

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the members of **Policybazaar Insurance Brokers Private Limited** ("the Company") will be held on Thursday, September 18, 2025 at 11:00 A.M.(IST) at Plot No.119, Sector-44, Gurugram-122001, Haryana (India) to transact the following businesses:

ORDINARY BUSINESS:

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."

SPECIAL BUSINESS (ES):

2. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution** for not filling-up the vacancy caused by the retirement of Mr. Manoj Sharma (DIN: 02745526), Whole Time Director:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and the rules made thereunder, including any amendments, modifications, variations, or re-enactments thereof, Mr. Manoj Sharma (DIN: 02745526), Whole Time Director, who retires by rotation at this Annual General Meeting, does not seek re-appointment and the vacancy so caused in the Board be not filled up."

3. To consider regularization of appointment of Ms. Mamta Suri (DIN:10949054) as an Independent 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 149, 150, 152, 161 read with Schedule IV other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) 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 the Board of Directors, Ms. Mamta Suri (DIN: 10949054), who was appointed as an Additional Non-Executive Independent Director on June 25, 2025, be and is hereby regularized and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of two years w.e.f June 25, 2025 till June 24, 2027.

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."

4. To approve remuneration of Ms. Mamta Suri (DIN:10949054), Independent Director of the Company and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

Policybazaar Insurance Brokers Private Limited

Registered & Corporate Office Address : Plot No. 119, Sector-44 Gurugram-122001 (Haryana)

Telephone No. : 0124-4218302, E-mail : enquiry@policybazaar.com, Website : www.policybazaar.com

Registered No. 742, Registered Code : IRDA/DB 797/19 valid till 09/06/2027

CIN : U74999HR2014PTC053454

“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 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 to Ms. Mamta Suri (DIN: 10949054) for a period of two years, w.e.f June 25, 2025 till June 24, 2027.

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. 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. 119, Sector-44,
Gurugram-122001, Haryana
CIN: U74999HR2014PTC053454

Place: Gurugram

Date: August 25, 2025

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



Payal Sharma
(Payal Sharma)
Company Secretary

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

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NOTES:

- (a) An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto for item no 2,3,4 & 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, 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.

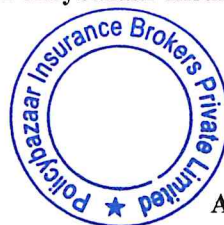
Registered Office:

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

Place: Gurugram

Date: August 25, 2025

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



Payal Sharma
(Payal Sharma)
Company Secretary

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

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

ITEM NO. 02

Pursuant to the applicable provisions of the Act and Articles of Association of the Company, Mr. Manoj Sharma (DIN: 02745526), Whole Time Director is liable to retire by rotation at this Annual General Meeting (“AGM”).

Mr. Manoj Sharma is not seeking re-appointment at this AGM. The Company does not propose to fill-up the vacancy caused by his retirement. The Board places on record its sincere appreciation for the valuable contribution made by him during his tenure as a Director of the Company.

Except Mr. Manoj Sharma, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the ordinary resolution, as set out at Item No. 2 of this notice, for approval of the members.

ITEM NO. 03

Ms. Mamta Suri (DIN:10949054) was appointed as an Additional Non-Executive Independent Director of the Company with effect from the date of approval of IRDAI i.e June 25, 2025 to hold office till the conclusion of the ensuing Annual General Meeting.

Ms. Mamta Suri is not disqualified from being appointed as an Independent Director under provisions of Section 149 and 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority.

Brief Profile of Ms. Mamta Suri:

Dr. (Ms.) Mamta Suri superannuated as the Executive Director, Insurance Regulatory and Development Authority (IRDAI). She headed the Finance & Investment department, Internal Audit and the Compliance & enforcement depts. in the Authority. She has been associated with IRDAI since 2001.

In the interim she also served the Insolvency and Bankruptcy Board of India as its first Executive Director from 15th August, 2017 (2 years). On deputation from IRDAI she was handling various portfolios including Service Providers, Individual Insolvency, Registered Valuers, Institutions, and Handling Corporate Insolvency Resolution Process, Advocacy, Legal, Finance and establishment matters. She was also on the Board of the International Financial Services Centre Authority (IFSCA).

Her professional and academic qualifications include M.Sc in Insurance and Risk Management from Cass Business School London, Chartered Financial Analyst and Diploma in Insurance from Chartered Insurance Institute, London. She has a doctorate in Finance from University of Delhi. She is a law graduate. She also has professional qualification in leadership and diversity from Women's World Banking.

The Board of Directors hereby recommends the regularisation and appointment of Ms. Mamta Suri as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of two years effective from June 25, 2025 till June 24, 2027.

