



September 23, 2023

To

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

SYMBOL: POLICYBZR

To

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

SCRIP CODE: 543390

Sub: Proceedings of the 15th Annual General Meeting of the Company pursuant to Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III thereto, please find enclosed the summary of proceedings of the 15th Annual General Meeting of the Company, held on Saturday, September 23, 2023, at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means.

This disclosure will also be hosted on the Company's website viz. www.pbfintech.in

Kindly take the same on record.

Thanking you,

Yours Sincerely
For PB Fintech Limited

Bhasker Joshi
Company Secretary and Compliance Officer

policybazaar^{com}

paisabazaar^{com}

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PB FINTECH LIMITED

(Formerly Known As PB Fintech Private Limited/Etechaces Marketing And Consulting Private Limited)

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

Telephone No. : 0124-4562907, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com

Website : www.pbfintech.in CIN : L51909HR2008PLC037998



Summary of Proceedings of the 15th Annual General Meeting of PB Fintech Limited

The 15th Annual General Meeting ('AGM') of PB Fintech Limited (the 'Company') was held on **Saturday, September 23, 2023 at 11:00 A.M. (IST)** through Video Conferencing ('VC') provided by Link Intime India Private Limited ('RTA'). The AGM was held in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, General Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020, General Circular No. 20/2020 dated, May 5, 2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 10/2021 dated 23.06.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 20/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022, issued by the Ministry of Corporate Affairs read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, issued by SEBI and other applicable circulars issued in this regard (collectively referred to as "Circulars").

The proceedings of this AGM were deemed to be conducted at the registered office of the Company situated at Gurugram. The meeting commenced at 11:00 A.M. IST and concluded at 12:42 P.M. (IST) (including time allowed for e-voting at AGM).

Attendance at the AGM

1. Details of Directors, KMPs, Auditors (Statutory & Secretarial), Scrutinizer and other attendees who attended the AGM through VC:

- a) Mr. Yashish Dahiya- Chairman, Executive Director & CEO
- b) Mr. Alok Bansal- Executive Vice Chairman & Whole Time Director
- c) Mr. Sarbvir Singh- Joint Group CEO & Executive Director
- d) Mr. Kaushik Dutta- Non-Executive Independent Director, Chairman of Audit committee.
- e) Mr. Nilesh Bhaskar Sathe- Non-Executive Independent Director
- f) Ms. Lilian Jessie Paul- Non-Executive Independent Director
- g) Ms. Kitty Agarwal- Non Independent Nominee Director, Chairperson of Stakeholders' Relationship Committee.
- h) Mr. Mandeep Mehta – Group Chief Financial Officer
- i) Mr. Bhasker Joshi –Company Secretary and Compliance officer
- j) Mr. Sougata Mukherjee -Partner from Price Waterhouse Chartered Accountants LLP, Statutory Auditor.
- k) Mr. Ashwani Garg from Price Waterhouse Chartered Accountants LLP, Statutory Auditor.
- l) Mr. Dhananjay Shukla –Secretarial Auditor and Scrutinizer from M/s. Dhananjay Shukla & Associates, Company Secretaries
- m) Mr. Naveen Kukreja- CEO & Whole time Director of Paisabazaar Marketing and Consulting Private Limited.



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Mrs. Veena Vikas Mankar, Independent Director and Chairperson of Nomination and Remuneration Committee of the Company had expressed her inability to attend the AGM due to health issues. Also, Mr. Gopalan Srinivasan was granted leave of absence due to his pre-occupation.

2. Details of Members who attended the AGM through VC:

128 Members attended the meeting virtually in person or through their authorized representatives.

RTA's moderator, which has provided VC platform for convening virtual AGM, welcomed the members attending the AGM of the Company through VC facility and informed the members that for the smooth conduct of the AGM, the members will be in mute mode by default to avoid noise and disturbance during the proceedings of the meeting. Audio will be open only for pre-registered speakers to speak at AGM. RTA's moderator handed over the proceedings to Mr. Bhasker Joshi, Company Secretary and Compliance Officer of the Company.

Mr. Bhasker Joshi, Company Secretary and Compliance Officer welcomed all the members at the AGM and informed the members that the meeting is being held through video conferencing in accordance with the circulars of Ministry of Corporate Affairs, SEBI and in accordance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The company has given the facility for joining the AGM through VC therefore requirement to provide facility to appoint proxy was not applicable.

The Company Secretary further informed the members that the Statutory registers and other applicable documents were available for inspection electronically by the members during the meeting.

The Company Secretary affirmed that the Company had taken all efforts to enable Members to vote electronically prior to AGM and at the AGM in a seamless manner. He further informed that the Members holding shares as on the cut-off date i.e. Friday, September 15, 2023, were entitled to cast their votes through remote e-voting and e-voting at the AGM. The remote e-voting facility provided by the Company to the members commenced from Tuesday, September 19, 2023, 9:00 A.M. (1ST) and concluded on Friday, September 22, 2023, 5:00 P.M. (1ST).

The Company Secretary further informed the members who have not yet cast their vote by means of remote e-voting may vote through the e-voting facility provided at this Annual General Meeting. The Board of Directors had appointed Mr. Dhananjay Shukla, proprietor of M/s. Dhananjay Shukla & Associates, as the Scrutinizer to supervise the e-voting process.

The Company Secretary welcomed the Board members, Group CFO and other panel members.

The Company Secretary introduced following directors and officials participating in AGM through VC facility and confirmed their presence:

- a) Mr. Yashish Dahiya, Chairman Executive Director and CEO of the Company, Member of Audit Committee, Chairman of CSR Committee, Risk Management Committee, Business Responsibility and Sustainability Reporting Committee participating from the board room of our office at Gurugram.
- b) Mr. Alok Bansal, Executive Vice Chairman and Whole-time Director of the Company. He is the member of Stakeholder Relationship Committee, Risk Management Committee and Business Responsibility and Sustainability Reporting Committee participating from the board room of our office at Gurugram.
- c) Mr. Sarbvir Singh, Joint Group CEO and Executive Director of the Company and President-Policybazaar, Member of Business Responsibility and Sustainability Reporting Committee participating from the board room of our office at Gurugram.



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- d) Mr. Kaushik Dutta, Independent Director of the company, Chairman of the Audit Committee and participating from New Delhi.
- e) Mr. Nilesh Bhaskar Sathe, Independent Director of the Company, member of Nomination & Remuneration Committee attending this meeting from Nagpur.
- f) Ms. Lilian Jessie Paul, Independent Director and member of CSR Committee and Stakeholders Relationship Committee attending this meeting from Singapore.
- g) Ms. Kitty Agarwal, Non-Executive & Non Independent Director of the Company. She is the Chairperson of Stakeholders Relationship Committee and member of Nomination and Remuneration Committee participating in this meeting from Gurugram.
- h) Mrs. Veena Vikas Mankar, Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee. Leave of absence was granted to Mrs. Mankar as she has expressed her inability to attend the AGM due to health issues.
- i) Mr. Gopalan Srinivasan, Independent Director of the Company and Member of the Audit Committee, Risk Management Committee & CSR Committee was granted leave of absence due to his pre-occupation.

The Company Secretary also confirmed the presence of following attendees:

- a) Mr. Mandeep Mehta, Group Chief Financial Officer participating from the board room of our office at Gurugram.
- b) Mr. Naveen Kukreja, CEO of Paisabazaar, participating from the board room of our office at Gurugram.
- c) Mr. Sougata Mukherjee, Senior Partner in Assurance Practice at PWC and Mr. Ashwani Garg, Director at PWC, Statutory Auditors of the company
- d) Mr. Dhananjay Shukla, Proprietor, Dhananjay Shukla & Associates, Secretarial Auditor of the Company and the Scrutinizer of this meeting.

Mr. Bhasker Joshi informed that the requisite quorum is present and declared the meeting to be in order.

Mr. Yashish Dahiya took the chair and welcomed all the members and Board of Directors present at the AGM. The Chairman addressed the shareholders and delivered his speech.

Thereafter, Mr. Bhasker Joshi invited Mr. Mandeep Mehta, Group Chief Financial Officer to give overview of financial performance of the company during the financial year 2022-23. Mr. Mehta provided a detailed update to the members.

Mr. Bhasker Joshi, informed the members that the Notice of AGM, the board report, the auditor's report, financial statements for the financial year ended March 31, 2023, have been sent to the members of the Company at their registered email address, within prescribed timelines and with the consent of members were taken as read. He also informed the members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, observations or adverse remarks.

Thereafter the Company Secretary briefed the members on the resolutions as set out in the Notice of AGM:

Resolution No. 1- Ordinary Resolution:



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To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Directors and the Auditors thereon.

Resolution No. 2- Ordinary Resolution:

To appoint a Director in place of Mr. Sarbvir Singh, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution No. 3- Ordinary Resolution:

To appoint a Director in place of Ms. Kitty Agarwal who retires by rotation and being eligible, offers herself for re-appointment.

Resolution No. 4- Ordinary Resolution:

Appointment of the Statutory Auditors in place of retiring auditors.

Resolution No. 5- Special Resolution:

To approve amendment in PB Fintech Employees Stock Option Plan 2021 (“ESOP 2021”) of the Company.

Resolution No. 6- Ordinary Resolution:

To approve fixed fees payable to Non-Executive Independent Directors of the Company.

Resolution No. 7- Special Resolution:

Appointment of Mr. Sarbvir Singh as the Executive Director and Joint Group Chief Executive Officer of the Company and approval of remuneration.

Resolution No. 8- Ordinary Resolution:

Approval for Mr. Sarbvir Singh for holding an office or place of profit as President of Policybazaar Insurance Brokers Private Limited, a wholly owned subsidiary of the Company.

Resolution No. 9- Special Resolution:

To approve the remuneration of Mr. Yashish Dahiya, Chairman, Executive Director and Chief Executive Officer of the Company.

Resolution No. 10- Ordinary Resolution:

Approval for Mr. Yashish Dahiya for holding an office or place of profit as Chief Operating Officer of PB Fintech FZ-LLC, a wholly owned subsidiary of the Company.

Resolution No. 11- Special Resolution:

To approve remuneration of Mr. Alok Bansal, Executive Vice Chairman and Whole Time Director of the Company.



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The Company Secretary requested the moderator to begin the Q&A session with the members who have pre-registered as a speaker to ask questions, raise their queries to express their views, give suggestions or make inquiries regarding the operational / financial performance of the Company and related matters. The questions raised by the members were duly answered by Mr. Yashish Dahiya, Chairman and Mr. Mandeep Mehta, Group CFO.

The Company Secretary informed that the details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the consolidated Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, within stipulated timelines.

The Company Secretary informed the Members, who were participating in the meeting and had not cast their votes through remote evoting, were provided an opportunity to cast their votes through e-voting at the AGM.

To enable the members to cast their vote at the AGM, the e-voting facility was kept open for the 15 minutes and upon completion of the e-voting process the Meeting was concluded at 12:42 P.M. (1ST)

Thanking you,

Yours Sincerely
For PB Fintech Limited

Bhasker Joshi
Company Secretary and Compliance Officer

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