



SHORTER NOTICE OF THE 01/2025-26 EXTRAORDINARY GENERAL MEETING

Shorter Notice is hereby given that the 01/2025-26 Extraordinary General Meeting ("EGM") of the Members of **PhonePe Insurance Broking Services Private Limited** (the "Company") will be held on **Wednesday, 16 April 2025 at 05:30 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, India, 560103, to transact the following business:

Special Business:

Item No. 01

TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. MEENAKSHI SHARMA (DIN: 10372988) AS A DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY:

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 149 and 152 of the Companies Act, 2013 (the "Act") read with rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2018 and any other applicable provisions of law (including any statutory modifications, enactments or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Meenakshi Sharma (DIN: 10372988) as a Director on the Board of Directors (the "Board") with immediate effect subject to the post-facto approval of the Insurance Regulatory and Development Authority of India ("IRDAI").

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to execute and submit all necessary documents, forms and applications including filing the relevant forms with the jurisdictional Registrar of Companies and other authorities, update necessary statutory registers and to do all such acts, deeds, and things as may necessary or expedient for the appointment of Ms. Meenakshi Sharma (DIN: 10372988) as a Director on the Board.

RESOLVED FURTHER THAT the Directors and Compliance Officer of the Company for the IRDAI purposes be and are hereby severally authorized to execute and submit the applications, declarations, annexures and any other documents, carry out modifications or amendments thereto (wherever necessary) and do all such acts, deeds and documents in order to obtain the necessary approval from IRDAI in relation to the appointment of Ms. Meenakshi Sharma (DIN: 10372988) as a Director on the Board.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are

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: U66000KA2020FTC132814 🌐 www.phonepe.com/insurance





hereby severally authorized to sign and issue a certified true copy 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: F1908, Candeur Signature, Gunjur Village, Varthur Main Road,
Bangalore, Karanataka – 560103, India



Email ID: swati.srivastava@phonepe.com

Date: 16 April 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.
- 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.
- 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. The form of proxy in the prescribed Form No. MGT-11 is attached to the Notice.
- 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.
- 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.
- 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 and the necessary participants.
- 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

Pursuant to the provisions of the Companies Act, 2013 (the "Act"), the Board of Directors of the Company (the "Board") vide resolution passed at its Meeting held on 16 April 2025 has recommended the appointment of Ms. Meenakshi Sharma (DIN: 10372988) as a Director on the Board, to the Members of the Company. The said appointment is subject to post facto approval of Insurance Regulatory and Development Authority of India.

The consent letter, declaration on non-disqualification and other documents as required under the Act were received from Ms. Meenakshi Sharma (DIN: 10372988) and in the opinion of the Board, Ms. Meenakshi Sharma (DIN: 10372988) fulfill the conditions specified in the Act and the rules made thereunder for appointment as a Director on the Board. Further, a brief profile of the Ms. Meenakshi Sharma (DIN: 10372988) is annexed as **Annexure A** to the Notice.

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

None of the Directors on the Board or Key Managerial Personnel or their relatives, are concerned or interested in the resolution.

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



Swati Srivastava
Company Secretary

ICSI Membership Number: A41089

Address: F1908, Candeur Signature, Gunjur Village, Varthur Main Road, Bangalore, Karanataka – 560103, India

Email ID: swati.srivastava@phonepe.com



Date: 16 April 2025

Place: Bengaluru, India

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Brief Profile

Sl. No.	Particulars	Details
1.	Name	: Meenakshi Sharma
2.	Director Identification Number	: 10372988
3.	Address	: Apartment No D2 – 1810, Sobha Mayflower, Bellandur Village, Bangalore South, Bangalore, Karnataka- 560103, India
4.	Email Id	: meenakshi.sharma@phonepe.com
5.	Nationality	: Indian
6.	Age	: 36 years
7.	Occupation	: In employment
8.	Qualification	: • Company Secretary – Fellow Member • Master of Business Administration • Bachelor of Business Administration
9.	Experience	: More than 12 years
10.	Terms and conditions of appointment	: As per mutually agreed between the Company and Director subject to the provisions of Companies Act, 2013
11.	Details of remuneration sought to be paid / paid earlier	: Nil
12.	Date of first appointment on the Board	: Nil
13.	Shareholding in the Company	: Nil
14.	No. of Companies in which the person is already a Director and other Directorships / Membership/ Chairmanship of Committees of other Boards	: 1 – PhonePe Finance Private Limited (Director)
15.	Particulars of Membership No. and Certificate of practice No. of any professional Institute	: ICSI Membership No. F11663
16.	Relation with other Directors/ Key Managerial Personnel of the Company	: No
17.	Number of meetings attended during the year	: Nil


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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: U66000KA2020FTC132814

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 01/2025-26 Extraordinary General Meeting of the Company to be held on **Wednesday, 16 April 2025 at 05:30 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, 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 appointment of Meenakshi Sharma (DIN: 10372988) as a Director on the Board of Directors of the Company	Ordinary Resolution
Signed this ____ day of April 2025.		Affix Revenue Stamp
Signature of Shareholder:		
Signature of Proxy holder:		

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 EGM, shall be accepted.
5. A proxy need not be a Member of the Company.



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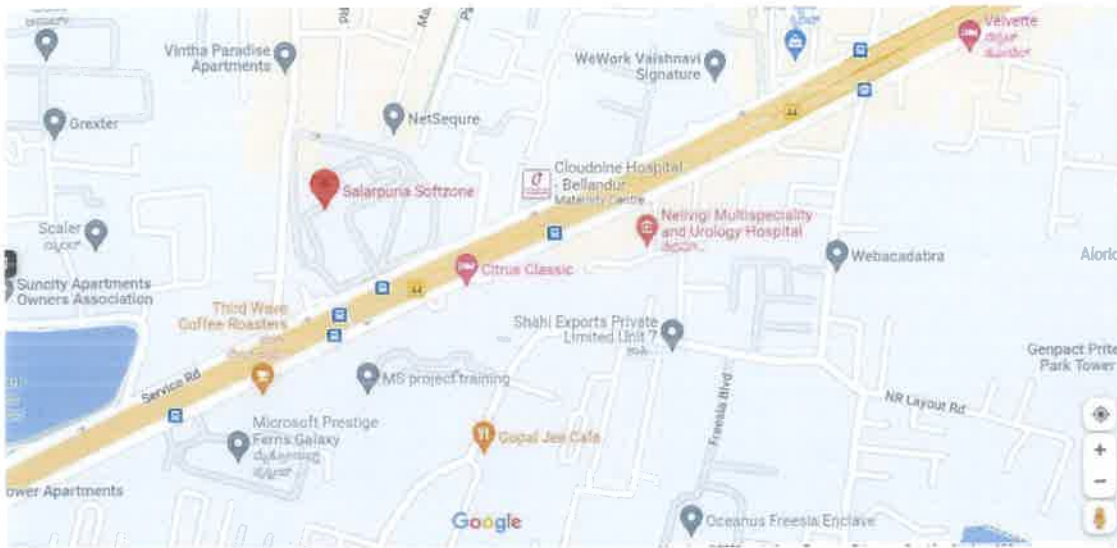
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ROUTE MAP



Landmark: Near to Cloudnine Hospital - Bellandur



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ATTENDANCE SLIP

01/2025-26 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 01/2025-26 Extraordinary General Meeting of the Company to be held on **Wednesday, 16 April 2025 at 05:30 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/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.

¹ Strike out whichever is not desired.



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