Serial No. PIBPL/AGM/2026

PAYTM INSURANCE BROKING PRIVATE LIMITED

NOTICE OF 7th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh (7th) Annual General Meeting ("AGM") of the Members of Paytm Insurance Broking Private Limited ("the Company") will be held on **Monday, September 14th, 2026** at the registered office of the Company at 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019 at **10.30 A.M.** to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for F.Y. 2025-26 together with the reports of the Board of Directors and Auditors thereon**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon, laid before this 7th Annual General Meeting, be and are hereby received, considered and adopted.**"**

2. **To appoint a director in place of Mr. Sanjeev Garg (DIN: 06922778) who retires by rotation and being eligible offers himself for reappointment**

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 152 and other applicable provisions of the Companies Act, 2013, **Mr. Sanjeev Garg (DIN: 06922778),** who retires by rotation at this 7th Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **To regularize the appointment of Mr. Narendra Singh Yadav (DIN: 11347668) as a Non-executive Director 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 149, 150 and 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, Mr.

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Narendra Siingh Yadav (DIN: **11347668**), who was appointed as an Additional Director by the Board w.e.f. December 31st, 2025 and who holds office up to the date of this 7th 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 as a Non-Executive Director under Section 160 of the Act, be and is hereby appointed as a Non-Executive Director of the Company, 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."

4. **To approve the payment of remuneration to Mr. Siddharth Umesh Mehra (DIN: 07656814) 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 meeting dated June 29th, 2026 (hereinafter referred to as the "Board") approval of the members of the Company, be and is hereby accorded, for payment of remuneration to Mr. Siddharth Umesh Mehra, Whole-time Director-KMP of the Company, (DIN: 07656814) from April 1st, 2026 to March 31st, 2027 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. Siddharth Umesh Mehra, 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."

5. **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

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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 Board Meeting dated June 29th, 2026 (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 April 1st, 2026 to March 31st, 2027 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. Siddharth Umesh Mehra, 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."

6. **To regularize and approve the appointment of Mr. Niraj Purohit (DIN: 11152966) 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 **Special 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, Mr. Niraj Purohit **(DIN: 11152966**), who was appointed as an Additional Director by the Board vide Board Meeting dated **April 28th, 2026** pursuant to section 161(1) of the Act and who holds office up to the date of this 7th 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 **July 20th, 2026.**

"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. Niraj Purohit (DIN:

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11152966) as Whole Time Director" of the Company for a period of Five (5) years with effect from **July 20th, 2026 to July 19th, 2031** ("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."

7. **To approve the payment of remuneration to Mr. Niraj Purohit (DIN: 11152966) as Whole Time Director-KMP of the Company for FY 2026-27**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **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 **August 17th, 2026** (hereinafter referred to as the "Board") approval of the members of the Company, be and is hereby accorded, for payment of remuneration to Mr. Niraj Purohit, Whole-time Director-KMP of the Company, (DIN: 11152966) from **July 20th, 2026 to March 31st, 2027** 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. Niraj Purohit, 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."

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 AGM will also be available on the Company's website: https://www.paytminsurance.co.in

6\. Register of Directors and Key Managerial Personnels and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

7\. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

8\. All documents referred to in the notice shall be open for inspection at the corporate office of the company at 20th Floor, One Skymark, Tower D, Plot No.H-10B Sector 98 Noida 201304 UP IN on all working days, between 11.00 a.m. and 5.00 p.m. upto the date of the Meeting. The company has intimated to the Registrar of Companies to keep books of account at a place other than the registered office of the company.

9\. Route-map to the venue of the Meeting has been annexed to the notice.

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

Item No. 3

The Board of Directors ("Board") approved the appointment of Mr. Narendra Singh Yadav (DIN: 11347668) as an Additional Director in the capacity of Non-Executive Director to hold office up to the date of ensuing Annual General Meeting, vide Board resolution dated December 09th, 2025.

Thereafter, the Company had made application to Insurance Regulatory and Development Authority of India ("IRDAI"/ "Authority"), for seeking approval for appointment of Mr. Narendra Singh Yadav as Director of the Company. Accordingly, as per the approval from IRDAI, Mr. Narendra Singh Yadav has been appointed as Additional Non-Executive Director of the Company with effect from December 31st, 2025. He holds office as an Additional Director up to the date of this (7th) 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.

The profile of Mr. Narendra Singh Yadav is also available on the Company's website viz. https://paytminsurance.co.in/our-policies/about-us/. The board considers that on account of standing experience of Mr. Narendra Singh Yadav, his appointment will be in the interest of the Company.

