

Ref: EGM-01/2025-26

PAYTM INSURANCE BROKING PRIVATE LIMITED

NOTICE OF EXTRA - ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting ("EGM") of the Members of Paytm Insurance Broking Private Limited ("the Company") will be held on Thursday, October 30th, 2025 at the registered office of the Company at 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019 at 11.00 A.M to transact the following businesses:

SPECIAL BUSINESS

1. To regularize and approve the appointment of Mr. Ankur Dhariwal (DIN: 11201087) as director in the capacity of Whole Time Director-KMP of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152 read with other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules framed thereunder, subject to such approvals, permissions, consents, sanctions, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and pursuant to the approval of IRDAI on September 08th, 2025, Mr. Ankur Dhariwal (DIN: 11201087), who was appointed as an Additional Director by the Board w.e.f. July 16th, 2025 pursuant to section 161(1) of the Act and who holds office up to the next Annual General meeting and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Director of the Company, liable to retire by rotation with effect from September 8th, 2025.

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) and pursuant to the approval of the Board of Directors (hereinafter referred to as "the Board") of the Company, the approval of the members of the Company be and is hereby accorded to appoint Mr. Ankur Dhariwal (DIN: 11201087) as Whole Time Director of the Company for a period of Five (5) years with effect from September 08th, 2025 to September 7th, 2030 ("Term"), liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including but not limited to seeking all necessary approvals, to sign and execute all deeds, applications, documents, papers, forms and writings as may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this resolution and for the matters connected therewith or incidental thereto."

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2. To approve the payment of remuneration to Mr. Ankur Dhariwal (DIN: 11201087) as Whole Time Director-KMP of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196(4), 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with relevant provisions of Articles of Association of the Company, subject to such approval, permission, consent, sanction as may be required and pursuant to the recommendation of the Board of Directors of the Company vide its resolutions dated July 16th, 2025 (hereinafter referred to as the "Board"), approval of the members of the Company, be and is hereby accorded, for payment of remuneration to Mr. Ankur Dhariwal, Whole-time Director-KMP of the Company, (DIN: 11201087) from September 08th, 2025 to March 31st, 2026 as detailed in the explanatory statement attached hereto, as a minimum remuneration and where the Company has no profits or the profits of the Company are inadequate, notwithstanding that the aforesaid remuneration may be in excess of the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration of Mr. Ankur Dhariwal, within the overall limits approved herein, and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever, that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company."

Regd. Off: 136, First Floor, Devika Towers, Nehru Place, New Delhi-110019

Date: October 28th, 2025

Place: Pune

By Order of the Board of Directors For Paytm Insurance Broking Private Limited

Shanu Agrawal (Company Secretary) Membership No: A36257

Corporate Office – 20th Floor, Plot No. H 10B, One Skymark, Tower-D. Sector-98, Noida, UP-201304.



Notes:

- 1. The Statement setting out the material facts, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.
- 3. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
- 4. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
- 3. Members are requested to notify the changes of address if any, to the Company quoting their respective folio nos.
- 4. We request and encourage our members to register their email-id for e-communication in the records of their Depository Participant (in case of electronic holding). The Members may register their e-mail id by sending an email to cs@paytminsurance.co.in with a subject "Registration of email id."
- 5. Members may please note that the Notice calling the EGM will also be available on the Company's website: https://www.paytminsurance.co.in
- 6. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available with the Company for inspection by the Members upto the date of this meeting. The same will be shared with the members on receipt of request.
- 7. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
- 8. Route-map to the venue of the General Meeting has been annexed to the notice.



