

February 14, 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.: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

In furtherance to our intimation dated January 30, 2025, and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice (“**Notice**”) dated January 30, 2025, for seeking shareholders’ approval by way of special resolution through postal ballot via remote e- voting on the following items:

- Alteration in the objects of the initial public offer (“offer”) for which amount was raised; and
- To approve the extension of the time limit for the utilisation of funds raised in the initial public offer

Further, the Notice is also available at the website of the Company i.e. www.pbfintech.in and the website of the Registrar and Share Transfer Agent (“**RTA**”), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“**MIPL**”) i.e. www.linkintime.co.in

In accordance with applicable laws and circulars issued by MCA and provisions of Listing Regulations, the said Notice is being sent only through electronic mode on Friday, February 14, 2025 to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on Friday, February 07, 2025 (“**Cut-off date**”) and whose email IDs are registered with the Company/ MIPL/ depositories/ depository participants. The communication of assent/ dissent of the members on the special resolutions proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed MIPL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting period shall commence on Saturday, February 15, 2025, at 9:00 A.M. (IST) and shall end on Sunday, March 16, 2025, at 5:00 P.M. (IST) (both days inclusive). The results of the Postal Ballot with the Scrutinizer's report shall be announced on or before Tuesday, March 18, 2025.

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

Thanking you,

Yours faithfully
For PB Fintech Limited

(Bhasker Joshi)
Company Secretary and Compliance Officer

Encl.: A/a

PB FINTECH LIMITED

Registered Office Address: Plot No. 119, Sector-44, Gurugram – 122001, Haryana
CIN: L51909HR2008PLC037998

Email ID: complianceofficer@pbfintech.in; cosec@policybazaar.com
Tel.: 0124-4562907; Fax: 0124-4562902, Website: www.pbfintech.in

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) as amended, Secretarial Standard-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (the “MCA Circulars”) and any other applicable laws and regulations, the special resolutions set out below is proposed to be passed by the Members of PB Fintech Limited (the “Company”) through postal ballot (the “Postal Ballot”) by way of voting through electronic means (“e- voting”) only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with this Notice.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of your Company has appointed Mr. Dhananjay Shukla (ICSI Mem. No.: F5886, C.P. No.: 8271), Company Secretary in Practice proprietor of M/s Dhananjay Shukla & Associates, Gurugram, Haryana as the scrutinizer (“Scrutinizer”) to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Company is sending Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company (‘RTA’/ ‘Link Intime’) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 7, 2025 (“cut-off date”).

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering facility of e-voting to all the Members to enable them to cast their votes electronically, in lieu of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company has engaged the services of Link Intime for providing remote e-voting facility to all its members. The Members holding the shares in Demat are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-voting period shall commence on Saturday, February 15, 2025 at 09:00 A.M. (IST) and ends on Sunday, March 16, 2025 at 05:00 P.M. (IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their

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Website : www.pbfintech.in CIN : L51909HR2008PLC037998

assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 05:00 P.M. (IST) on Sunday, March 16, 2025.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot through e-voting shall be declared by the Chairman or any person authorized by him on or before Tuesday, March 18, 2025. The said results would be intimated to the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), where the shares of the Company are listed and will also be uploaded on the Company’s website <https://www.pbfintech.in/> and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. The Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-voting i.e. Sunday, March 16, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Registered Office:

Plot No. 119, Sector-44,

Gurugram – 122001, Haryana

CIN: L51909HR2008PLC037998

Email ID: complianceofficer@pbfintech.in

Place: Gurugram

Date: January 30, 2025

**For and on behalf of the Board
PB Fintech Limited**

Sd/-

Bhasker Joshi

Company Secretary

Mem. No.: F8032

**Add.: Plot No. 119, Sector-44,
Gurugram-122001, Haryana**

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ITEM NO. 1**ALTERATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFER (“OFFER”) FOR WHICH AMOUNT WAS RAISED****To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13(8) and Section 27 of the Companies Act, 2013 read with the rules made thereunder, including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 32 of Companies (Incorporation Rules), 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time and subject to the necessary approvals, if any required, the consent of the Members be and is hereby accorded for the variation in reallocation of spending of initial public offering (“Offer”) proceeds, within the objects of the Offer mentioned in the prospectus dated November 8, 2021 (“Prospectus”) filed by the Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi (“RoC”) and Securities And Exchange Board of India (“SEBI”) for the purpose of raising funds through the Offer.