The Company has received, inter alia, the following consent, declaration and confirmation with regard to the proposed appointment of above Director: (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act; (iii) Declaration that he fulfills the fit and proper criteria as stipulated by IRDAI (v) declaration that he is not debarred from holding the office of Directors by virtue of any IRDAI order or any other such authority.

The Company has received a notice under section 160(1) of the Act, in writing, from a Member, proposing the candidature of Mr. Narendra Singh Yadav as the Non-Executive Director.

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

The documents, if any, referred above, are made available for inspection in terms of Point no. 8 of the Notes to the accompanying notice.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the Members. Save and except Mr. Narendra Singh Yadav, 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. 3 of the Notice.

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ITEM NO.4

The Board of Directors at its meeting held on June 29th, 2026, approved the remuneration of Mr. Siddharth Umesh Mehra as Whole-time director of the Company from April 1st, 2026 till March 31st, 2027.

Total Remuneration of **₹ 95,23,000/-** payable for the period from April 1st, 2026 till March 31st,2027;

Fixed Remuneration	**₹ 80,66,533/-**
Bonus (Payable as per Company's Policy)	**₹14,56,467/-**
Stock Options (Granted in FY 26-27) *In addition to the Stock Options granted in FY 2026-27, Mr. Siddharth Umesh Mehra holds total 9,000 stock options, which were granted in previous financial years.*	**3,000**

(a) In addition to the above, any future grants to Mr. Siddharth Umesh Mehra for such number of stock options under any ESOP scheme of the Company, holding company or group company will be subject to approval of Members, as may be required under applicable laws;

(b) 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 perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; and

(c) Leave, encashment of leaves, gratuity and other benefits as per the rules of the Company;

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 non-convertible debenture holders or other secured creditors, if any.

The Board recommends the Special Resolution set out in item no. 4 of the Notice for approval by the members. Mr. Siddharth Umesh Mehra is interested in the Special Resolution set out at Item No.4 with respect to remuneration payable to him. 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 at Item No. 4 of the Notice.

ITEM NO.5

The Board of Directors at its meeting held on June 29th, 2026, approved the remuneration of Mr. Ankur Dhariwal as Whole-time director of the Company from April 1st, 2026 till March 31st, 2027.

Total Remuneration of ₹**86,35,000**/- payable for the period from April 1st, 2026 till March 31st,2027;

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Fixed Remuneration	**₹ 69,07,991/-**
Bonus (Payable as per Company's Policy)	**₹17,27,009/-**
Stock Options* (Granted in FY 26-27) **In addition to the Stock Options granted in FY 2026-27, Mr. Ankur Dhariwal holds total 11512 stock options, which were granted in previous financial years.*	**3,000**

(d) 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 approval of Members, as may be required under applicable laws;

(e) 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 perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; and

(f) Leave, encashment of leaves, gratuity and other benefits as per the rules of the Company;

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 non-convertible debenture holders or other secured creditors, if any.

The Board recommends the Special Resolution set out in item no. 5 of the Notice for approval by the members. Mr. Ankur Dhariwal is interested in the Special Resolution set out at Item No.5 with respect to remuneration payable to him. 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 at Item No. 5 of the Notice.

ITEM NO. 6:

The Board in its meeting held on April 28th, 2026, appointed Mr. Niraj Purohit 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. Niraj Purohit 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. Niraj Purohit as Director of the Company, on which approval was received on **July 20th, 2026**. Accordingly, as per the approval from IRDAI, Mr. Niraj Purohit has been appointed as Additional Director & Whole-Time Director of the Company with effect from **July 20th, 2026**. He holds office as an Additional Director up to the date of this (7th) 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 March **July 20th, 2026 to July 19th, 2031**.

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Mr. Niraj Purohit is a highly accomplished Chartered Accountant with over 14 years of experience in Investment Banking (IB) and Corporate Development. He possesses a proven track record in executing high-value transactions, including IPOs, buy-side/sell-side M&A, and capital raises, with a specialized focus on the BFSI and Fintech sectors. A brief profile of Mr. Niraj Purohit is available on the website of the Company viz. **https://paytminsurance.co.in/our-policies/about-us/.**

Mr. Niraj Purohit 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. Niraj Purohit'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 Special Resolution as set out in Item No. 6 of the Notice for approval by the Members. Mr. Niraj Purohit, 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. 6 of the Notice.

ITEM NO.7

Mr. Niraj Purohit was appointed as "Whole time Director" of the Company with effect from **July 20th, 2026 to July 19th, 2031** for a period of five (5) years pursuant to the resolution passed by the Board at its meeting held on April 28th, 2026.

