



March 18, 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: Scrutinizer Report and Disclosure of Voting Results pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

In furtherance to our letter dated February 14, 2025 regarding notice of postal ballot (“Notice”) seeking approval of the shareholders of PB Fintech Limited (“Company”), we hereby inform that the shareholders of the Company have duly passed the special resolutions for the items as set out in the Notice approving the following:

- Alteration in the objects of the initial public offer (“offer”) for which amount was raised; and
- To approve the extension of the time limit for the utilisation of funds raised in the initial public offer

In this regard, we are enclosing herewith the following:

- (i) Report of the Scrutinizer dated March 18, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014;
- (ii) Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The scrutinizer's report along with the voting results will also be hosted on the website of the Company i.e. www.pbfintech.in and the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company i.e. <https://instavote.linkintime.co.in>.

This is for your information and record.

Thanking you,

Yours Sincerely

For PB Fintech Limited

Bhasker Joshi

Company Secretary and Compliance Officer

Encl: A/a

policybazaar^{com}

paisabazaar^{com}

QuickFIXcars

doc:
prime

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

REPORT OF SCRUTINIZER

The Chairman

PB Fintech Limited

CIN:L51909HR2008PLC037998

Registered office: Plot No. 119, Sector-44,
Gurgaon, Haryana-122001

Dear Sir,

The undersigned is pleased to submit the report on the Postal Ballot conducted by **PB Fintech Limited (“the Company”)** seeking consent of its Members for the Resolutions as set out in the Notice of Postal Ballot dated 30th January 2025.

In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on 30th January 2025 to scrutinize the postal ballot through e-voting process, for the resolutions as contained in the Notice dated 30th January 2025.

Further, in terms of Sections 110 and 108 of the Companies Act, 2013 (“the Act”), read with Rules 22 and 20 of the Companies (Management and Administration) Rules 2014 (“the Rules”), including any statutory modifications or re-enactment thereof, for the time being in force, read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and pursuant to all other applicable laws and regulations, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Secretarial Standards on General Meeting (SS-2) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and other applicable laws and Regulations, as amended from time to time.

Members’ approval was sought for the following Resolutions as under:-

- A. Alteration in the objects of the Initial Public Offer for which amount was raised (**Special Resolution**);
- B. To approve the extension of the time limit for the utilisation of funds raised in Initial Public Offer (**Special Resolution**);

Accordingly, I submit my report as under:-

1. As per Notice dated 30th January 2025, the remote e-voting period remained open from Saturday, 15th February 2025 (09:00 A.M. IST) till Sunday, 16th March 2025 (05:00 P.M. IST) both days inclusive.

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

2. The advertisement as stipulated under Sections 110 and 108 read with Rules 22 and 20 of Companies (Management and administration) Rules, 2014 as amended on 19th March 2015, were published in Financial Express (All India editions in English language) and Jansatta (Delhi and NCR edition in Hindi (vernacular) language) on 15th February 2025.
3. The Members holding shares on the “cut-off” date i.e. Friday, 7th February 2025 were entitled to vote on the proposed resolutions (item no. 1&2 as set out in the Notice of Postal Ballot dated 30th January 2025).
4. The Company has informed that, in compliance with the MCA Circulars, the Postal Ballot Notice was sent only by e-mail to all the members, whose names were appearing on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on Friday, 7th February 2025 (the ‘cut-off date’) and who had registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)(“RTA”). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelopes were not sent to the members for this Postal Ballot. The Company had appointed MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), for the purpose of providing remote e-voting facility to all its members.
5. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through e-voting system, on e-voting platform provided by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) from Saturday, 15th February 2025 (09:00 A.M. IST) till Sunday, 16th March 2025 (05:00 P.M. IST) both days inclusive.
6. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and related Rules/ LODR requirements relating to e-voting through electronic means in respect of the resolutions contained in the Notice sent to Members of the Company.
7. My responsibility as a Scrutinizer for the remote e-voting process is restricted to make a scrutinizer’s report of the votes cast **“in favor”** or **“against”** the resolutions as set out in the Notice and based on the e-voting details as generated from the e-voting system provided by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) through its website <https://instavote.linkintime.co.in>, the authorized agency to provide the e-voting facilities, engaged by the Company and votes cast through e-voting process.
8. The votes casted through e-voting were unblocked by me in presence of two witnesses at 5:03 P.M. (IST) on 16th March 2025 who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in their presence.

Thereafter the details containing, *inter alia*, list of Members, who voted “for” or “against” on each of the resolutions that were put to vote, were generated from the e-voting website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) i.e. website <https://instavote.linkintime.co.in>.

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The reports on the result of the voting through remote e-voting are as under:-

Resolution No. 1: Special Resolution

Alteration in the objects of the Initial Public Offer for which amount was raised

| Particulars | Number of valid votes | Number of invalid votes | Percentage |
|--|-----------------------|------------------------------|----------------|
| | Remote E-Voting | E-Voting/ E-voting Remote | |
| In Favor | 38,56,06,873 | 0 | 99.8780 |
| Against | 4,70,916 | 0 | 0.1220 |
| Total | 38,60,77,789 | 0 | 100 |
| Number of members who cast their vote | 1,248 | | |

Four (4) members with 29,177 votes abstained from voting.

Based on the above, the Special Resolution has been passed with requisite majority.