Such variation in reallocation of Offer proceeds is outlined as follows:

- (A) Transfer of the amount of approximately ₹1,735.19 million which is estimated to be unutilised as at March 31, 2025 for object no. 3; and amount of approximately ₹2,500 million, estimated to be unutilised as of March 31, 2025 for object no. 4 of the Prospectus, thereby aggregating to a total of approximately ₹4,235.19 million (approx. 12% of the total Offer proceeds), towards object no. 2 i.e. new opportunities to expand growth initiatives to increase our consumer base, including offline presence.

S. No.	Original objects of the Offer	Estimated cost as mentioned in the Prospectus (in ₹ million)	Amount utilised as at December 31, 2024 (in ₹ million)	Amount unutilised as at December 31, 2024 (in ₹ million)	Amount estimated to be utilised (including the amount already utilised) as at March 31, 2025 (in ₹ million)	Balance amount estimated to be unutilised as at March 31, 2025 (in ₹ million)	Deviations, if any (in ₹ million)	Amount and timelines for deployment proposed to be altered within the objects
1.	Enhancing visibility and awareness of our brands, including but not limited to “Policybazaar” and “Paisabazaar”	15,000	15,000	-	15,000	-	-	-
2.	New opportunities expand growth initiatives to increase our consumer base	3,750	3,750	-	3,750	-	4,235.19	₹4,235.19 million (comprising ₹1,735.19 million of estimated unutilised proceeds as at

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S. No.	Original objects of the Offer	Estimated cost as mentioned in the Prospectus (in ₹ million)	Amount utilised as at December 31, 2024 (in ₹ million)	Amount unutilised as at December 31, 2024 (in ₹ million)	Amount estimated to be utilised (including the amount already utilised) as at March 31, 2025 (in ₹ million)	Balance amount estimated to be unutilised as at March 31, 2025 (in ₹ million)	Deviations, if any (in ₹ million)	Amount and timelines for deployment proposed to be altered within the objects
	including offline presence							March 31, 2025 for sr. no. (3) below; and ₹2,500 million of estimated unutilised proceeds as at March 31, 2025 for sr. no. (4) below) will be utilized towards new opportunities to expand growth initiatives to increase our consumer base including offline presence and timeline for utilisation of ₹4,235.19 million of proceeds to be extended to March 31, 2026.
3.	Funding Strategic investments and acquisitions	6,000	764.81	5,235.19	764.81	5,235.19	(1,735.19)	Timeline for utilisation of ₹3,500 million of proceeds estimated to be unutilised as at March 31, 2025, to be extended to March 31, 2026. ₹1,735.19 million of proceeds estimated to be unutilised as at March 31, 2025 to be directed towards sr.no. (2), i.e. utilisation for

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S. No.	Original objects of the Offer	Estimated cost as mentioned in the Prospectus (in ₹ million)	Amount utilised as at December 31, 2024 (in ₹ million)	Amount unutilised as at December 31, 2024 (in ₹ million)	Amount estimated to be utilised (including the amount already utilised) as at March 31, 2025 (in ₹ million)	Balance amount estimated to be unutilised as at March 31, 2025 (in ₹ million)	Deviations, if any (in ₹ million)	Amount and timelines for deployment proposed to be altered within the objects
								new opportunities to expand growth initiatives to increase our consumer base including offline presence.
4.	Expanding our presence outside India	3,750	400	3,350	940.79*	2,500	(2,500)	Timeline for utilisation of ₹309.21 million of proceeds estimated to be unutilised as at March 31, 2025, to be extended to March 31, 2026. ₹2,500 million to be directed towards sr.no. (2), i.e. utilisation for new opportunities to expand growth initiatives to increase our consumer base including offline presence.
5.	General corporate purposes	7,626.85	7,626.85	-	7,626.85	-	-	-

**The Company through its wholly owned subsidiary in India namely, Icall Support Services Private Limited has utilised ₹90.79 million for Object no. 3 i.e. Funding Strategic investments and acquisitions by making investment in the shares of a broking entity in Dubai, UAE. The Company is seeking an extension of further one year for proposed utilization of ₹309.21 million lying with Icall upto March 31, 2026 towards object no. 4 for expanding our presence outside India.*

RESOLVED FURTHER THAT ₹27,541.66 million out of the total Offer proceeds of ₹36,126.85 million i.e. 76.24% of the total Offer proceeds, as specified in the Prospectus filed with the RoC and SEBI have been utilized as on December 31, 2024.