Accordingly, the Board recommends the matter and resolution set out under Item no. 3 of the Notice for the approval of the Members by means of Ordinary Resolution.

Except Ms. Mamta Suri, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

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ITEM NO. 04

Subject to the approval of Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed to approve the remuneration Ms. Mamta Suri (DIN:10949054), Non-Executive Independent Director of the Company in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, for the period of two years wef June 25, 2025 till June 24,2027.

Your Company proposes to pay fixed fee of Rs. 28,00,000/- (Rupees Twenty-Eight Lakhs Only) per annum to Ms. Mamta Suri for the period of two years wef June 25, 2025 till June 24,2027.

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.

The Board of Directors hereby recommends to approve the aforesaid remuneration, for a period of two years effective from June 25, 2025 till June 24,2027.

Accordingly, the Board recommends the matter and resolution set out under Item no. 4 of the Notice for the approval of the Members by means of Ordinary Resolution.

Except Ms. Mamta Suri, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

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

11th ANNUAL GENERAL MEETING TUESDAY, 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 11th 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 11:00 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 11th Annual General Meeting of the company, to be held on Thursday, September 18, 2025 at Plot No.119, Sector-44, Gurgaon-122001, Haryana at 11:00 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....

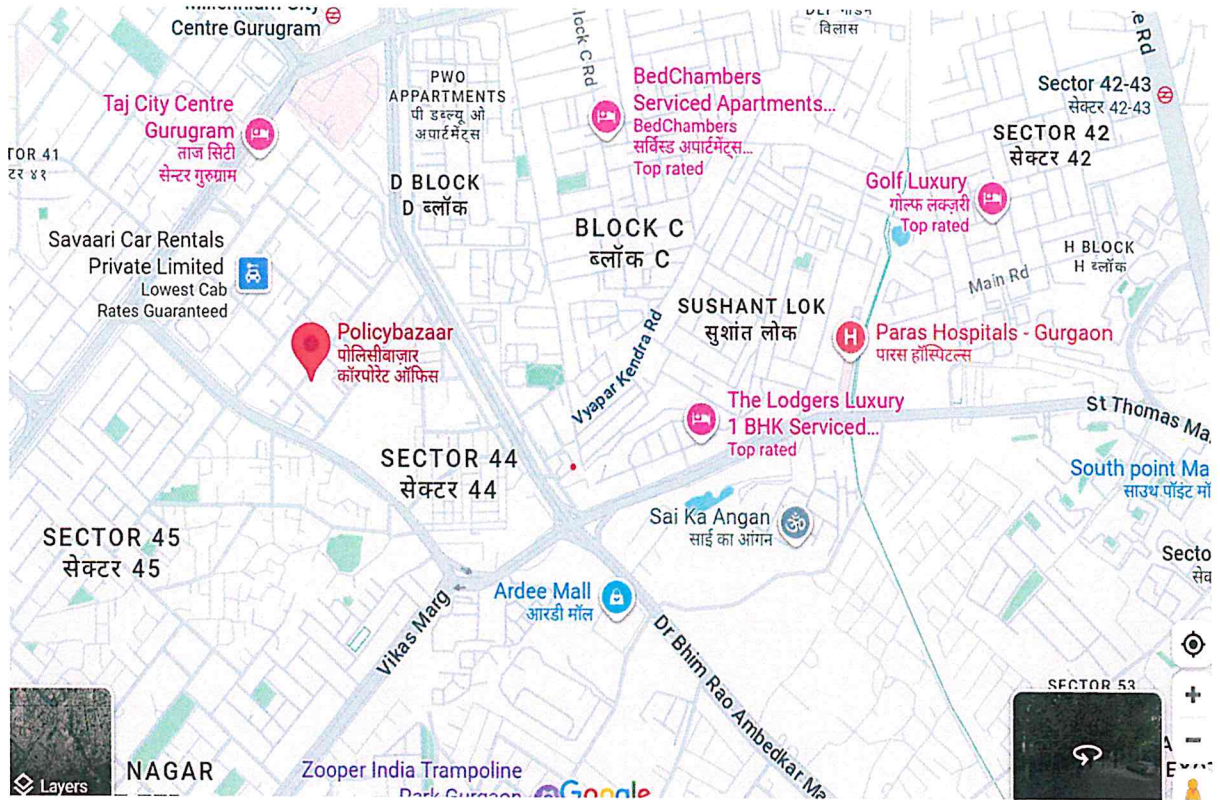
Signature of shareholder
Signature of Proxy holder(s)

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.

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ROUTE MAP OF THE AGM VENUE



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