



SHORTER NOTICE OF THE 02/2025-26 EXTRAORDINARY GENERAL MEETING

Shorter Notice is hereby given that the 02/2025-26 Extraordinary General Meeting ("EGM") of the Members of PhonePe Insurance Broking Services Private Limited (the "Company") will be held on **Wednesday, 25 June 2025 at 03:00 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**, to transact the following business:

Special Business:

Item No. 01

TO CONSIDER AND APPROVE THE RESTATEMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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 section 5 and 14 of the Companies Act, 2013 read with the rules framed thereunder and other applicable provisions of the law (including any statutory modifications, enactments or re-enactments thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the amendment of the existing Articles of Association of the Company with the new provisions as contained in the amended and restated Articles of Association of the Company, and the said restated Articles of Association be and is hereby approved and adopted, in substitution of and to the exclusion of the existing Articles of Association of the Company.*

***RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the jurisdictional Registrar of Companies and take all the requisite, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, be deemed necessary, to take cognizance of any question, query, or doubt that may arise in this regard, and to execute all such notices, deeds, agreements, papers and writings as may be necessary and ancillary in this regard.*

***RESOLVED FURTHER THAT** the Directors of the Company and the Compliance Officer for Insurance Regulatory and Development Authority of India ("IRDAI") purposes be and are hereby severally authorized to execute and submit necessary intimations to the IRDAI and do all such ancillary activities as may be necessary in this regard.*

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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RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to provide certified copy(ies) of this resolution to person(s) or authority(ies) as may be required from time to time”.

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: 25 June 2025

Place: Bengaluru, India

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Notes:

- Corporate Member intending to send its authorized representative to attend the Meeting is requested to send a duly certified copy of the board resolution authorizing its representative to attend and vote at the Meeting.
- Consent to hold the Extraordinary General Meeting at a shorter notice is received from both the Members of the Company.
- The relevant Explanatory Statement setting out the material facts in respect of the special business to be transacted at the Extraordinary General Meeting is annexed hereto.
- Since the Company has only two members and a proxy is not considered for the purpose of quorum, the option to appoint proxy cannot be exercised for this Meeting. However, we have attached Form No. MGT 11 (Proxy Form) with the Notice for your reference.
- The Members 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.
- All documents referred to in the accompanying Notice such as the restated Articles of Association of the Company 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.
- 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.
- 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.
- Members desirous of getting any information on the item of business proposed to be transacted at the Meeting may send email to the Directors or/ and Company Secretary of the Company.
- This Notice comprises of the following:
 - Explanatory Statement;
 - Form of proxy (Form No. MGT-11);
 - Route Map; and
 - Attendance slip

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EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013 (the "Act")]

ITEM NO. 01

The Members are informed that the Company has entered into a Shareholders Agreement ("SHA") with PhonePe Limited (Formerly known as 'PhonePe Private Limited'), Holding Company.

The Members to further note that it is proposed to amend the Articles Association of the Company ("AOA"), to inter-alia include the provisions of the SHA to reflect the shareholders' rights and other agreed governance processes into the constitutional document, to remove the exemptions presently mentioned in the AOA which are no longer applicable to the Company and making such other cosmetic changes as maybe required.

The Board of Directors of the Company had accorded its approval on 16 May 2025 for restatement of the AOA and recommended the same to the Members of the Company for their approval.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives are directly or indirectly concerned or interested in this Resolution.

The resolution set out under Item No. 01 of the Notice is required to be passed by way of a special resolution.

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 - 560103, India



Email ID: swati.srivastava@phonepe.com

Date: 25 June 2025

Place: Bengaluru, India

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**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: 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 _____ 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: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 02/2025-26 Extraordinary General Meeting of the Company to be held on **Wednesday, 25 June 2025 at 03:00 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, India, 560103, and at any adjournment thereof in respect of such resolution as is indicated below:

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Resolution No.	Description	Type of Resolution
Special Business		
01	To consider and approve the restatement of the Articles of Association of the Company	Special Resolution

Signed this ____ day of June 2025.

Signature of Shareholder:

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 not less than 48 hours 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 EGM, shall be accepted.
5. A proxy need not be a Member of the Company.
6. Since the Company has only two members and a proxy is not considered for the purpose of quorum, the option to appoint proxy cannot be exercised for this Meeting.



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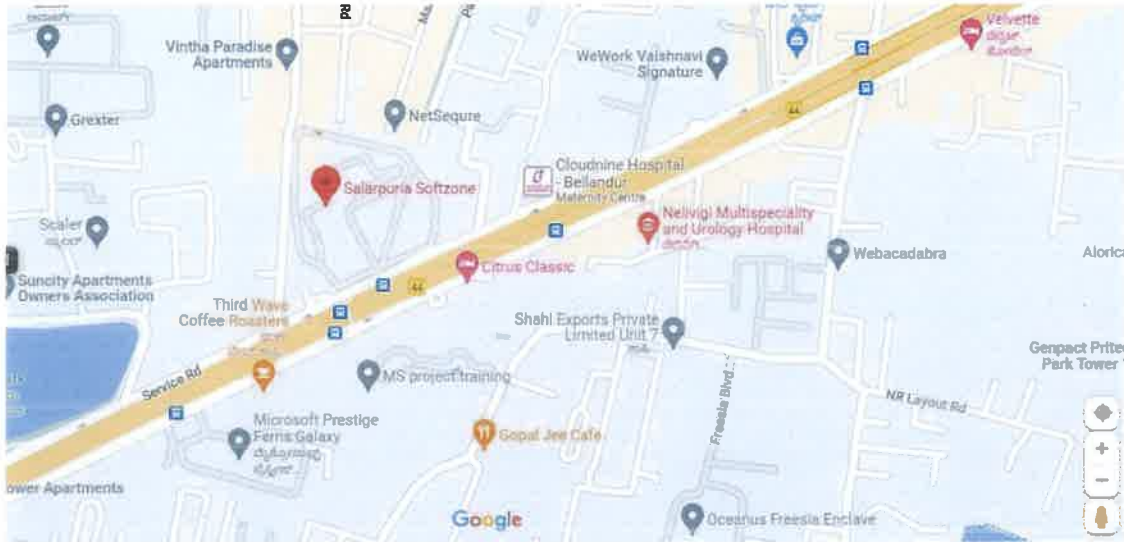
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ROUTE MAP



Landmark: Near to Cloudnine Hospital - Bellandur



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ATTENDANCE SLIP

02/2025-26 EXTRAORDINARY 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 02/2025-26 Extraordinary General Meeting of the Company to be held on **Wednesday, 25 June 2025** at **03:00 P.M. (IST)** 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 Members/ proxy / authorized representative for the Registered Members (in BLOCK letters):

Mr. / Ms. _____

Signature of the Registered Members / proxy / authorized representative for the Registered Members.

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/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.

¹ Strike out whichever is not desired.



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