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RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 and Section 13(8) of the Companies Act, 2013, read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to object no. 2 i.e. new opportunities to expand growth initiatives to increase our consumer base including offline presence, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies for the purpose of giving effect to this resolution.”

ITEM NO. 2

TO APPROVE THE EXTENSION OF THE TIME LIMIT FOR THE UTILISATION OF FUNDS RAISED IN THE INITIAL PUBLIC OFFER

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13(8) and Section 27 of the Companies Act, 2013 read with the rules made thereunder, including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time and subject to the necessary approvals, if any required, the consent of the Members be and is hereby accorded to approve the extension of time limit for the utilisation of the funds raised in the Initial Public Offer of the Company to a further period of 1 year i.e. till March 31, 2026 in the following manner:

- (i) ₹4,235.19 million to be utilised for Object No. 2 towards for new opportunities to expand growth initiatives to increase our consumer base, including offline presence as outlined in the Item no. 1 of the Notice above;
- (ii) ₹3,500 million to be utilised for Object No. 3 towards funding strategic acquisitions and investments; and
- (iii) ₹309.21 million to be utilised for Object No. 4 towards expanding our presence outside India, by March 31, 2026.

RESOLVED FURTHER THAT ₹27,541.66 million out of the total Offer proceeds of ₹36,126.85 million i.e. 76.24% of the total Offer proceeds, as specified in the Prospectus filed with the RoC and Securities and Exchange Board of India have been utilized as on December 31, 2024.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 13(8) and Section 27 of the Companies Act, 2013, read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to new opportunities to expand growth initiatives to increase our consumer base including offline presence, funding strategic acquisitions and investments and expanding our

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presence outside India, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies for the purpose of giving effect to this resolution.”

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CIN: L51909HR2008PLC037998

Email ID: complianceofficer@pbfintech.in

Place: Gurugram

Date: January 30, 2025

**For and on behalf of the Board
PB Fintech Limited**

Sd/-

Bhasker Joshi

Company Secretary

Mem. No.: F8032

**Add.: Plot No. 119, Sector-44,
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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business(es) in respect of item no. 1 and item no. 2 to as set out above is annexed hereto and forms part of this Notice.
2. In terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (the “MCA Circulars”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. Friday, February 7, 2025. Members may note that this Notice will also be available on the Company’s website, <https://www.pbfintech.in/investor-relations/>, on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> and Stock Exchanges’ website <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), the Company is pleased to provide voting facility by electronic means (“e-voting”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited (“Link Intime”) to provide e-voting facility to its Members.
5. The e-voting period shall commence on Saturday, February 15, 2025 at 09:00 A.M. (IST) and ends on Sunday, March 16, 2025 at 05:00 P.M. (IST) (both days inclusive). During this period, Members holding shares in dematerialized form, as on Friday, February 7, 2025; i.e. cut-off date, may cast their vote electronically.
6. The e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. Sunday, March 16, 2025.
9. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the Postal Ballot notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA, Link Intime India Private Limited, by clicking the link: <https://>

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web.linkintime.co.in/EmailReg/Email_Register.html. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in.

11. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- Click on New System Myeasi
- Login with user id and password
- After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

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- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.

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- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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EXPLANATORY STATEMENT

[Pursuant to Section 102(1) read with 110 of the Companies Act, 2013 (“Act”) and Secretarial Standard on General Meetings (“SS-2”)]

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

Item No. 1 and 2:

The Company had undertaken an initial public offer in the financial year 2021-22 which consisted of a fresh issue of equity shares by the Company amounting up to ₹37,500 million (“**Fresh Issue**”) and a sale of equity shares by certain existing shareholders of the Company, amounting up to ₹19,597.15 million (“**Offer for Sale**”, and together with the fresh issue, the “**Offer**”). The net proceeds received by the Company from the fresh issue component of the Offer after deduction of Offer related expenses was ₹ 36,126.85 million (hereinafter referred to as “**IPO Proceeds**” or “**Offer Proceeds**”).

The Company had set out the following items as the objects towards which the IPO Proceeds would be utilised in the section “*Objects of the Offer*” in the prospectus prepared in connection with the Offer:

1. Enhancing visibility and awareness of our brands, including but not limited to “Policybazaar” and “Paisabazaar”
2. New opportunities to expand growth initiatives to increase our Consumer base including our offline presence;
3. Funding Strategic investments and acquisitions;
4. Expanding our presence outside India; and
5. General corporate purposes.