The Board of Directors has approved the remuneration to be paid to Mr. Niraj Purohit, Whole time Director of the Company, at its meeting held on August 17th, 2026, for F.Y. 2026-27, on pro rata basis from July 20th, 2026, ("the date of approval by Insurance Regulatory and Development Authority of India ("IRDAI"/ "Authority") till March 31st, 2027.

a) Details of remuneration payable **for FY 2026-27, payable on pro-rata basis from July 20th, 2026 till March 31st, 2027:**

Particulars	**For FY 2026-27 (For the whole financial year)***
Fixed Remuneration	₹ 94,99,990/-
Bonus (Payable as per Company's Policy)	₹23,75,010/-
Stock Options (Granted in FY 26-27)	15,000

** The proposed remuneration represents the annualized structure for FY 2026-27; however, payment in the capacity of Whole-Time Director shall be calculated and paid on a pro-rata basis w.e.f. July 20th, 2026 ("the date of receipt of requisite regulatory approval").*

(a) In addition to the above, any future grants to *Mr. Niraj Purohit* 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;

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(b) 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 perquisites 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 non-convertible debenture holders or other secured creditors, if any.

The Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the members. Save and except Mr. Niraj Purohit 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. 7 of the Notice.

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Devika Towers, Nehru Place,
New Delhi-110019
Date: August 17th, 2026
Place: Pune

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

Shanu Agrawal
(Company Secretary)
Membership No: A36257

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. *<u>Financial Performance based on given indicators:</u>*

Particulars	***2025-26 (in INR Thousands)***	***2024-25 (in INR Thousands)***
Total Income	*4,28,201*	*3,71, 123*
Depreciation	*3,061*	*7,742*
Tax expense	*358*	*178*
Total Expenses	*2,65,606*	*5,02,581*
Net Profit/(Loss)	*1,61,977*	*(1,27,825)*
Paid-up Capital	*7,50,000*	*7,50,000*
Reserves & Surplus	*(3,28,996)*	*(4,66,417)*

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

II. *Information about the appointee:*

Particulars	**Mr. Narendra Singh Yadav**	**Mr. Niraj Purohit**
Background Details:	*For background details, please refer the detailed profile available on the website of the Company at **https://paytminsurance.co.in/our-policies/about-us/.***	*For background details, please refer the detailed profile available on the website of the Company at **https://paytminsurance.co.in/our-policies/about-us/.***
Past Remuneration: (Financial Year 2025-26)	*NA*	*NA*
Recognition or awards	*NIL*	*NIL*

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Registered Office – 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019
IRDAI Reg: 700 (Expiry 16-02-2029) **CIN:** U66000DL2019PTC355671
T: +91 8826390016

Job Profile and Suitability	*The Directors of the Company play an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensuring adoption of good governance practices. Mr. Narendra Singh Yadav & Mr. Niraj Purohit bring with them significant professional expertise, rich experience and knowledge across a wide spectrum of functional areas such as Insurance Broking business and management, corporate governance and regulatory affairs.*	
Remuneration proposed	*NA*	Refer to item no. 7 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):	*NA.*	*Taking into consideration the size of the Company, profile, knowledge and skills of Mr. Niraj Purohit, 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:	*Mr. Narendra Singh Yadav or any of his relatives does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.*	*Mr. Niraj Purohit 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. *Reason of loss or inadequate profits: 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. *Steps taken or proposed to be taken for improvement:*

   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

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Annexure-2

Details of Directors and Manager seeking appointment/re-appointment/fixation of remuneration at the 7th Annual General Meeting, in accordance with the Companies Act 2013 & the Secretarial Standard-2 issued by The Institute of Company Secretaries of India (ICSI)