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

ITEM NO.1

The Board in its meeting held on July 16th, 2025, has approved the appointment of Mr. Ankur Dhariwal as an Additional Director of the Company with effect from the date of receipt of regulatory approvals. Further, in the same meeting, the Board of Directors ("Board") has appointed Mr. Ankur Dhariwal as a whole-time director of the Company with effect from the date of receipt of the regulatory approvals for a period of five (5) years, subject to the approval of the members. Thereafter, the Company had made application to Insurance Regulatory and Development Authority of India ("IRDAI"/ "Authority"), for seeking approval for appointment of Mr. Ankur Dhariwal as Director of the Company. Accordingly, as per the approval from IRDAI, Mr. Ankur Dhariwal has been appointed as Additional Director & Whole-Time Director of the Company with effect from September 8th, 2025. He holds office as an Additional Director up to the date of next Annual General Meeting, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and is eligible for appointment as a Director. Further, His appointment as Whole Time Director of the Company is effective from September 8th, 2025, to September 7th, 2030.

Mr. Ankur Dhariwal Umesh Mehra has over 14+ years of work experience in leading & managing product & business portfolios, handling large teams, stakeholder management and strategic management in digital B2C & B2B space. Prior to joining PIBPL, he was associated with companies like Tata digital Ltd, Ola, Thermex etc. He has a rich experience in the insurance industry and is proficient in conceptualizing, leading and executing product strategy, improving internal & external communications and monitoring performance against strategic goals. A brief profile of Mr. Ankur Dhariwal is available on the website of the Company viz. https://paytminsurance.co.in/our-policies/about-us/.

Mr. Ankur Dhariwal is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any order by IRDAI or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed as Whole Time Director of the Company. The Company has received a Notice under section 160(1) of the Act from a Member signifying his intention to propose Mr. Ankur Dhariwal's appointment as a Director.

The information as required to be disclosed under Section II of Part II of Schedule V to the Act, Secretarial Standard-2 issued by Institute of Company Secretaries of India forms part of this Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for approval by the Members. Mr. Ankur Dhariwal is interested in the Ordinary Resolution set out in Item No. 1 with respect to his appointment. The relative(s) of Mr. Ankur Dhariwal may be deemed to be interested in the said Ordinary Resolution to the extent of his shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1 of the Notice.

Corporate Office - 20th Floor, Plot No. H 10B, One Skymark, Tower-D. Sector-98, Noida, UP-201304.



ITEM NO.2

The Board of Directors at its meeting held on July 16th, 2025, has approved the appointment of Mr. Ankur Dhariwal as "Whole time Director" of the Company, for a period of five (5) years commencing from September 08th, 2025 ("the date of receipt of IRDAI approval") and also approved and proposed the following remuneration to be paid to Mr. Ankur Dhariwal as Whole-time Director of the Company, payable on pro rata basis from September 08th, 2025 ("the date of approval by Insurance Regulatory and Development Authority of India ("IRDAI"/ "Authority") to March 31, 2026 as under:

(a) Details of remuneration payable:

Particulars	For FY 2025-26 (Payable on pro-rata basis from September 08 th , 2025, till Match 31 st , 2026)
Fixed Remuneration	₹ 62,80,000/-
Bonus (Payable as per Company's Policy)	₹ 15,70,000/-
Stock Options* (Granted in FY 25-26) *10000 stock options were granted to Mr. Ankur Dhariwal in FY 24-25	1512
Total Remuneration	₹ 78,50,000/- per annum

- (b) In addition to the above, any future grants to Mr. Ankur Dhariwal for such number of stock options under any ESOP scheme of the Company, holding company or group company will be subject to the approval of Members, as may be required under applicable laws;
- (c) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, shall be as per the rules of the Company and not be included in the computation of the ceiling on perguisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; and

Due to uncertainty of business operations if in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 ("Act") and accordingly information as required to be disclosed under section II of Part II of Schedule V of the Act and Secretarial Standard 2 is given in the Annexures to the Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or nonconvertible debenture holders or other secured creditors, if any.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval by the members. Save and except Mr. Ankur Dhariwal and his relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 2 of the Notice.