The Company now intends to alter the terms of utilisation of the IPO Proceeds from the details set out in the section “*Objects of the Offer*” in the prospectus in the following manner:

Utilisation of the IPO Proceeds as per the Prospectus dated November 8, 2021 and revised proposal:

Sl. No.	Particulars	IPO Proceeds as disclosed in the Prospectus (Amount in ₹ million)	Revised proposal for utilisation of the IPO proceeds (Amount in ₹ million)
1.	Enhancing visibility and awareness of our brands, including but not limited to “Policybazaar” and “Paisabazaar”	15,000.00	15,000.00
2.	New opportunities to expand growth initiatives to increase our Consumer base including offline presence	3,750.00	7,985.19
3.	Funding Strategic investments and acquisitions	6,000.00	4,264.81
4.	Expanding our presence outside India	3,750.00	1,250.00
5.	General corporate purposes	7,626.85*	7,626.85
Total		36,126.85*	36,126.85

*On finalization of offer expenses during the quarter ended December 31, 2021, the amount proposed to be utilized for general corporate purpose has been revised to ₹7,621.08 million as compared to the original amount of ₹7,630.90 million. During the quarter ended September 30, 2023, an amount of ₹5.77 million has been added to the IPO Proceeds amount under “Object no.5_General Corporate Purposes” as this pertains to reversal of earlier provision, which was created for expenses pertaining to Offer. On finalization of offer expenses, the amount proposed to be

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utilized for general corporate purpose is revised to ₹7,626.85 million as compared to the original amount of ₹7,630.90 million. Accordingly, the original total of ₹36,130.90 million specified in the Prospectus, instead aggregates to ₹36,126.85 million.

Further, the relevant and material information as per Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 32 of Companies (Incorporation) Rules, 2014 is set out below:

Details of the original objects of the Offer as stated in the Prospectus, together with the total money raised towards such original objects, the total money utilised for the original objects, the total unutilised amount out of the money allocated towards the original objects of the Offer, and the proposed deviations and alterations to the original Objects:

S. No.	Original objects of the Offer	Estimated cost as mentioned in the Prospectus (in ₹ million)	Amount utilised as at December 31, 2024 (in ₹ million)	Amount unutilised as at December 31, 2024 (in ₹ million)	Amount estimated to be utilised (including the amount already utilised) as at March 31, 2025 (in ₹ million)	Balance amount estimated to be unutilised as at March 31, 2025 (in ₹ million)	Deviations, if any (in ₹ million)	Amount and timelines for deployment proposed to be altered within the objects
1.	Enhancing visibility and awareness of our brands, including but not limited to "Policybazaar" and "Paisabazaar"	15,000	15,000	-	15,000	-	-	-
2.	New opportunities expand growth initiatives to increase our consumer base including offline presence	3,750	3,750	-	3,750	-	4,235.19	₹4,235.19 million (comprising ₹1,735.19 million of estimated unutilised proceeds as at March 31, 2025 for sr. no. (3) below; and ₹2,500 million of estimated unutilised proceeds as at March 31, 2025 for sr. no. (4) below) will be utilized towards new opportunities to expand growth initiatives to increase our consumer base

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S. No.	Original objects of the Offer	Estimated cost as mentioned in the Prospectus (in ₹ million)	Amount utilised as at December 31, 2024 (in ₹ million)	Amount unutilised as at December 31, 2024 (in ₹ million)	Amount estimated to be utilised (including the amount already utilised) as at March 31, 2025 (in ₹ million)	Balance amount estimated to be unutilised as at March 31, 2025 (in ₹ million)	Deviations, if any (in ₹ million)	Amount and timelines for deployment proposed to be altered within the objects
								including offline presence and timeline for utilisation of ₹4,235.19 million of proceeds to be extended to March 31, 2026.
3.	Funding Strategic investments and acquisitions	6,000	764.81	5,235.19	764.81	5,235.19	(1,735.19)	<p>Timeline for utilisation of ₹3,500 million of proceeds estimated to be unutilised as at March 31, 2025, to be extended to March 31, 2026.</p> <p>₹1,735.19 million of proceeds estimated to be unutilised as at March 31, 2025 to be directed towards sr.no. (2), i.e. utilisation for new opportunities to expand growth initiatives to increase our consumer base including offline presence.</p>
4.	Expanding our presence outside India	3,750	400	3,350	940.79*	2,500	(2,500)	Timeline for utilisation of ₹309.21 million of proceeds estimated to be unutilised as at March 31, 2025, to be extended to March 31, 2026.