Name of the Director	Mr. Narendra Singh Yadav	Mr. Siddharth Umesh Mehra	Mr. Ankur Dhariwal	Mr. Sanjeev Garg	Mr. Niraj Purohit
DIN	**11347668**	**07656814**	**11201087**	**06922778**	**11152966**
Date of Birth (Age-in years)	15.08.1986 (39 Years)	30.09.1977 (47 Years)	15.02.1988 (38 Years)	07.09.1976 (50 Years)	06/02/1987 (39 Years)
Qualification	B.Tech, MBA	Chartered Accountant from Institute of Chartered Accountants of India.	Master's degree (MBA) from Management Development Institute, Gurgaon.	Chartered Accountant from Institute of Chartered Accountants of India.	Chartered Accountant from Institute of Chartered Accountants of India.
Experience & Expertise in specific functional areas/ Justification for choosing the appointees as Director/Manager	More than 15 years of experience in financial services, digital payments, fintech, and strategic consulting.	Mr. Siddharth Umesh Mehra is a qualified Chartered Accountant with over 24 years of experience in finance, reporting, & monitoring /control facets of accounting areas including cross industry experience in Fin-tech startup, Insurance, Brokerage and Consulting etc.	Mr. Ankur Dhariwal Umesh Mehra has over 15+ years of work experience in leading & managing product & business portfolios, handling large teams, stakeholder management and strategic management.	Mr. Sanjeev Garg holds rich experience of over 18 years in the field of corporate finance across various business areas including the payments business and the e-commerce business. His functional experience areas include corporate finance, financial control, fund raising, IPO etc.	Mr. Niraj Purohit is a highly accomplished Chartered Accountant with over 14 years of experience in Investment Banking (IB) and Corporate Development. He possesses a proven track record in executing high-value transactions, including IPOs, buy-side/sell-side M&A, and capital raises, with a specialized focus on the BFSI and Fintech sectors.
Date of first appointment on the Board of Directors of the Company	09.12.2025 Effective date of appointment: 31.12.2025	14.01.2025 Effective date of appointment: 21.03.2025	16.07.2025, Effective date of appointment: 08.09.2025	22.02.2022	28.04.2026, Effective date of appointment: 20.07.2026
Remuneration last drawn from the Company	NIL	*Fixed Remuneration- ₹7,538,828/- Long Term Incentive- ₹1,361,172/- (as per Company's policy) Stock Options- 1,713 (One Thousand*	*Fixed Remuneration- ₹ 62,80,000/- Long Term Incentive- ₹ 15,70,000/- Stock Options- 1512 (One Thousand Five*	NIL	NA

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		Seven Hundred and Thirteen only)	*hundred & twelve only)*		
Remuneration sought to be paid	NIL	Refer to item no. 4 of the Notice and the corresponding Explanatory Statement	Refer to item no. 5 of the Notice and the corresponding Explanatory Statement.	NIL	Refer to item no. 7 of the Notice and the corresponding Explanatory Statement.
Terms and Conditions of appointment(s)	Liable to retire by rotation, as per the provisions of the Companies Act, 2013.	Liable to retire by rotation, as per the provisions of the Companies Act, 2013.	Liable to retire by rotation, as per the provisions of the Companies Act, 2013.	Liable to retire by rotation, as per the provisions of the Companies Act, 2013.	Liable to retire by rotation, as per the provisions of the Companies Act, 2013.
Shareholding in the Company	NIL	NIL	NIL	NIL	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	Not related to any Director or KMPs of the Company	Not related to any Director or KMPs of the Company	Not related to any Director or KMPs of the Company	Not related to any Director or KMPs of the Company
Number of Board meetings attended during the financial year 2025-26	1	5	2	5	NA
List of Directorships held in other companies, as on March 31, 2026/as on the date of appointment	As per MBP-1 placed before the Board as on March 31, 2026	As per MBP-1 placed before the Board as on March 31, 2026	As per MBP-1 placed before the Board as on March 31, 2026	As per MBP-1 placed before the Board as on March 31, 2026	As per MBP-1 placed before the Board as on March 31, 2026
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2026/ as on the date of appointment	NIL	NIL	NIL	**Little Internet Pvt Ltd:** 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member	NIL

Regd. Off: 136, First Floor,
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New Delhi-110019
Date: August 17th, 2026
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

Proxy form

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

CIN: **U66000DL2019PTC355671**
Name of the company: Paytm Insurance Broking Private Limited
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

1. 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 7th Annual General Meeting of the company, to be held on **Monday, September 14th, 2026** at the registered office of the Company at 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019 at **10.30 A.M** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. *To receive, consider and adopt the audited standalone financial statements of the Company for the year ended 31st March 2026, together with the reports of the Board of Directors and Auditors thereon.*
2. *To appoint a director in place of Mr. Sanjeev Garg (DIN: 06922778) who retires by rotation and being eligible offers himself for reappointment.*

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Special Business

1. *To regularize the appointment of Mr. Narendra Singh Yadav (DIN: 11347668) as a Non-executive Director of the Company.*
2. *To approve the payment of remuneration to Mr. Siddharth Umesh Mehra (DIN: 07656814) as Whole Time Director-KMP of the Company for FY 2026-27*
3. *To approve payment of remuneration to Mr. Ankur Dhariwal (DIN: 11201087), as Whole Time Director-KMP of the Company for FY 2026-27*
4. *To regularize and approve the appointment of Mr. Niraj Purohit (DIN: 11152966) as as director in the capacity of Whole Time Director-KMP of the Company*
5. *To approve the payment of remuneration to Mr. Niraj Purohit (DIN: 11152966) as Whole Time Director-KMP of the Company for FY 2026-27*

