



September 27, 2024

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 16th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith summary of proceedings of the 16th Annual General Meeting of the Company, held on Friday, September 27, 2024, at 11:00 A.M. (1ST) 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**

Encl.: A/a

policybazaar 

paisabazaar 

QuickFIXcars

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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



Summary of Proceedings of the 16th Annual General Meeting of PB Fintech Limited

The 16th Annual General Meeting ('AGM') of PB Fintech Limited (the 'Company') was held on **Friday, September 27, 2024 at 11:00 A.M. (IST)** through Video Conferencing ('VC') facility provided by Link Intime India Private Limited ('Linkin Time' / 'RTA') in compliance with the provision of Companies Act, 2013 read with rules thereunder ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and various circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI from time to time.

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 12:29 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) Mrs. Veena Vikas Mankar- Non-Executive Independent Director, Chairperson of Nomination and Remuneration Committee
- f) Mr. Nilesh Bhaskar Sathe- Non-Executive Independent Director
- g) Ms. Lilian Jessie Paul- Non-Executive Independent Director
- h) Ms. Kitty Agarwal- Non-Executive & Non Independent Director, Chairperson of Stakeholders' Relationship Committee
- i) Mr. Dhruv Shringi- Additional Non-Executive Independent Director
- j) Mr. Mandeep Mehta – Group Chief Financial Officer
- k) Mr. Bhasker Joshi –Company Secretary and Compliance officer
- l) Mr. Ankit Mehra- Partner-Assurance and Mr. Varun Khanna-Director at Walker Chandiok & Co. LLP, Statutory Auditors
- m) Mr. Dhananjay Shukla –Secretarial Auditor and Scrutinizer from M/s. Dhananjay Shukla & Associates, Company Secretaries
- n) Mr. Naveen Kukreja- CEO & Whole time Director of Paisabazaar Marketing and Consulting Private Limited

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

114 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 virtually 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 Listing Regulations. 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 20, 2024, 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 24, 2024, 9:00 A.M. (IST) and concluded on Thursday, September 26, 2024, 5:00 P.M. (IST).

The Company Secretary further informed that 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.

Thereafter, 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, Chairman of the CSR Committee, the Risk management Committee, Business Responsibility and Sustainability Reporting Committee and the member of the Audit 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, Member of the Stakeholder Relationship Committee, the Risk Management Committee and the Business Responsibility & 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 the Business Responsibility & Sustainability Reporting Committee participating from the Board Room of our office at Gurugram.
- d) Mr. Kaushik Dutta, Independent Director of the Company, Chairman of the Audit Committee, participating from Delhi.
- e) Mrs. Veena Vikas Mankar, Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee, participating in this meeting from London.
- f) Mr. Nilesh Bhaskar Sathe, Independent Director of the Company, Member of Stakeholder Relationship Committee and Nomination & Remuneration Committee, participating in this meeting from his residence in Nagpur.
- g) Ms. Lilian Jessie Paul, Independent Director of the Company, Member of CSR Committee and Stakeholders Relationship Committee, attending this meeting from Singapore.



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h) Ms. Kitty Agarwal, Non-Executive & Non Independent Director of the Company, Chairperson of Stakeholders Relationship Committee and a member of Nomination and Remuneration Committee, participating in this meeting from her residence in Gurugram.

i) Mr. Dhruv Shringi, Additional Independent Director of the Company, participating in this meeting from Yatra's office in Gurugram.

The Company Secretary also confirmed the presence of the following panel members:

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. Ankit Mehra, Partner-Assurance and Mr. Varun Khanna, Director at Walker Chandiook & Co. LLP, Statutory Auditors of the Company participating from their office in Gurugram.

d) Mr. Dhananjay Shukla, Proprietor, Dhananjay Shukla & Associates, Secretarial Auditor of the Company and the Scrutinizer of the meeting participating from his office in Gurugram.

Mr. Bhasker Joshi informed that the requisite quorum was present and requested Mr. Yashish Dahiya, Chairman to call the meeting to order. He then requested the Chairman to address the shareholders of the Company.

Mr. Yashish Dahiya took the chair and welcomed all the members and Board of Directors present at the AGM. The requisite quorum being present, the Chairman called the meeting to order. He then 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 ended March 31, 2024. Mr. Mehta provided a detailed update to the members.

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, Mr. Sarbvir Singh, Mr. Naveen Kukreja and Mr. Mandeep Mehta.

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, 2024, 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:

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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution No. 2- Ordinary Resolution:

To re-appoint Mr. Alok Bansal (DIN: 01653526) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.



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Resolution No. 3- Special Resolution:

To approve the appointment of Mr. Dhruv Shringi (DIN: 00334986) as an Independent Director and approval of Remuneration.

Resolution No. 4- Ordinary Resolution:

To approve the remuneration payable to Mr. Kaushik Dutta (DIN: 03328890), Non-Executive Independent Director of the Company.

Resolution No. 5- Ordinary Resolution:

To approve the remuneration payable to Mr. Gopalan Srinivasan (DIN: 01876234), Non-Executive Independent Director of the Company.

Resolution No. 6- Ordinary Resolution:

To approve the remuneration payable to Mr. Nilesh Bhaskar Sathe (DIN: 02372576), Non-Executive Independent Director of the Company.

Resolution No. 7- Ordinary Resolution:

To approve the remuneration payable to Mrs. Veena Vikas Mankar (DIN: 00004168), Non-Executive Independent Director of the Company.

Resolution No. 8- Ordinary Resolution:

To approve the remuneration payable to Ms. Lilian Jessie Paul (DIN: 02864506), Non-Executive Independent Director of the Company.

Resolution No. 9- Ordinary Resolution:

To approve the increase in remuneration of Mr. Sarbvir Singh, Joint Group CEO, holding office or place of profit as President of Policybazaar Insurance Brokers Private Limited, a wholly owned subsidiary of the Company.

Resolution No. 10- Special Resolution:

To approve the PB Fintech Limited Employees Stock Option Scheme – 2024.

Resolution No. 11- Special Resolution:

To approve the Grant of options to employees of its subsidiary Company and associate Company, in India or outside India of the Company under PB Fintech Limited Employees Stock Option Scheme – 2024.

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 16th 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.



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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 12.29 P.M. (1ST)

Thanking you,

Yours Sincerely
For PB Fintech Limited

Bhasker Joshi
Company Secretary and Compliance Officer

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