

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



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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.

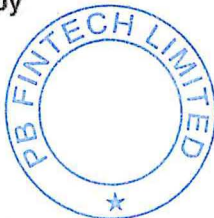
Countersigned by


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.