Signed this …………. day of …… 2026
Signature of shareholder

Affix Revenue Stamp

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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PAYTM INSURANCE BROKING PRIVATE LIMITED
Registered Office: 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019

ATTENDANCE SLIP

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

Full name of the Shareholder in Block Letters:

Folio No.:
No. of Shares held:

I hereby record my presence at the 7th Annual General Meeting of the Company, held at 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019 on **Monday, September 14th, 2026 at 10.30 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

The Board of Directors
Paytm Insurance Broking Private Limited
136, First Floor, Devika Towers Nehru Place,
New Delhi - 110019, India

We, ………………………………………, holding …………………………. equity shares of Paytm Insurance Broking Private Limited ("Company") of the face value of INR 10 (ten rupees) each, hereby appoint ……………….to act as our authorized representative to vote on our behalf at the Annual General Meeting or any adjournment thereof, with respect to the proposed resolution set out in the notice for Annual General Meeting scheduled on Monday, September 14th, 2026.

For and on behalf of

For……………………………………………..

Director/Company Secretary/Authorized Signatory

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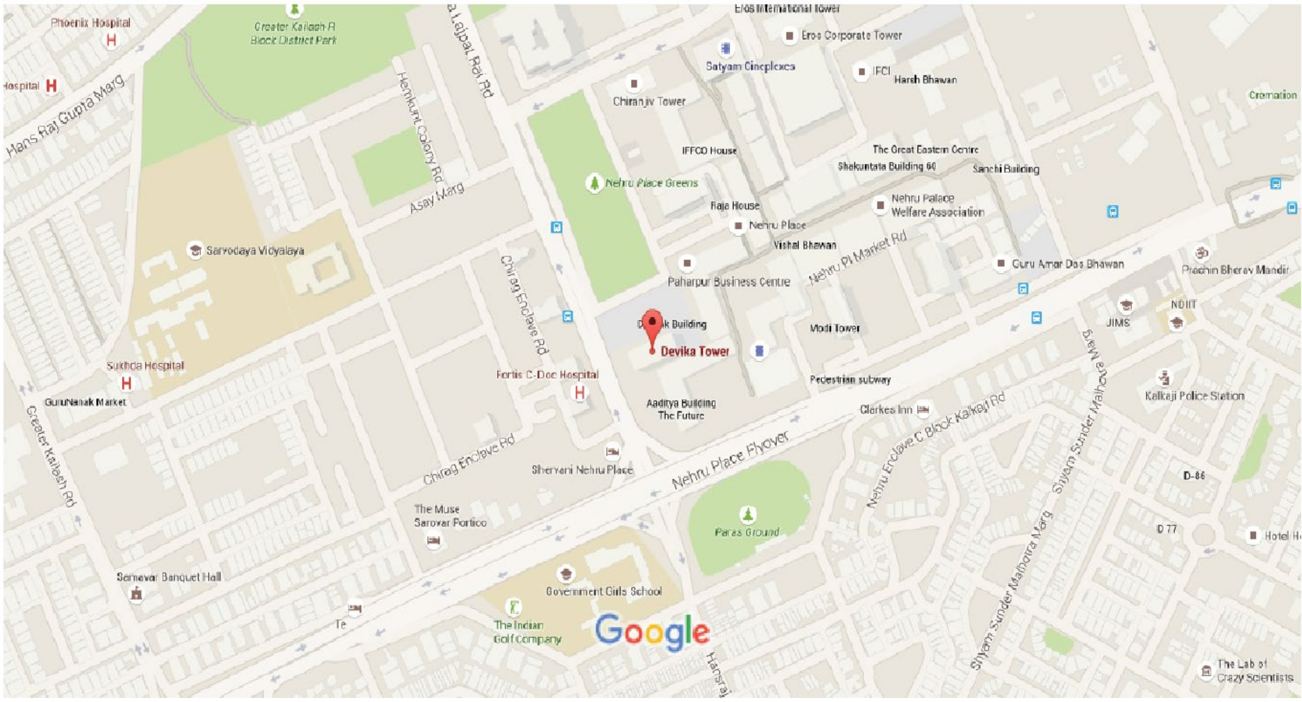
Route Map of the Location of the Seventh Annual General Meeting of the Company to be held on Monday, September 14th, 2026, at the registered office of the Company at 136, First Floor, Devika Towers, Nehru Place, New Delhi – 110019



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