Resolution No. 2: Special Resolution

To approve the extension of the time limit for the utilisation of funds raised in Initial Public Offer

| Particulars | Number of valid votes | Number of invalid votes | Percentage |
|--|-----------------------|-----------------------------|----------------|
| | Remote E-Voting | E-Voting/Remote E-voting | |
| In Favor | 38,60,76,924 | 0 | 99.9998 |
| Against | 866 | 0 | 0.0002 |
| Total | 38,60,77,790 | 0 | 100 |
| Number of members who cast their vote | 1,248 | | |

Four (4) members with 29,177 votes abstained from voting.

Based on the above, the Special Resolution has been passed with requisite majority.

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9. The e-voting data and all other relevant records have been kept by me and I shall be arranging to hand over the same to the Company Secretary/ Director Authorized by the Board for safe keeping.

Thanking You,

For Dhananjay Shukla and Associates
Company Secretaries

DHANANJAY SHUKLA
Y SHUKLA

Digitally signed by
DHANANJAY SHUKLA
Date: 2025.03.18
19:12:07 +05'30'

Dhananjay Shukla

Proprietor

FCS No. 5886, CP No. 8271

Scrutinizer

Peer Review No. 2057/2022

UDIN: F005886F004116674

Place: Gurugram

Date: 18th March 2025

Enclosures: Annexure "A" to "B"

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

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| "Annexure A" | | | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Description of Resolution considered | | Alteration in the objects of the Initial Public Offer for which amount was raised | | | | | | |
| Resolution Required : (Ordinary/Special) | | Special Resolution | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3]=\frac{[2]}{[1]}*100$ | [4] | [5] | $[6]=\frac{[4]}{[2]}*100$ | $[7]=\frac{[5]}{[2]}*100$ |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 30,14,66,181 | 25,69,57,044 | 85.2358 | 25,64,87,044 | 4,70,000 | 99.8171 | 0.1829 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 30,14,66,181 | 25,69,57,044 | 85.2358 | 25,64,87,044 | 4,70,000 | 99.8171 | 0.1829 |
| Public Non Institutions | E-Voting | 15,77,91,101 | 12,91,20,745 | 81.8302 | 12,91,19,829 | 916 | 99.9993 | 0.0007 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 15,77,91,101 | 12,91,20,745 | 81.8302 | 12,91,19,829 | 916 | 99.9993 | 0.0007 |
| Total | | 45,92,57,282 | 38,60,77,789 | 84.0657 | 38,56,06,873 | 4,70,916 | 99.8780 | 0.1220 |

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| "Annexure B" | | | | | | | | |
|--|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Description of Resolution considered | | To approve the extension of the time limit for the utilisation of funds raised in Initial Public Offer | | | | | | |
| Resolution Required : (Ordinary/Special) | | Special Resolution | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Institutions | E-Voting | 30,14,66,181 | 25,69,57,044 | 85.2358 | 25,69,57,044 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 30,14,66,181 | 25,69,57,044 | 85.2358 | 25,69,57,044 | 0 | 100.0000 |
| Public Non Institutions | E-Voting | 15,77,91,101 | 12,91,20,746 | 81.8302 | 12,91,19,880 | 866 | 99.9993 | 0.0007 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 15,77,91,101 | 12,91,20,746 | 81.8302 | 12,91,19,880 | 866 | 99.9993 |
| Total | | 45,92,57,282 | 38,60,77,790 | 84.0657 | 38,60,76,924 | 866 | 99.9998 | 0.0002 |

General information about company

| | |
|---|--------------------|
| Scrip code | 543390 |
| NSE Symbol | POLICYBZR |
| MSEI Symbol | NOTLISTED |
| ISIN | INE417T01026 |
| Name of the company | PB Fintech Limited |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 16-03-2025 |
| Start time of the meeting | |
| End time of the meeting | |

Scrutinizer Details

| | |
|---|-------------------------------|
| Name of the Scrutinizer | Mr. Dhananjay Shukla |
| Firms Name | Dhananjay Shukla & Associates |
| Qualification | CS |
| Membership Number | F5886 |
| Date of Board Meeting in which appointed | 30-01-2025 |
| Date of Issuance of Report to the company | 18-03-2025 |

Voting results

| | |
|--|------------|
| Record date | 07-02-2025 |
| Total number of shareholders on record date | 158768 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 2 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Alteration in the objects of the Initial Public Offer for which amount was raised | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 301466181 | 256957044 | 85.2358 | 256487044 | 470000 | 99.8171 | 0.1829 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 301466181 | 256957044 | 85.2358 | 256487044 | 470000 | 99.8171 |
| Public- Non Institutions | E-Voting | 157791101 | 129120745 | 81.8302 | 129119829 | 916 | 99.9993 | 0.0007 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 157791101 | 129120745 | 81.8302 | 129119829 | 916 | 99.9993 |
| Total | | 459257282 | 386077789 | 84.0657 | 385606873 | 470916 | 99.878 | 0.122 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Textual Information(1) | |

Text Block

Textual Information(1)

Four (4) members with 29,177 votes abstained from voting.

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To approve the extension of the time limit for the utilisation of funds raised in Initial Public Offer | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | 301466181 | 256957044 | 85.2358 | 256957044 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 301466181 | 256957044 | 85.2358 | 256957044 | 0 | 100 |
| Public- Non Institutions | E-Voting | 157791101 | 129120746 | 81.8302 | 129119880 | 866 | 99.9993 | 0.0007 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 157791101 | 129120746 | 81.8302 | 129119880 | 866 | 99.9993 |
| Total | | 459257282 | 386077790 | 84.0657 | 386076924 | 866 | 99.9998 | 0.0002 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Textual Information(1) | |

Text Block

Textual Information(1)

Four (4) members with 29,177 votes abstained from voting.

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |