



May 11, 2026

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.: Outcome of the Board Meeting held on Monday, May 11, 2026

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), we wish to inform you that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of PB Fintech Limited (“Company”) at its meeting held today i.e. Monday, May 11, 2026, which was commenced at 06:05 P.M. (IST) and concluded at 07:00 P.M. (IST), *has inter-alia*, considered and approved the following business(es) subject to the approval of the Shareholders of the Company through Postal Ballot:

- (i) Re-appointment of Mrs. Veena Vikas Mankar (DIN: 00004168) as a Non-Executive and Independent Director of the Company for a second term of five consecutive years with effect from June 19, 2026 up to June 18, 2031 and approval of remuneration;
- (ii) Re-appointment of Mr. Nilesh Bhaskar Sathe (DIN: 02372576) as a Non-Executive and Independent Director of the Company for a second term of five consecutive years with effect from June 19, 2026 up to June 18, 2031 and approval of remuneration;
- (iii) Approval of remuneration payable to Mr. Dhruv Shringi (00334986), Non-Executive and Independent Director of the Company from June 19, 2026 upto June 18, 2029;
- (iv) Appointment of Ms. Jyotsana Vempati Aggarwal (DIN: 07018413), as an Additional Director in the capacity of Non-Executive Independent Director of the Company and approval of remuneration;
- (v) Amendment in the PB Fintech Employees Stock Option Plan, 2021 (“ESOP 2021”) to extend the closing date;
- (vi) Notice of Postal Ballot along with the explanatory statement and other related documents thereof to seek approval of the Shareholders of the Company for the business items (i) to (v) as mentioned above, which will be sent to the shareholders of the Company and the stock exchange(s) in due course.
- (vii) Reconstitution of the Audit Committee following the upcoming expiration of Mr. Kaushik Dutta’s term as Non-Executive Independent Director and Audit Committee Chairperson on June 18, 2026, as he has not offered to renew his appointment as an Independent director. Post reconstitution, the composition of the Audit Committee shall be as under:

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PB FINTECH LIMITED

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

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

Website : www.pb fintech.in CIN : L51909HR2008PLC037998



Sr. No.	Name of Director(s)	Position in Committee	Nature of Directorship
1	Mr. Dhruv Shringi	Chairperson	Independent Director
2	Mr. Nilesh Bhaskar Sathe	Member	Independent Director
3	Ms. Kitty Agarwal	Member	Independent Director

Further, the detailed disclosures in compliance with Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 with respect to item no. (i), (ii) and (iv) are enclosed as Annexure A, B & C.

The abovesaid disclosure will also be hosted on the website of the Company at www.pbfintech.in.

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

Thanking you,

Yours Sincerely,

For PB Fintech Limited

Bhasker Joshi
Company Secretary and Compliance Officer

Encl.: A/a



Annexure-A: Re-appointment of Mrs. Veena Vikas Mankar (DIN: 00004168) as a Non-Executive and Independent Director of the Company for a second term of five consecutive years with effect from June 19, 2026 up to June 18, 2031 and approval of remuneration

SL No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-appointment of Mrs. Veena Vikas Mankar (DIN: 00004168) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from June 19, 2026 to June 18, 2031 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the shareholders of the Company through postal ballot.
2.	Date of appointment/ reappointment/ cessation (as applicable) & term of appointment/ re-appointment;	Date of re-appointment - June 19, 2026 Term of re-appointment - For a term of 5 consecutive years with effect from June 19, 2026 to June 18, 2031 subject to the approval of the shareholders.
3.	Brief Profile	Mrs. Veena Vikas Mankar is an Independent Director of PB Fintech Limited. She holds a bachelor's degree in economics from the University of Delhi, a post graduate diploma in business administration from the Indian Institute of Management, Ahmedabad and has completed the strategic leadership for microfinance course at Harvard Business School. She is the founder of Swadhaar FinServe Private Limited (now a subsidiary of RBL Bank Limited and known as RBL FinServe Limited), a non-executive director on the board of RBL Bank Limited and a founder and director of Swadhaar FinAccess. Mrs. Mankar started her career with ICICI Limited and has worked with various financial institutions including West LB Group (Singapore) and FIM Bank (Malta). She has also served as a director on the board of Liberty General Insurance Limited and as the non-executive chairperson of IDFC Bank Limited (now known as IDFC First Bank Limited).
4.	Disclosure of relationships between Directors	Mrs. Veena Vikas Mankar is not related to any Director of the Company.
5.	Information as required pursuant to BSE Circular no. LIST/ COMP/14/2018-19 and the National Stock Exchange of India Ltd. Circular no. NSE/CML/2018/24, dated June 20, 2018.	Mrs. Veena Vikas Mankar is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.



