



March 13, 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: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

In furtherance to our intimation dated March 11, 2025, and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice (“**Notice**”) dated March 11, 2025, for seeking shareholders’ approval by way of ordinary resolutions through postal ballot via remote e- voting on the following items:

- To approve entering into material related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company;
- To allow Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company to enter into related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company;
- To allow Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director of the Company to enter into related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company;
- To allow other Key Managerial Personnel (“KMP”) of the Company to enter into related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company

Further, the Notice is also available at the website of the Company i.e. www.pbfintech.in and the website of the Registrar and Share Transfer Agent (“RTA”), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“MI IPL”) i.e. www.linkintime.co.in

In accordance with applicable laws and circulars issued by MCA and provisions of Listing Regulations, the said Notice is being sent only through electronic mode on Thursday, March 13, 2025 to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on Friday, March 07, 2025 (“**Cut-off date**”) and whose email IDs are registered with the Company/ MI IPL/ depositories/ depository participants. The communication of assent/ dissent of the members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed MI IPL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting period shall commence on Saturday, March 15, 2025, at 9:00 A.M. (IST) and shall end on Sunday, April 13, 2025, at 5:00 P.M. (IST) (both days inclusive). The results of the Postal Ballot with the Scrutinizer's report shall be announced on or before Tuesday, April 15, 2025.

You are requested to kindly take the same in your records.

Yours faithfully
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

PB FINTECH LIMITED

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

CIN: L51909HR2008PLC037998

Email ID: complianceofficer@pbfintech.in; cosec@policybazaar.com

Tel.: 0124-4562907; **Website:** www.pbfintech.in

NOTICE OF POSTAL BALLOT

[Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014]

To,
Members of **PB Fintech Limited**,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of PB Fintech Limited (“Company”) by means of Postal Ballot through Remote E-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through E-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (“ICSI”) and notified by Ministry of Corporate Affairs (“SS-2”), and other applicable provisions, if any for the time being in force. The explanatory statement pursuant to Sections 102(1) and 110 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed herewith for your consideration and forms an integral part of this Notice.

Pursuant to the MCA Circulars and Sections 108 and 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice (“Notice”) along with the explanatory statement and Remote E-voting instructions only through electronic mode to all those Members, whose e-mail addresses are registered with the Company/MUFG Intime India Private Ltd. (*previously known as ‘Link Intime India Private Limited’*), Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, March 7, 2025 (“Cut-off date”). Each Member’s voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.

In compliance with the requirements of the MCA Circulars as issued from time to time, physical copy of this Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and they are required to communicate their assent or dissent through the Remote E-voting system only.

In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Nitesh Latwal, a Practicing Company Secretary (CP No. 16276), partners of M/s PI & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through Remote E-voting process in a fair and transparent manner.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only. Remote E-voting will open for the Members for exercising their vote on March 15, 2025 (at 09:00 A.M. IST) and ends on April 13, 2025 (at 05:00 P.M. IST) both days inclusive.

PROPOSED RESOLUTIONS:**1. To approve entering into material related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation(s)/ approval(s)/ consent(s), permission(s) and/ or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/ imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee) for entering into and/ or carrying out, arrangements and transactions with PB Healthcare Services Private Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for subscribing or purchasing its Equity Shares, Compulsory Convertible Preference Shares and other Convertible securities for amount not exceeding INR 696,00,00,000/- (Indian Rupees Six Hundred Ninety Six Crore Only), as per the details set out in the explanatory statement annexed to this notice, whether by way of entering into contract(s)/arrangement(s)/ transaction(s) or otherwise, in one or more tranches, from time to time during the financial year 2025-26.

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

2. To allow Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company to enter into related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation(s)/ approval(s)/ consent(s), permission(s) and/ or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/ imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company, a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for entering into and/ or carrying out, arrangements and transactions with PB Healthcare Services Private Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for subscribing or purchasing its Equity Shares, Compulsory Convertible Preference Shares (‘CCPS’) and other Convertible securities for an amount not exceeding INR 87,00,00,000/- (Indian Rupees Eighty Seven Crore Only), as per the details set out in the explanatory statement annexed to this notice, whether by way of entering into contract(s)/arrangement(s)/ transaction(s) or otherwise, in one or more tranches, from time to time during the financial year 2025-26.

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

3. To allow Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director of the Company to enter into related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation(s)/ approval(s)/ consent(s), permission(s) and/ or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/ imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director of the Company, a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for entering into and/ or carrying out, arrangements and transactions with PB Healthcare Services Private Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for subscribing or purchasing its Equity Shares, Compulsory Convertible Preference Shares (‘CCPS’) and other Convertible securities for an amount not exceeding INR 43,50,00,000/- (Indian Rupees Forty Three Crore and Fifty Lakhs Only), as per the details set out in the explanatory statement annexed to this notice, whether by way of entering into contract(s)/arrangement(s)/ transaction(s) or otherwise, in one or more tranches, from time to time during the financial year 2025-26.

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

4. To allow other Key Managerial Personnel (“KMP”) of the Company to enter into related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation(s)/ approval(s)/ consent(s), permission(s) and/ or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/ imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to KMPs (other than Mr. Yashish Dahiya and Mr. Alok Bansal) of the Company for entering into and/ or carrying out, arrangements and transactions with PB Healthcare Services Private Limited, a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for subscribing or purchasing its Equity Shares, Compulsory Convertible Preference Shares (‘CCPS’) and other Convertible securities for an amount not exceeding INR 2,25,00,000/- (Indian Rupees Two Crore and Twenty Five Lakhs only), as per the details set out in the explanatory statement annexed to this notice, whether by way of entering into contract(s)/arrangement(s)/ transaction(s) or otherwise, in one or more tranches, from time to time during the financial year 2025-26.

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and

executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**For and on behalf of the Board
PB Fintech Limited**

**Sd/-
Bhasker Joshi
Company Secretary and Compliance Officer
Mem. No.: F8032
Add.: Plot No. 119, Sector-44,
Gurugram-122001, Haryana**

Place: Gurugram
Date: March 11, 2025

NOTES FOR MEMBER'S ATTENTION:

1. The explanatory statement pursuant to Sections 102(1) and 110 of the Act, setting out all material facts relating to the Item Nos. 1 to 4 of this Notice is annexed herewith.
2. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository Participant ("DP") are requested to register the same with the RTA, in accordance with the process specified herein below at point no. 12, for procuring user id and password, and registration of e-mail addresses for Remote E-voting for the resolution set out in this Notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the Members of the Company. The portal for Remote E-voting will remain open for the Members for exercising their votes from March 15, 2025 (at 09:00 A.M. IST) and ends on April 13, 2025 (at 05:00 P.M. IST) both days inclusive. Please note that Remote E-voting module will be disabled for voting by RTA after the said date and time and the Members shall not be allowed to vote once the Remote E-voting module is disabled. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on March 7, 2025 ("**Cut-off date**"), may cast their vote electronically only. Once a vote on a resolution has been cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again on the said resolution.
4. Voting rights of Members shall be reckoned in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. March 7, 2025. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on the Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
5. Members may note that this Notice will also be available on Company's website (<https://www.pbfintech.in>) Stock Exchanges' website (<https://www.bseindia.com> and <https://www.nseindia.com>) and RTA's website (<https://instavote.linkintime.co.in>).
6. It is clarified that if a Member fails to provide or update the relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
7. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act along with Statutory Registers as may be applicable, will be available for inspection via electronic mode until the last day of Remote E-voting, i.e. April 13, 2025. Members can inspect the same by writing an e-mail to the Company at complianceofficer@pbfintech.in.
8. As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Gurugram, Haryana where the registered office of the Company is situated (in vernacular language i.e. Hindi).
9. The Scrutinizer shall, after the conclusion of Remote E-voting, unblock the votes casted through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the prescribed timeline, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. Results of Postal Ballot will be announced by the Chairman, or any other person authorised by the Chairman in writing for this purpose on or before April 15, 2025 at the Corporate Office/Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Corporate and Registered Office of the Company as well as communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are listed. Additionally, the results will also be displayed on the Company's website viz. <https://www.pbfintech.in> and on website of RTA viz. <https://instavote.linkintime.co.in>.
11. The resolutions proposed in this Notice, if passed by requisite votes, shall be deemed to have been passed on the last date of Remote E-voting i.e. April 13, 2025. The resolutions, if passed by requisite majority, shall be deemed to be passed as if the same has been passed at a general meeting of the Members convened in that behalf.
12. Voting through electronic means: Instructions and other information relating to Remote E-Voting are as below:

In compliance with provisions of Section 108 of the Act read with the Rules made thereunder, as amended, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the Cut-off date, to exercise their right to vote by electronic means on the business specified in the accompanying Notice through the electronic voting (the “E-voting”) facility arranged by the Company’s RTA.

Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be

redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting

period.

Login method for shareholders holding securities in physical mode /Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.

- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to <https://instavote.linkintime.co.in>.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.

c) Enter the “Event No.” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

d) Enter “16-digit Demat Account No.” for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will be able to see the “Notification for e-voting”.

c) Select “View” icon for “Company’s Name / Event number”.

d) E-voting page will appear.

e) Download sample vote file from “Download Sample Vote File” tab.

f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.

g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk: Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot

Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

In case of shareholders who have not registered their e-mail address:

In terms of the MCA Circulars, the Company has sent Postal Ballot Notice in electronic form only and physical copy of the Postal Ballot Notice and Postal ballot form has not been sent to the shareholders for this Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the Remote E-voting system only. Therefore, those shareholders who have not yet registered their e-mail addresses are

requested to get their e-mail addresses registered by following the procedure given below:

Registration of e-mail address by shareholders holding shares in physical form:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Private Limited, by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of PAN, Aadhar Card, share certificate & Form ISR-1, ISR-2 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

Permanent Registration of e-mail address by shareholders holding shares Dematerialized form:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

Temporary Registration of e-mail address by shareholders holding shares Dematerialized form:

The Members of the Company holding Equity Shares of the Company in dematerialized form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Ltd. by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail address and also upload the image of CML, PAN, Aadhaar Card & Form ISR-1 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in under Help section or call on Tel no.: 022-49186000.

Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company's RTA.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**For Items No. 1, 2, 3 and 4:**

PB Healthcare Services Private Limited (“PB Healthcare”), is currently a wholly owned subsidiary of the Company, incorporated on January 01, 2025 to undertake the business related to healthcare and allied services. As on date, the PB Healthcare has not commenced any specific operations.

The healthcare industry has been experiencing significant transformation, driven by increasing digitalization, rising awareness about healthcare services, technological advancements, and evolving consumer preferences. The intersection of healthcare and financial services is becoming increasingly relevant, with digital platforms revolutionizing healthcare access, insurance penetration, and financial planning for medical needs.

The Company continuously evaluates strategic and financial investments opportunities that optimize capital allocation, enhance shareholder value, and drive long-term returns. In pursuit of this objective and in line with the Company’s strategic vision to strengthen its presence in the healthcare ecosystem, the Company intends to invest in PB Healthcare, which presents a compelling opportunity for expansion and value creation.

By investing in PB Healthcare, the Company aims to capitalize on aforementioned sectoral tailwinds, thereby strengthening its portfolio with high-growth assets and generating sustainable financial returns. This investment is expected to not only provide long-term value but also diversify the Company’s holdings in a sector with strong growth potential.

Apart from the Company, it is also proposed that Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer, Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director of the Company, and other Key Managerial Personnel of the Company will invest in PB Healthcare in their individual capacity. The investment will be by way of subscription or purchase of the of Equity Shares, CCPS, or other convertible securities of PB Healthcare, in one or more tranches, on terms and conditions determined by the Board of Directors. The reasons which necessitate investment by aforementioned individuals have been outlined hereinafter. The Board of Directors of the Company feels that investment by aforementioned individuals is expected to strengthen the Company’s investment portfolio while allowing it to participate in the long-term growth of the healthcare sector.

As per clause (zc) of regulation (2) of SEBI Listing Regulations, related party transaction amongst other things means a transaction involving a transfer of resources services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand. Further, as per Regulation 23 of the SEBI Listing Regulations, all related party transactions in excess of INR 1000 crores (Indian Rupees One Thousand Crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, shall be deemed to be Material Related Party Transaction and shall require prior approval of members of the listed entity. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

PB Healthcare, Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer, Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director, and other Key Managerial Personnel of the Company qualify as a related party under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, any transactions between Company and PB Healthcare and between PB Healthcare and Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer, Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director, and other Key Managerial Personnel of the Company will be a related party transactions within the meaning of SEBI Listing Regulations. It is important to note that PB Healthcare, may not remain a Wholly Owned Subsidiary of the Company at the time transactions proposed in this Notice are executed.

The Members are further apprised that while the transaction between the Company and PB Healthcare will be a material related party transaction within the meaning of SEBI Listing Regulations but between PB Healthcare and Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer, Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director, and other Key Managerial Personnel of the Company will not meet the threshold of material related party transactions. However, the Board believes that, given the strategic importance of the transaction and good corporate governance practice, it would be in the best interest of the Company to also seek the approval of its members for transactions that are not material related party transactions. Therefore, the Board recommends the resolutions set out in Item Nos. 1, 2, 3, and 4 of the accompanying Notice as Ordinary Resolutions for the approval of the members of the Company.

Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14th 2025 are as follows:

S. No.	Particulars of the information	Transaction between Company and PB Healthcare	Transaction between PB Healthcare and Mr. Yashish Dahiya, Mr. Alok Bansal and other KMPs
A (1). Basic details of the related party			
1.	Name of the related party	PB Healthcare Services Private Limited is a wholly owned subsidiary of the Company	a) Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company b) Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director of the Company c) Other KMPs of the Company (Mr. Sarbvir Singh, Executive Director and Joint CEO, Mr. Mandeep Mehta, Chief Financial Officer and Mr. Bhasker Joshi, Company Secretary & Compliance Officer)
2.	Country of incorporation of the related party	India	Not applicable
3.	Nature of business of the related party	Healthcare and allied services	The related parties are the employees of the Company
A (2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	PB Healthcare Services Private Limited is a wholly owned subsidiary of the Company	The related parties are the employees of the Company. Further, Mr. Yashish Dahiya and Mr. Alok Bansal are also the Directors of PB Healthcare and PB Fintech.
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	As on date, the Company holds 100% of the share capital of PB Healthcare	Not applicable

6.	<p>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	Not applicable	<p>Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company, holds 4.31% of the equity share capital of the Company as on date.</p> <p>Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director, holds 1.40% of the equity share capital of the Company as on date.</p> <p>Other KMP's cumulatively holds 0.06% of the equity share capital of the Company as on date.</p>
A (3). Financial performance of the related party			
7.	Standalone turnover of the related party for each of the last three financial years.	PB Healthcare has been recently incorporated, the details related to the financial performance are not available.	Not applicable
8.	Standalone net worth of the related party for each of the last three financial years.		Not applicable
9.	Standalone net profits of the related party for each of the last three financial years.		Not applicable
A (4). Details of previous transactions with the related party			
10.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.</p> <p>Note: Details need to be disclosed separately for listed entity and its subsidiary.</p>	The Company has initially invested Rs. 5,00,000/- (Rupees Five Lakh Only) in the share capital of PB Healthcare as the subscriber to the Memorandum of Association	Except for the payment of remuneration, Mr. Yashish Dahiya, Mr. Alok Bansal, and other KMPs, had no transactions with the Company and PB Healthcare during each of the last three financial years
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	The Company has initially invested Rs. 5,00,000/- (Rupees Five Lakh Only) in the share capital of PB Healthcare as the subscriber to the Memorandum of Association	Except for the payment of remuneration, Mr. Yashish Dahiya, Mr. Alok Bansal, and other KMPs, had no transactions with the Company and PB Healthcare during the current financial year
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Not applicable	For payment of remuneration to Mr. Yashish Dahiya, Mr. Alok Bansal, and other KMPs, prior approval of Audit Committee of the Company has been obtained

13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not applicable	Not applicable
A(5). Amount of the proposed transactions <i>(All types of transactions taken together)</i>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	INR 696,00,00,000/- (Indian Rupees Six Hundred Ninety Six Crore Only)	<p>a) Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company: INR 87,00,00,000/- (Indian Rupees Eighty Seven Crore Only)</p> <p>b) Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director: INR 43,50,00,000/- (Indian Rupees Forty Three crore and fifty Lakhs only)</p> <p>c) Other KMP's of the Company: INR 2,25,00,000/- (Indian Rupees Two Crore and Twenty Five Lakhs only)</p>
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes during the financial year 2025-26	No
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	20.25%	Not applicable as the transaction is not proposed with the Company
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year	PB Healthcare has been recently incorporated; annual turnover details are not available.	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	PB Healthcare has been recently incorporated; annual turnover details are not available	Not applicable

A(6). Basic details of the proposed transaction			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Subscription or purchase of the Equity Shares, CCPS, or other convertible securities of PB Healthcare for an aggregate amount of INR 696,00,00,000/- (Indian Rupees Six Hundred Ninety Six Crore Only)	Subscription or purchase of the Equity Shares, CCPS, or other convertible securities of PB Healthcare in the following manner a) Mr. Yashish Dahiya, Chairman, Executive Director & Chief Executive Officer of the Company: for an aggregate amount of INR 87,00,00,000/- (Indian Rupees Eighty Seven Crore Only) b) Mr. Alok Bansal, Executive Vice Chairman & Whole-time Director: for an aggregate amount of INR 43,50,00,000/- (Indian Rupees Forty Three crore and fifty Lakhs only) c) Other KMP's of the Company/ its subsidiaries as determined by the Board: for an aggregate amount of INR 2,25,00,000/- (Indian Rupees Two Crore and Twenty Five Lakhs only) The pre and post shareholding pattern of the Wholly Owned Subsidiary pre and post investment as proposed in this Notice is enclosed as Annexure A .
20	Details of the proposed transaction		
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	While the initial allotment will take place within 90 days from the date of shareholder's approval. The Company is expected to invest the entire amount INR 696,00,00,000/- (Indian Rupees Six Hundred Ninety Six Crore Only)	
22	Indicative date/ timeline for undertaking the transaction		
23	Whether omnibus approval is being sought?	No	
24	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Please refer para (14)	
25.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	For reasons mentioned in this explanatory statement, the Company believes that the proposed RPTs are not prejudicial to the interest of public shareholders, and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party, The Company would like to again reiterate that allotment of shares of PB Healthcare to its Directors and other KMPs as outlined in this resolution doesn't requires any approval of shareholders under the provisions of the Companies Act, 2013 and SEBI Listing Regulations but as a good governance practice, the Company is seeking approval of its shareholders, this highlights the importance given to the public shareholders of the Company. Transaction is being carried out on the same terms and conditions with other investors.	

<p>26</p>	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>Justification for investment by the Company:</p> <ul style="list-style-type: none"> a) The Company through its subsidiary is a leading player in the insurance broking business. The Company intends to build a healthcare service network in the interest of customers of health insurance industry. To achieve the same, the Company is incubating PB Healthcare to create healthcare ecosystem which will be beneficial for PB Fintech Group as it will create synergies in the Healthcare and insurance industry. b) As PB Healthcare reduces the friction between health insurance companies and hospitals, there will be better customer experience for insured patients which will lead to higher adoption and penetration of health insurance in India, thereby helping PB Fintech group sell more policies and grow revenues. c) With PB Healthcare, the group can ensure a seamless continuum of customer experience, right from sale of insurance policy to servicing and claims experience, improving patient outcomes and overall satisfaction. d) PB Healthcare can provide services specifically designed for group’s policyholders, enhancing the overall value proposition. e) Stronger relationship with PB Healthcare can simplify administrative processes for the PB Fintech group. f) Having a strategic investment in PB Healthcare will allow the PB Fintech group to design better insurance products in collaboration with health insurance companies, allowing to reduce overall healthcare costs and manage risk associated with claims. <p>Justification for investment by Mr. Yashish Dahiya, Mr. Alok Bansal and other KMPs:</p> <ul style="list-style-type: none"> a) To ensure that Mr. Yashish Dahiya and Mr. Alok Bansal are fully aligned with the healthcare vision and work in the best interest of PB Fintech group, they are also required to invest substantial amount in the healthcare venture along with PB Fintech at the same valuation at which PB Fintech and other external investors are investing in PB Healthcare. This will lead to more strategic involvement compared to other investors who may not have the same commitment b) Given their expertise and track record in insurance, Mr. Yashish, Mr. Alok and other KMPs would have aligned interests in the success of the new venture, aligning their goals and expertise with PB Health’s. c) Mr. Yashish, Mr. Alok, and other KMPs can facilitate quicker decision-making processes, due to their familiarity of health insurance landscape, have established relationships with insurers that can help PB Healthcare to grow faster. d) Having established leadership such as Mr. Yashish and Mr. Alok as investors will enhance PB Healthcare’s credibility in the market, potentially attracting further investment or partnerships in the future.
<p>27</p>	<p>Other terms and conditions</p>	<ul style="list-style-type: none"> a) Along with the investment by PB Fintech, Mr. Yashish Dahiya, Mr. Alok Bansal and its KMPs, private investors have also agreed to invest to the tune of INR 810,00,00,000/- (Indian Rupees Eight Hundred and Ten Crore Only) in PB Healthcare at the same time at the same valuation. Due to confidentiality, the Audit Committee has approved the non-disclosure of the name of such investors. A share subscription agreement and shareholder’s agreement will be executed between all the parties. b) PB Fintech will have right to appoint 2 Key Persons for initial period of 4 years with consent of other major investors (i.e. investors holding more than 20% on a fully diluted basis). Accordingly, Mr. Yashish and Mr.

		<p>Alok will be appointed as Key Persons by PB Fintech for initial 4 years and PB Fintech will have the right to re-appoint or change the Key Persons at any time with consent of Major investors in PB healthcare. In role as Key Persons, Mr. Yashish and Mr. Alok will be working closely with the Management team of PB Healthcare team to ensure adequate control on the operations of PB Healthcare.</p> <p>c) Mr. Yashish and Mr. Alok will also take non-executive roles on the Board of PB Healthcare.</p> <p>d) PB Fintech and other investors are entitled to a Director seat each subject to each holding 10% of the share capital of PB Healthcare.</p> <p>e) ESOP Pool will be created for the employees of PB Healthcare.</p> <p>f) The Company will have necessary oversight on PB Healthcare through board appointed nominees/ two key persons, quarterly results, quarterly progress report, fortnightly MIS etc.</p> <p>g) PB Fintech will work towards enabling liquidation event(IPO/strategic sales etc.,) within 7 years barring which the Board of PB Healthcare will have the right to decide the next steps.</p> <p>h) PB Fintech will not have any unfavorable rights over PB Healthcare vis-à-vis other investors.</p>
28	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Yashish Dahiya, Mr. Alok Bansal, and other KMPs of the Company shall be deemed to be interested in this transaction. Details of the shareholding of Mr. Yashish Dahiya, Mr. Alok Bansal and other KMPs of the Company are disclosed in para (6) above. The Company doesn't have any identifiable promoters.</p>
29	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>	<p>Please refer para (6). Mrs. Shikha Dahiya, who is the spouse of Mr. Yashish Dahiya holds insignificant shareholding in PB Fintech. No other relatives of Directors or KMPs hold any shares in PB Fintech directly or indirectly.</p>
	<p>a. Name of the director / KMP/ partner</p>	

	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	
30	A copy of the valuation or other external party report, if any	The fair value of the shares of PB Healthcare at which the equity shares and other convertible instrument are proposed to be allotted is the face value of INR 10/- each (for equity) and INR 100/- each (for CCPS). The fair value is determined by Resurgent Valuers Private Limited, [Registration No. IBBI/RV-E/02/2020/125] the registered valuer vide its report dated February 27, 2025.
31	Other information relevant for decision making.	Apart from the Company, its Directors and other KMPs of Company, other investors will also be investing in the upto ₹ 810 Crore in PB Healthcare at the same time, while allotments as proposed in the resolution will be made.
A (7). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary		
32	Source of funds in connection with the proposed transaction. <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.	<p>The investment by PB Fintech Limited is proposed to be made out of both IPO/non-IPO funds. The Company has issued a postal ballot notice dated January 30, 2025 for seeking approval of the shareholders for variation and extension for utilization of proceeds of the Initial Public Offer. In terms of the revised plan for shareholders' approval, INR 350 Cr has been earmarked for healthcare services under object no. 3 i.e., funding strategic investments and acquisitions for utilization upto 31st March, 2026. Remaining amount of upto INR 346 Cr will be funded out of non-IPO funds available with the Company.</p> <p>Aforesaid investment of INR 350 Crores is subject to shareholders' approval through on-going postal ballot by remote e-voting from February 15, 2025 to March 16, 2025.</p>
33	Purpose for which funds shall be utilized by the investee company.	<p>The funds will be utilized by PB Healthcare for building and developing healthcare infrastructure in India which may include:</p> <ol style="list-style-type: none"> setting up new hospital facilities or acquiring any existing hospital infrastructure; purchase of land for building hospital infrastructure or taking on lease the land/building for running hospital; purchase of medical / surgical equipment's and machinery; development of technology for providing seamless experience to the customers/patients; investments in other allied services.
34	Where any financial indebtedness is incurred to make investment, specify the following: <i>Explanation:</i> This shall not be applicable to listed banks/	<p>The Company will not be borrowing any funds for the purpose of the investment</p> <p>No</p>

	NBFCs. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details		
35	Material covenants of the proposed transaction	Please refer the resolution	
36	Returns on past investments in the related party over the last three financial years.	Not applicable	
37	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No	

\The Audit Committee has assessed that all the relevant disclosures for their approval and recommendation were placed before them. The Company doesn't have any identifiable promoters.

Based on the information considered by the Audit Committee, it feels that

- (i) the RPTs to be entered into are not prejudicial to the interest of public shareholders; and
- (ii) the terms and conditions of the RPT are not unfavorable to the listed entity, compared to the terms and conditions, had similar transaction been entered into with an unrelated party.

The Audit Committee and Board of Directors of the Company, based on information provided hereinabove, had approved the aforesaid related party transaction in their respective meetings held on March 11, 2025 and recommended the same to the Members for approval. Further, in case of any material modification in the aforementioned related party transactions, the approval of Members of the Company shall be taken in accordance with "Policy on Related Party Transactions" of the Company, the Act and the SEBI Listing Regulations.

Except the allottees as mentioned in the resolutions, none of the Directors of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution at Item No. 1, 2, 3 and 4 of the accompanying Notice, except to the extent of their respective shareholding in the Company and for holding the office of Director therein.

All documents referred to in the Explanatory Statement will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the Remote E-voting period. Members seeking to inspect such documents can send an email to complianceofficer@pbfintech.in.

**For and on behalf of the Board
PB Fintech Limited**

Sd/-
Bhasker Joshi
Company Secretary and Compliance Officer
Mem. No.: F8032
Add.: Plot No. 119, Sector-44,
Gurugram-122001, Haryana

Place: Gurugram
Date: March 11, 2025

Annexure A: Pre and Post allotment shareholding pattern of PB Healthcare

Shareholding pattern as on March 11, 2025:

S. No.	Shareholder	Number of Equity Shares	Face value of Equity Shares (In Rs.)	Total Shares on a Fully diluted basis	Shareholding on a fully diluted basis (%)
1	PB Fintech Limited alongwith its nominee shareholders	50,000	10/-	50,000	100%
	Total	50,000	-	50,000	100%

Shareholding pattern post proposed investment:

S. No.	Shareholder	Number of Equity Shares (Existing)	Number of Equity Shares (New Issue)	Number of Compulsorily Cumulative Preference Shares (Face Value INR 100)	Total Shares on a Fully diluted basis	Shareholding on a fully diluted basis (%)
1	PB Fintech Limited alongwith its nominee shareholders	50,000	-	69,600,000	69,650,000	33.63%
2	Yashish Dahiya		200	8,699,980	8,700,180	4.20%
3	Alok Bansal		200	4,349,980	4,350,180	2.10%
4	Other KMPs		300	224,970	225,270	0.11%
5	Other Investors		1,000	80,684,900	80,685,900	38.96%
6	ESOP Pool		43,500,000	-	43,500,000	21.00%
	Total	50,000	43,501,700	163,559,830	207,111,530	100.00%

Note: The shareholding has been calculated assuming the maximum proposed amount to be invested by the Company, Directors, and other KMP's along with investment by other external investors. Post investment the shareholding may differ in case the actual investment amounts are less than the proposed maximum amounts of investment either by the Company or by other external