



April 15, 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 March 13, 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 ordinary resolutions for the items as set out in the Notice approving the following:

- 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

In this regard, we are enclosing herewith the following:

- (i) Report of the Scrutinizer dated April 15, 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

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)
FOR
PB FINTECH LIMITED**

To,
The Chairman
PB FINTECH LIMITED
(CIN: L51909HR2008PLC037998)
Sector 44 Gurgaon - 122001

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Nitesh Latwal, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **PB Fintech Limited** ("the Company") on March 11, 2025 for the purpose of scrutinizing the postal ballot through e-voting process in a fair and transparent manner in respect of the resolutions mentioned in the Postal Ballot Notice dated March 11, 2025 ("**Notice**") issued under the provisions of Section 110 of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**Rules**") and in accordance with the terms of General Circular No. 14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No.09/2024 dated September 19, 2024 (collectively referred to as the "**MCA Circulars**"), and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and



CORPORATE OFFICE

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other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-

S.No.	Type of Resolution(s)	Particulars
1.	Ordinary Resolution	To approve entering into material related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company.
2.	Ordinary Resolution	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
3.	Ordinary Resolution	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
4.	Ordinary Resolution	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

In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from MUFG Intime India Private Limited, the Registrar and Share Transfer Agent ("**MIPL/RTA**") as on Friday, March 07, 2025 ("**cut-off date**").



2. The Company completed the dispatch of Notice by e-mail on Thursday, March 13, 2025. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published advertisements in Financial Express (English) and Jansatta (Hindi) newspapers, on Friday, March 14, 2025, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Saturday, March 15, 2025 from 9:00 A.M. (IST) onwards and ended on Sunday, April 13, 2025, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by MIPL e-voting facility viz.: <https://instavote.linkintime.co.in>.
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: <https://instavote.linkintime.co.in>.
6. The remote e-voting was unblocked on Sunday, April 13, 2025, after 5:00 P.M. (IST) in the presence of two witnesses, who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolutions set out in said Notice, and all votes cast up to Sunday, April 13, 2025, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.



9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in Annexure A.
10. For preparation of this report, Permanent Account Number (PAN) based consolidation of folios of Individual Shareholders has not been done.
11. Pursuant to provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 votes cast by the related parties on the resolutions have been considered as invalid. For determining the related parties, we have relied on the list shared by the Company and shareholding confirmed by the RTA.
12. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
13. Based on such result, I hereby certify that the resolutions as set out in Notice have been approved and passed by the requisite consent of the members.
14. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e., Sunday, April 13, 2025.

Countersigned by

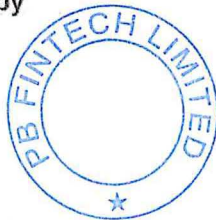


Bhasker Joshi

Company Secretary & Compliance Officer

Date: April 15, 2025

Place: New Delhi



**For PI & Associates
Company Secretaries**



Nitesh Latwal

Partner

ACS No.: 32109

C P No.: 16276

PR: 1498/2021

UDIN: A032109G000119724

Annexure- A

Item No. 1: To approve entering into material related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	993	29,95,33,830	82.5574	330	6,32,84,895	17.4426	15	3,11,22,677
Postal Ballot	-							
Total	993	29,95,33,830	82.5574	330	6,32,84,895	17.4426	15	3,11,22,677

Result: The ordinary resolution has been passed with requisite consent.



Item No. 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.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	989	29,95,32,166	82.5571	333	6,32,85,909	17.4429	15	3,11,22,677
Postal Ballot	-							
Total	989	29,95,32,166	82.5571	333	6,32,85,909	17.4429	15	3,11,22,677

Result: The ordinary resolution has been passed with requisite consent.



Item No. 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.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	986	29,95,32,140	82.5571	336	6,32,85,935	17.4429	15	3,11,22,677
Postal Ballot	-							
Total	986	29,95,32,140	82.5571	336	6,32,85,935	17.4429	15	3,11,22,677

Result: The ordinary resolution has been passed with requisite consent.



Item No. 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.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	989	29,95,32,240	82.5571	333	6,32,85,835	17.4429	15	3,11,22,677
Postal Ballot	-							
Total	989	29,95,32,240	82.5571	333	6,32,85,835	17.4429	15	3,11,22,677

Result: The ordinary resolution has been passed with requisite consent.



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)	13-04-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Mr. Nitesh Latwal
Firms Name	M/s PI & Associates
Qualification	CS
Membership Number	32109
Date of Board Meeting in which appointed	11-03-2025
Date of Issuance of Report to the company	15-04-2025

Voting results

Record date	07-03-2025
Total number of shareholders on record date	152647
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	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve entering into material related party transaction(s) with PB Healthcare Services Private Limited, a related party of the Company				
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	302256101	254841764	84.3132	193590719	61251045	75.9651	24.0349
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		302256101	254841764	84.3132	193590719	61251045	75.9651
Public- Non Institutions	E-Voting	157001181	107976961	68.7746	105943111	2033850	98.1164	1.8836
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		157001181	107976961	68.7746	105943111	2033850	98.1164
Total		459257282	362818725	79.0012	299533830	63284895	82.5574	17.4426
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	4610196
Public - Non Insitutions	26512481

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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	302256101	254841764	84.3132	193590719	61251045	75.9651	24.0349
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		302256101	254841764	84.3132	193590719	61251045	75.9651
Public- Non Institutions	E-Voting	157001181	107976311	68.7742	105941447	2034864	98.1155	1.8845
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		157001181	107976311	68.7742	105941447	2034864	98.1155
Total		459257282	362818075	79.0011	299532166	63285909	82.5571	17.4429
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	4610196
Public - Non Insitutions	26512481

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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	302256101	254841764	84.3132	193590719	61251045	75.9651	24.0349
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		302256101	254841764	84.3132	193590719	61251045	75.9651
Public- Non Institutions	E-Voting	157001181	107976311	68.7742	105941421	2034890	98.1154	1.8846
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		157001181	107976311	68.7742	105941421	2034890	98.1154
Total		459257282	362818075	79.0011	299532140	63285935	82.5571	17.4429
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	4610196
Public - Non Insitutions	26512481

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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	302256101	254841764	84.3132	193590719	61251045	75.9651	24.0349
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		302256101	254841764	84.3132	193590719	61251045	75.9651
Public- Non Institutions	E-Voting	157001181	107976311	68.7742	105941521	2034790	98.1155	1.8845
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		157001181	107976311	68.7742	105941521	2034790	98.1155
Total		459257282	362818075	79.0011	299532240	63285835	82.5571	17.4429
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	4610196
Public - Non Insitutions	26512481