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Annexure-1

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding Rules, is given hereunder:

I. General Information:

- 1. <u>Nature of Industry:</u> The Company is a Direct Insurance broker (Life & General) under the IRDAI (Insurance Broker Regulations) Regulations 2018.
- 2. <u>Date or expected date of commencement of commercial production:</u> Not Applicable, since the Company was incorporated on September 28, 2019 and has already commenced the business activity.
- 3. <u>In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</u>: Not Applicable.
- 4. Financial Performance based on given indicators:

Particulars	2024-25 (in INR Thousands)	2023-24 (in INR Thousands)
Total Income	3,71, 123	3,23,303
Depreciation	7,742	629
Tax expense	178	NIL
Total Expenses	5,02,581	2,39,923
Net Profit/(Loss)	(1,27,825)	84,938
Paid-up Capital	7,50,000	7,50,000
Reserves & Surplus	(4,66,417)	(3,74,974)

5. <u>Foreign Investment or Collaboration, if any:</u> NIL

II. Information about the appointee:

Particulars	Mr. Ankur Dhariwal
Background Details:	For background details, please refer the detailed profile available on the website of the Company at https://paytminsurance.co.in/ourpolicies/about-us/.
Past Remuneration: (Financial Year 2024-25)	Fixed Remuneration- ₹ 60,00,000/- Long Term Incentive- ₹ 15,00,000/- Stock Options- 10,000 (Ten Thousand only)
Recognition or awards	NIL

Corporate Office – 20th Floor, Plot No. H 10B, One Skymark, Tower-D. Sector-98, Noida, UP-201304.



Job Profile and Suitability	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensuring adoption of good governance practices. Mr. Ankur Dhariwal brings with him significant professional expertise, rich experience and knowledge across a wide spectrum of functional areas such as Insurance Broking business and management, Product & strategy.
Remuneration proposed	Refer to item no. 2 of the Notice and the corresponding Explanatory Statement.
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):	Taking into consideration the size of the Company, profile, knowledge and skills of Mr. Ankur Dhariwal, the remuneration proposed to be paid to him is reasonable and in line with remuneration levels in the industry.
Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any:	Apart from receiving the remuneration proposed, Mr. Ankur Dhariwal or any of his relatives does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other Information:

- 1. <u>Reason of loss or inadequate profits:</u> The Company has incurred capital expenditure and employee benefit costs in establishing its business activities in the past years and may incur further expenditure to scale up the business operations in the upcoming financial years.
- 2. <u>Steps taken or proposed to be taken for improvement:</u>

The Company is focusing on strengthening its position in Insurance Broking business which would result in better turnover in the current financial year and coming fiscal years. The Company has been taking various initiatives for cost optimization and using operating leverage to improve bottom line. The Company is committed to grow business and profits further in coming years.

3. Expected Increase in productivity and profits in measurable terms:

The business and consumer confidence is expected to improve more in the coming years, geared with a streamlined organizational design, the Company intends to grow its business. Various policy decisions taken would act as growth channel for the Company which would contribute to increased revenues and higher margins

Corporate Office – 20th Floor, Plot No. H 10B, One Skymark, Tower-D. Sector-98, Noida, UP-201304.



Annexure-2

<u>Details of Directors seeking appointment/fixation of remuneration at the Extra Ordinary General Meeting, in accordance with the Companies Act 2013 & the Secretarial Standard-2 issued by The Institute of Company Secretaries of India (ICSI)</u>

Name of the Director	Mr. Ankur Dhariwal
DIN	11201087
Date of Birth (Age-in years)	15.02.1988 (37 Years)
Qualification	Master's degree (MBA) from Management Development Institute, Gurgaon.
Experience & Expertise in specific functional areas/ Justification for choosing the appointees as Director/Manager	Mr. Ankur Dhariwal Umesh Mehra has over 14+ years of work experience in leading & managing product & business portfolios, handling large teams, stakeholder management and strategic management in digital B2C & B2B space. Prior to joining PIBPL, he was associated with companies like Tata digital Ltd, Ola, Thermex etc. He has a rich experience in the insurance industry and is proficient in conceptualizing, leading and executing product strategy, improving internal & external communications and monitoring performance against strategic goals.
Date of first appointment on the Board of Directors of the Company	16.07.2025
Remuneration last drawn from the Company Remuneration sought to be paid	Fixed Remuneration- ₹ 60,00,000/- Long Term Incentive- ₹ 15,00,000/- Stock Options- 10,000 (Ten Thousand only) Refer to item no. 2 of the Notice and the corresponding Explanatory Statement.
Terms and Conditions of appointment(s) Shareholding in the Company	Mr. Ankur Dhariwal is liable to retire by rotation, as per the provisions of the Companies Act, 2013. NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any Director or KMPs of the Company
Number of Board meetings attended during the year as director	NIL
List of Directorships held in other companies, as on the date of appointment	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on the date of appointment	NIL



