 16.86			
(5)	Foreign investments or	No			
` /	collaborations, if any.				
II.	Information about the appoin	tee:			
(1)	Background details	Mr. Manoj Sharma is	Ms. Jagennath	Ms. Lilian Jessie Paul is	
(-)		WTD & Principal	Jayanthi is an	an Independent	
		Officer of Policybazaar.	Independent Director	Director of our	
		He holds a bachelor's	of our Company. She	Company. She holds a	
		degree in commerce	holds a bachelor's degree in commerce	bachelor's degree in engineering from	
		from Kurukshetra	and a master's degree	Bharathidasan	
		University, has	in commerce from	University and a post-	
		qualified as a chartered	Madras University	graduate diploma in	
		accountant with the	and is a fellow	management from	
		Institute of Chartered	member of the	Indian Institute of	
		Accountants of India	Insurance Institute of	Management, Calcutta.	
		and has also qualified as	India. She has served as General Manager	She is the founder and CEO of Paul Writer	
		an associate with the	of the New India	Strategic Services and	
		Insurance Institute of	Assurance Company	is the author of a book	
		India. He was	Limited and she is	titled 'No Money	
		previously associated	Director of LIC	Marketing', published	
		with Fiamm Minda	Housing Finance	by Tata McGraw-Hill.	
		Automotive Limited,	Company.	She has previously been	
		Ericsson India Private		associated with Tata	
		Limited and FE Global		Elxsi (India) Limited, Ogilvy & Mather	
		Technology Services		Limited, Infosys	
		Private Limited		Limited, iGATE Global	
		1 IIvate Ellinted		Solutions Limited and	
				Wipro Limited.	
				Juance Bro	
				Mahoo	



(2)	Past remuneration	INR1.32 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 17,00,000 per annum as fixed fee during FY 2023-24 in addition to the sitting fees and re- imbursement of expenses	INR 2,00,000 per annum as fixed fee during FY 2023-24 in addition to the sitting fees and re- imbursement of expenses
(3)	Recognition or awards	-	-	-
(4)	Job profile and his suitability	Not Applicable		
(5)	Remuneration proposed	As set out in item no. 6 of this notice.	As set out in item no. 4 of this notice.  As set out in item no. 5 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.	Ms. Jagennath Jayanthi 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.	Ms. Lilian Jessie Paul 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.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Not Applicable	,	
III.	Other information:			
(1)	Reasons of loss or inadequate profits	The Company has incurred substantial expenses towards its branding and expansion thereby resulting in inadequate profits.		
(2)	Steps taken or proposed to be taken for improvement	The Company is confident that having multiple offerings for consumers will enable the company to earn increased revenues in coming years.		
(3)	Expected increase in productivity and profits in measurable terms	The Company has been able to focus on business and growth pattern and expects to deliver growth in financial year 2024-25 and going forward.		

Registered Office:

Plot No. 119, Sector-44, Gurugram-122001, Haryana CIN: U74999HR2014PTC053454

Place: Gurugram

Date: August 23, 2024

For and on behalf of the Board

Policybazaar Insurance Brokers Private Limited

(Payal Sharma) Company Secretary

Add.: Plot No. 119, Sector-44,

Gurugram-122001, Haryana

# Policybazaar Insurance Brokers Private Limited



# **ATTENDANCE SLIP**

# 10th ANNUAL GENERAL MEETING -30TH AUGUST, 2024

al General Meeting of the Compar 30 <sup>th</sup> day of August, 2024 at 11:00.	

**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 Policybazaar Insthereby appoint		ares of the above named company
Name:	E-mail Id:	
Address:		
Signature, or failing him		
Name:	E-mail Id:	
Address:		
Signature, or failing him		
Name:	E-mail Id:	
Address:	E-man id.	
Signature, or failing him		
Digitation , or raining min		
company, to be held on Friday, 30 <sup>th</sup> day of Aug and at any adjournment thereof in respect of services Resolution No.  1	- · · · · · · · · · · · · · · · · · · ·	on-122001, Haryana at 11:00 A.M
Signed this day of 20		
Signature of shareholder Signature of Proxy holder(s)		
Note: This form of proxy in order to be eff	fective should be duly completed and depo	sited at the Registered Office of
the Company, not less than 48 hours before	7 -	Tegusance Broke



# ROUTE MAP OF THE AGM VENUE



