



May 29, 2025

To

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400051

BSE Limited
Department of Corporate Services/ Listing
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai – 400001

SYMBOL: POLICYBZR

SCRIP CODE: 543390

Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed the Annual Secretarial Compliance Report issued by Mr. Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Practising Company Secretaries, for the year ended March 31, 2025.

This intimation is also being uploaded on the Company's website at <https://www.pbfintech.in/investorrelations>.

Thanking You,

Yours faithfully,
For PB Fintech Limited

(Bhasker Joshi)
Company Secretary and Compliance officer

Encl.: A/a

policybazaar^{com}

paisabazaar^{com}

QuickFIXcars

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PB FINTECH LIMITED

Registered Office Address : Plot No. 119, Sector-44, Gurugram-122001 (Haryana)

Telephone No. : 0124-4562900, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com

Website : www.pbfintech.in CIN : L51909HR2008PLC037998

Annual Secretarial Compliance report of PB Fintech Limited
for the Financial Year ended 31st March 2025

(In Compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015)

We have examined:

- (a) all the documents and records made available to us and explanation provided by PB Fintech Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the Financial Year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (SCRA), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulation, whose Provisions and the circulars/guidelines issued thereunder, have been examined Include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(No event took place under this Regulation during the review period).**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No event took place under this Regulation during the Audit period).**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- and circular/guidelines issued thereunder.

And based upon the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- a. **(**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:**

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ fine/ show cause notice/ Warning	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										

We further report that –

- A. The Company has formulated code of conduct to regulate, monitor, and report trading by Insiders ("COC") read with Schedule B and Regulations 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations"). During the year under review, the Company had reported violation done by Mr. Naveen Kukreja ("Mr. Kukreja"), designated person, to the Audit Committee. The Audit Committee after providing opportunity of being heard to Mr. Kukreja and taking into consideration his submissions, issued a warning letter and imposed a monetary penalty of Rs. 11,00,000/- (Rupees Eleven Lakh Only) which was duly deposited by Mr. Kukreja with SEBI Investor Protection and Education Fund on 28th March 2025.



House No.-23, Basement, Sector-30, Gurugram(Hr.), India-122001

Mobile: +91 9873347280, Tel: +91-124-2382323/3693773,

Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

- B. The Securities and Exchange Board of India ("SEBI") issued a Show Cause Notice (SCN) to Mr. Yashish Dahiya in his capacity as Chairman and CEO of PB Fintech Limited under SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 read with Sections 15-I and 15HB of the SEBI Act, 1992, it pertains to investment of USD 2 Million by PB Fintech FZ-LLC, Dubai on November 17, 2022 for 26.72% stake in YKNP Marketing Management (an unrelated party) which was not considered Unpublished Price Sensitive Information (UPSI) due to non-material value of the transaction.

Further, Mr. Yashish Dahiya in his capacity as Chairman & CEO of PB Fintech Limited applied for settlement application to SEBI and SEBI has issued a settlement order No. SO/AK/2024-25/8014 dated March 04, 2025. The applicant has paid the settlement amount of Rs. 9,42,500/-

- C. The Company had received a letter from the National Stock Exchange of India (NSE) with reference number NSE/INVG/2025/41788, dated January 30, 2025 regarding announcement made to the stock exchanges w.r.t. incorporation of PB Healthcare Services Private Limited. The Company submitted its response to the NSE on February 6, 2025.

b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement(Regulations/ circulars/ guide- lines including specific clause)	Regulation on Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-----Not applicable-----										



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I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updating of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	None
	<ul style="list-style-type: none">All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.	Yes	None
	<ul style="list-style-type: none">Timely dissemination of the documents/ information under a separate section on the website	Yes	None
	<ul style="list-style-type: none">Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	None



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4.	Disqualification of Director: None of the Director(s) of the Company is/ is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of director is disqualified.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a. Identification of material subsidiary companies	Yes	None
	b. Disclosure requirement of material as well as other subsidiaries	Yes	None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	None
	b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee, in case no prior approval has been obtained.	N.A	None



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	Action has been taken by SEBI. Kindly refer the above note no. B
12.	Resignation of the Statutory Auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A	None



dhananjay shukla & associates
company secretaries

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13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A	None
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We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

For Dhananjay Shukla & Associates
Company Secretaries

Dhananjay Shukla
Proprietor

FCS-5886, CP No. 8271

Peer Review No.2057/2022

UDIN: F005886G000344741

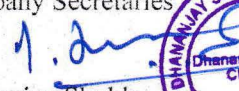


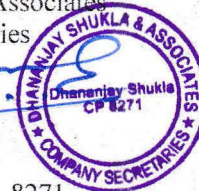
Date: 15th May 2025
Place: Gurugram

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Dhananjay Shukla & Associates
Company Secretaries


Dhananjay Shukla
Proprietor
FCS-5886, CP No. 8271
Peer Review No.2057/2022
UDIN: F005886G000344741



Date: 15th May 2025
Place: Gurugram