Regd. Off: 136, First Floor, Devika Towers, Nehru Place,

New Delhi-110019 **Date:** October 28th, 2025

Place: Pune

By Order of the Board of Directors For **Paytm Insurance Broking Private Limited**

Shanu Agrawal (Company Secretary) Membership No: A36257



FORM NO. MGT.11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Registered office: 136, First Floor, Devika Tower, Nehru Place, New Delhi – 110019 Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID: I/We, being the member(s) of shares of the above named company, hereby appoint Name: Address: E-mail Id: Signature: or failing him 2. Name: Address: E-mail Id: Signature: or failing him 3. Name: Address: E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the company, to be held on October 30th, 2025 at the registered office of the Company at 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

- 1. To regularize and approve the appointment of Mr. Ankur Dhariwal (DIN: 11201087) as director in the capacity of Whole Time Director-KMP of the Company
- 2. To approve the payment of remuneration to Mr. Ankur Dhariwal (DIN: 11201087) as Whole Time Director-KMP of the Company

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CIN: U66000DL2019PTC355671

Name of the company: Paytm Insurance Broking Private Limited



Signed this day of 2025

Affix Revenue Stamp

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.

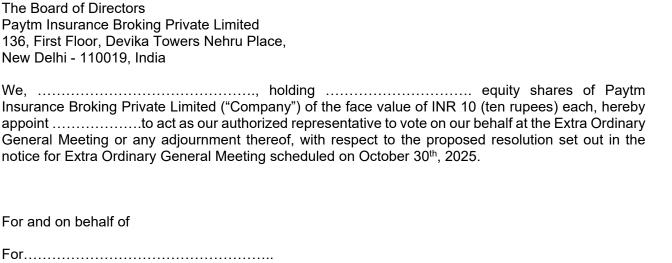


Please complete this attendance slips and hand it over at the entrance of the hall.

ATTENDANCE SLIP

Full name of the Shareholder in Block Letters:
Folio No.:
No. of Shares held:
I hereby record my presence at the Extra Ordinary General Meeting of the Company, held at 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019 on October 30 th , 2025 at 11.00 A.M.
Signature of the Shareholder·
Note: Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

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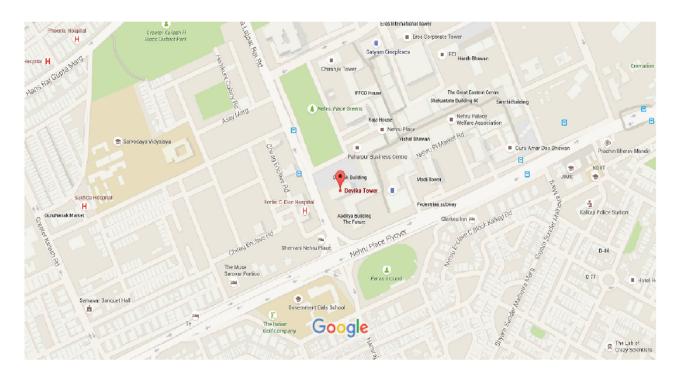


On the letter head of the Corporate Shareholder

Director/Company Secretary/Authorized Signatory



Route Map of the Location of the Extra Ordinary General Meeting of the Company to be held on October 30th, 2025, at the registered office of the Company at 136, First Floor, Devika Towers, Nehru Place, New Delhi – 110019



Registered Office Address:

Paytm Insurance Broking Private Limited 136, 1st Floor, Devika Tower, Nehru Place, New Delhi - 110019 Landmark: Devika Tower, Nehru Place, New Delhi - 110019