

SHORTER NOTICE OF THE 5TH (FIFTH) ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 5TH (FIFTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF PHONEPE INSURANCE BROKING SERVICES PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON FRIDAY, 19 SEPTEMBER 2025 AT 04:30 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE -2, FLOOR 5, WING A, BLOCK A, SALARPURIA SOFTZONE, SERVICE ROAD, GREEN GLEN LAYOUT, BELLANDUR, BENGALURU, KARNATAKA - 560103, INDIA

ORDINARY BUSINESS:**ITEM NO. 01****TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND STATUTORY AUDITORS THEREON:**

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 sections 129, 134 and 137 of the Companies Act, 2013 (the "Act") read with the relevant rules made thereunder and any other applicable provisions of the law (including any statutory modifications, enactments or re-enactments thereof for the time being in force), the Audited Financial Statements comprising of Balance Sheet as at 31 March 2025, Statement of Profit and Loss, Statement of changes in Equity and Statement of Cash Flows along with Notes to Financial Statements and Schedules thereon, for the financial year ended 31 March 2025 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members of the Company, be and are hereby considered and adopted."

ITEM NO. 02**TO CONSIDER AND APPOINT A DIRECTOR IN PLACE OF MR. VISHAL GUPTA (DIN: 08363509), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A WHOLE-TIME DIRECTOR:**

Explanation: The Company being deemed to be a public limited company, all the Directors, as on date, are liable to retire by rotation. As per the provisions of the Companies Act, 2013, Mr. Vishal Gupta (DIN: 08363509), Whole-time Director and Chief Executive Officer of the Company, being the Director longest in office, is retiring at this Meeting.

Accordingly, it is now proposed to re-appoint Mr. Vishal Gupta who is eligible and has offered himself for

PhonePe Insurance Broking Services Private Limited

Regd. Office: Office-2, Floor 4, 5, 6, 7, Wing A, Block A, Salarpuria Softzone, Service Road, Green Glen Layout, Bellandur, Bengaluru, Karnataka 560103

IRDAI Registration Certificate No. 766

IRDAI Registration Code - IRDAI/DB822/20

Category for which the insurance broker is registered- Direct Broker (Life and General)

Validity period of the registration - Till August 10, 2027

✉ support@phonepe.com



080-69104700

CIN: U66000KA2020PTC132814



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re-appointment. A brief profile of Mr. Vishal Gupta is enclosed as **Annexure A**.

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(6) of the Companies Act, 2013 (the "Act") read with the relevant rules made thereunder and any other applicable provisions of the law (including any statutory modifications, enactments or re-enactments thereof for the time being in force), and further to the recommendation of the Board of Directors of the Company, the Members of the Company be and hereby approve the re-appointment of Mr. Vishal Gupta (DIN: 08363509), Whole-time Director and Chief Executive Officer of the Company, who retires by rotation and being eligible, offers himself for reappointment.

RESOLVED FURTHER THAT once reappointed, Mr. Vishal Gupta (DIN: 08363509) shall continue as a Whole-time Director on the Board of the Company for a period of five years commencing from the date of his original appointment as Whole-time Director i.e. 13 November 2023."

For and on behalf of **PhonePe Insurance Broking Services Private Limited**



Swati Srivastava
Company Secretary

ICSI Membership Number: A41089

Address: Office-2, Floor 5, Wing A, Block A, Salarpuria Softzone, Service Road, Green Glen Layout, Bellandur, Bengaluru, Karnataka, India, 560103



Email ID: swati.srivastava@phonepe.com

Date: 19 September 2025

Place: Bengaluru, India

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NOTES:

1.	Corporate Member intending to send its authorized representative to attend the Meeting is requested to submit a duly certified copy of the board resolution authorizing its representative to attend and vote at the Meeting.
2.	As no special business item is being proposed to be passed at this Meeting, hence, no explanatory statement is required to be annexed hereto.
3.	Consent to hold the Annual General Meeting ("AGM") at a shorter Notice is received from requisite majority of the Members of the Company.
4.	A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
5.	Instrument of proxies, in order to be effective, must be deposited at the Company's Registered Office at any time before the commencement of the Meeting, in accordance with the Articles of Association of the Company and the approval of the Board of Directors of the Company obtained in this regard. The form of proxy in the prescribed Form No. MGT-11 is attached to the Notice.
6.	The Members/Proxies are requested to bring the Attendance Slip, draft attached herewith, duly filled and signed, for attending the Meeting. Alternatively, the Attendance Register will also be available for signature at the venue of the Meeting.
7.	All documents referred to in the accompanying Notice along with the statutory registers are available and are open for inspection in physical or electronic form at the Registered Office by the Members, during the business hours of the Company.
8.	The Brief Profile, pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India, in respect of the Director retiring by rotation seeking reappointment at this AGM, is enclosed as Annexure A to this Notice.
9.	The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company, as on the date of Notice.
10.	The voting rights for the shares are one vote per equity share, registered in the name of the Members. In case of voting by show of hands, the Members have only one vote irrespective of the number of shares held by them.

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11.	Members desirous of getting any information on the item of business proposed to be transacted at the Meeting may send email to the Directors and/or the Company Secretary of the Company.
12.	This Notice comprises of the following: - o Annexure A; - o Route Map; - o Attendance slip; and - o Form of Proxy (MGT-11)

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Annexure A: Details of the Director retiring by rotation and seeking re-appointment at the meeting are provided below:

Sl. No.	Particulars	Vishal Gupta
1.	Director Identification Number	08363509
2.	Age	47 years
3.	Qualification	- B.E Electronics - Executive Management program at the Indian Institute of Management, Bangalore
4.	Experience	Vishal is a tech-product first, business leader with a strong focus on long term strategy and ecosystem driven growth working toward building impactful products and business. He is a multidimensional leader with wide exposure across functions (technology, business, operations alike) and has worked in various industries at scale (consumer tech, payments, merchants, e-commerce, supply chain, social & telecom).
5.	Terms and conditions of appointment	In terms of section 152(6) of the Act, he is liable to retire by rotation at the meeting and eligible for re-appointment. Mr. Vishal Gupta also serves as Chief Executive Officer of the Company since 19 April 2024.
6.	Details of remuneration sought to be paid	As approved by the Members of the Company on 09 September 2025
7.	Details of remuneration last drawn	Remuneration was in line with PhonePe Group's remuneration policies and as mutually agreed from time to time.
8.	Date of first appointment on the Board	13 November 2023
9.	Shareholding in the Company	Nil
10.	No. of Companies in which the person is already a Director and other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

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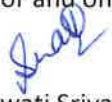


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11.	Relation with other Directors and Key Managerial Personnel of the Company	None
12.	Number of meetings of the Board attended during the year (financial year)	4 (Four) out of 4 (Four) meetings held till the time of dispatch of notice.

For and on behalf of **PhonePe Insurance Broking Services Private Limited**


Swati Srivastava
Company Secretary
ICSI Membership Number: A41089



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Email ID: swati.srivastava@phonepe.com

Date: 19 September 2025
Place: Bengaluru, India

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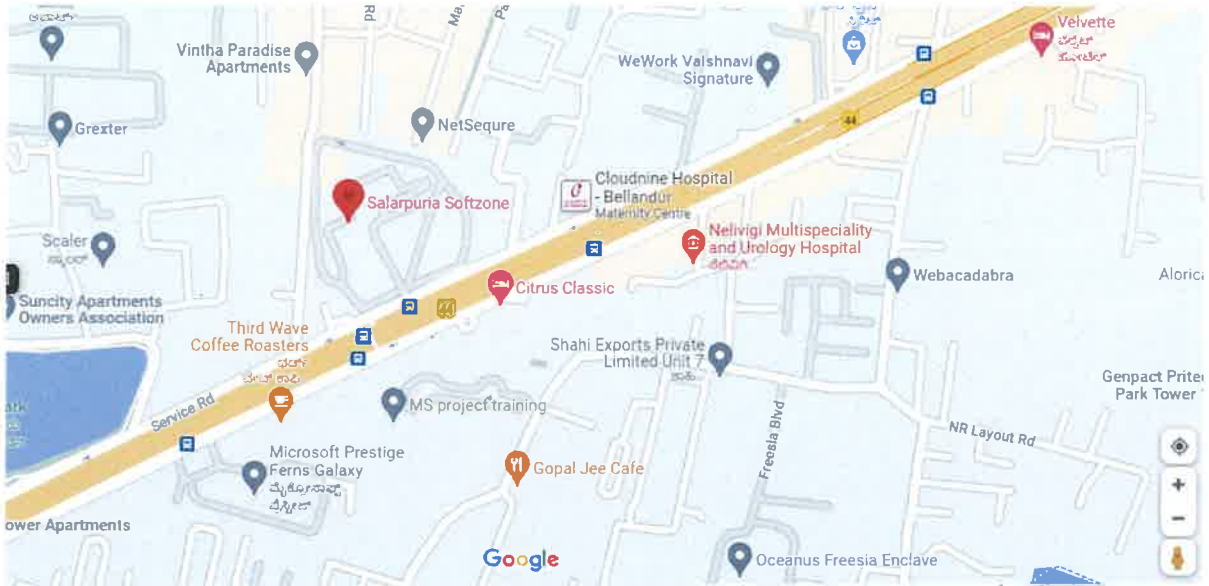
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ROUTE MAP