Annexure-B: Re-appointment of Mr. Nilesh Bhaskar Sathe (DIN: 02372576) as a Non-Executive and Independent Director of the Company for a second term of five (5) consecutive years with effect from June 19, 2026 up to June 18, 2031 and approval of remuneration

SL No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-appointment of Mr. Nilesh Bhaskar Sathe (DIN: 02372576) as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from June 19, 2026 up to June 18, 2031 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of Shareholders of the Company through postal ballot.
2.	Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment;	Date of re-appointment - June 19, 2026 Term of re-appointment - For a term of 5 consecutive years with effect from June 19, 2026 up to June 18, 2031 subject to the approval of shareholders.
3.	Brief Profile	Mr. Nilesh Bhaskar Sathe is an Independent Director of PB Fintech Limited. He holds a bachelor's degree in commerce and a master's degree in commerce from Nagpur University and is a certified associate with the Indian Institute of Bankers. He has served as whole-time member, IRDAI and as the CEO and Director of LIC Nomura Mutual Fund Asset Management Company and as zonal manager (Northern Zone) of Life Insurance Corporation of India. He also worked with Bank of India and Canara Bank for over 5 years before joining LIC of India as a Direct Recruit Officer. He has a rich experience of decades in Banking, Insurance & Mutual Fund Industry.
4.	Disclosure of relationships between Directors	Mr. Nilesh Bhaskar Sathe is not related to any Director of the Company.
5.	Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. Circular no. NSE/CML/2018/24, dated June 20, 2018.	Mr. Nilesh Bhaskar Sathe is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.



Annexure-C: Appointment of Ms. Jyotsana Vempati Aggarwal (DIN: 07018413) as an Additional Director in the capacity of Independent Director of the Company and approval of remuneration

SL No.	Particulars	Description
1.	Reason for change	Appointment of Ms. Jyotsana Vempati Aggarwal (DIN: 07018413) as an Additional Director in the capacity of Independent Director on the Board of the Company for a term of five (5) consecutive years w.e.f. May 11, 2026. The said appointment has been recommended by the Nomination & Remuneration Committee, subject to approval of shareholders of the Company through postal ballot.
2.	Date of appointment & term of appointment	Date of appointment – May 11, 2026 Term of appointment - For a term of 5 consecutive years starting from May 11, 2026.
3.	Brief Profile	<p>Ms. Jyotsana Vempati Aggarwal (DIN: 07018413) holds a bachelor's degree in Chemical Engineering from Indian Institute of Technology, Delhi and MBA in Finance and Marketing from Indian Institute of Management Lucknow.</p> <p>She is the co-founder and Chief Executive Officer of Wysa, a clinically validated AI platform for mental health operating across 95 countries with over 11 million users. Under her leadership, Wysa has built partnerships with national health systems including NHS England and the Singapore Ministry of Health, secured FDA Breakthrough Device Designation in the United States, and developed a clinical evidence base spanning over 40 peer-reviewed publications. Wysa is recognised as the first mental health chatbot to achieve DCB0129 clinical safety certification.</p> <p>She brings over thirty years of leadership experience across digital platforms, learning technology, and social enterprise. She served as Managing Director (International) at Pearson Learning Solutions, where she led international operations and product strategy across multiple markets, and as Founding Director of Technology and Innovation at Silatech, a Qatar Foundation initiative, where she built large-scale digital livelihoods programmes connecting over a million young people to skills and employment across the Middle East and North Africa.</p> <p>She is a contributor to IEEE P3962, the international standard for assessment criteria for medical mobile health applications, and has served as an expert contributor to the UNICEF Digital Support for Parents framework. She is a Professional Advisor at the MIT Kuo Sharper Center for</p>



		<p>Prosperity and Entrepreneurship, a Fellow of the Royal Society of Arts, and an Inaugural Fellow of the Bernard van Leer Foundation. She has been recognised as a Top 10 Global Innovator for Social Good by the World Economic Forum and named among Business Insider's Top 100 People in Artificial Intelligence (2023). The Government of India has recognised her as one of 75 Women Transforming India.</p> <p>Areas of Expertise</p> <ul style="list-style-type: none">- Artificial intelligence governance, safety, and regulation- Digital platform strategy and scaled consumer technology- International business leadership and cross-border operations- Health technology, digital health distribution, and insurance-adjacent services- Social enterprise and stakeholder governance
4.	Disclosure of relationships between Directors	Ms. Jyotsana Vempati Aggarwal is not related to any Director of the Company.
5.	Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. Circular no. NSE/CML/2018/24, dated June 20, 2018.	Ms. Jyotsana Vempati Aggarwal is not debarred from holding the office of Director by virtue of any SEBI order or any other authority