Landmark: Near to Cloudnine Hospital - Bellandur

Handwritten signature



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ATTENDANCE SLIP
5TH (FIFTH) ANNUAL GENERAL MEETING

Reg. Folio No./ Client ID/ DP ID:.....

No. of Shares held:.....

I certify that I am a Registered Member/proxy/authorized representative¹ for _____, the registered Member, of the Company.I hereby record my presence at the 5th (Fifth) Annual General Meeting of the Company to be held on **Friday, 19 September 2025 at 4:30 P.M. (IST)** at the Registered Office of the Company situated at Office-2, Floor 5, Wing A, Block A, Salarpuria Softzone, Service Road, Green Glen Layout, Bellandur, Bengaluru, Karnataka - 560103, India.Name of the Registered Member/ proxy / authorized representative for the Registered Member
(in BLOCK letters):

Mr. / Ms. _____

Signature of the Registered Member/ proxy / authorized representative for the Registered Member.
_____**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the venue of the Meeting. Alternatively, the Attendance Register will also be available for signature at the venue of the Meeting.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Members shall produce proper authorization issued in their favour.

¹Strike out whichever is not desired.**PhonePe Insurance Broking Services Private Limited**

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Form No. MGT-11
PROXY FORM

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

CIN: U66000KA2020PTC132814

Name of the Company: PhonePe Insurance Broking Services Private Limited

Registered Office Address: Office-2, Floor 4,5,6,7, Wing A, Block A, Salarpuria Softzone, Service Road, Green Glen Layout, Bellandur, Bengaluru, Karnataka- 560103, India

Name of the shareholder (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the Member(s) of ___equity shares of the above-named company, hereby appoint:

Name:

Address:

E-mail Id:

Signature: _____, or failing him

Name:

Address:

E-mail Id:

Signature: _____, or failing him

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 5th (Fifth) Annual General Meeting of the Company to be held on **Friday, 19 September 2025 at 4:30 P.M. (IST)** at the Registered Office of the Company situated at Office-2, Floor 5, Wing A, Block A, Salarpuria Softzone, Service Road, Green Glen Layout, Bellandur, Bengaluru, Karnataka - 560103, India, and at any adjournment thereof in respect of such resolution as is indicated below:

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Resolution No.	Description	Type of Resolution
Ordinary Businesses		
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 March 2025 and the reports of the Board of Directors and Statutory Auditors thereon	Ordinary
2	To consider and appoint a Director in place of Mr. Vishal Gupta (DIN: 08363509), who retires by rotation and being eligible, offers himself for re-appointment as a Whole-time Director	Ordinary

Signed this ____ day of September 2025.

Signature of Member:

Signature of Proxy holder:

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at any time before the commencement of the Meeting.
2. Any overwriting made in the Proxy Form should be initialled.
3. Please affix appropriate Revenue Stamp (if applicable) before putting signature.
4. In case of multiple proxies authorised through various Proxy Form, the proxy authorised by way of Proxy Form at a closer to the date of AGM, shall be accepted.
5. A proxy need not be a Member of the Company.



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