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S. No.	Original objects of the Offer	Estimated cost as mentioned in the Prospectus (in ₹ million)	Amount utilised as at December 31, 2024 (in ₹ million)	Amount unutilised as at December 31, 2024 (in ₹ million)	Amount estimated to be utilised (including the amount already utilised) as at March 31, 2025 (in ₹ million)	Balance amount estimated to be unutilised as at March 31, 2025 (in ₹ million)	Deviations, if any (in ₹ million)	Amount and timelines for deployment proposed to be altered within the objects
								₹2,500 million to be directed towards sr.no. (2), i.e. utilisation for new opportunities to expand growth initiatives to increase our consumer base including offline presence.
5.	General corporate purposes	7,626.85	7,626.85	-	7,626.85	-	-	-

*The Company through its wholly owned subsidiary in India namely, Icall Support Services Private Limited has utilised ₹90.79 million for Object no. 3 i.e. Funding Strategic investments and acquisitions by making investment in the shares of a broking entity in Dubai, UAE. The Company is seeking an extension of further one year for proposed utilization of ₹309.21 million lying with Icall upto March 31, 2026 towards object no. 4 for expanding our presence outside India.

The extent of achievement of the original objects of the Offer: ₹27,541.66 million out of the total Offer proceeds of ₹36,126.85 million i.e. 76.24% of the total Offer proceeds, as specified in the Prospectus have been utilized as on December 31, 2024.

The particulars of the proposed variation in the objects for which the Prospectus was issued:

- (A) Transfer of the amount of approximately ₹1,735.19 million which is estimated to be unutilised as at March 31, 2025 for object no. 3; and amount of approximately ₹2,500 million, estimated to be unutilized as of March 31, 2025 for object no. 4 of the Prospectus, thereby aggregating to a total of approximately ₹4,235.19 million (approx. 12% of the total Offer proceeds), towards object no. 2 i.e. new opportunities to expand growth initiatives to increase our consumer base, including offline presence; and
- (B) The Offer proceeds were proposed to be utilised over the next three financial years after listing of equity shares pursuant to the Offer, i.e. from Fiscal 2022 to Fiscal 2025 in the Prospectus. It was additionally disclosed in the Prospectus that the Company may have to extend the deployment period beyond the aforesaid period, at the discretion of our management, and in accordance with applicable law. Accordingly, it is proposed to extend the timeline for utilisation of abovementioned aggregate amount of ₹4,235.19 million to be utilised for (object no. 2) new opportunities to expand growth initiatives to increase our consumer base, including offline presence as outlined in (A) above; and ₹3,500 million from the unutilized amount of ₹5,235.19 million (as at 31 December 2024), be utilised towards (object no. 3) funding strategic acquisitions and investments and ₹309.21 million to be utilised towards (object no. 4) Expanding our presence outside India, by March 31, 2026.

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The reason and justification for seeking variation in the objects of the Offer:**➤ Reason and justification for increasing the component towards, and alteration of, object no. 2, including extension of timeline:**

During the last 3 years both of our key businesses have invested in new initiatives including expansion of physical retail, offline footprint as well as initiate new business verticals. It may be appreciated that any new initiative takes significant time to mature and build scale. Your company continues to invest in these initiatives in period to come. With these investments, your company is expected to deliver greater scale and improved outcome to our stakeholders namely, customers, partners and shareholders. The investment is proposed to be funded through realignment of IPO funds from object no. 3 and object no. 4 as explained below.

(A) In February 2024, Policybazaar Insurance Brokers Private Limited (“Policybazaar”), a wholly owned subsidiary of the Company has upgraded its registration with the Insurance Regulatory Development Authority of India (“IRDAI”) to act as a “composite broker”. We are able to augment our business and expand our bouquet of services, offering it to a wider range of consumers while engaging with them offline as well. The composite broking license allows us to go beyond our online presence and offer services in the reinsurance intermediation sector. With this change Policybazaar also needs to adapt and expand its infrastructure, technology and related capabilities to cater to emerging market needs. This will also require significant investment towards the technology underlying the delivery of services in order to align with consumer preferences. We expect to incur substantial costs towards expanding our physical channel to boost our offline presence.

(B) Paisabazaar Marketing and Consulting Private Limited (“Paisabazaar”), a wholly owned subsidiary of the Company which is a marketplace for financial services products and expanded its field network and continue to make investments in technology and relevant teams partner networks.

Considering the above, the Company is therefore seeking the alteration in the existing object by transferring ₹4,235.19 million (₹1,735.19 million from object no. 3 and ₹2,500 million from object no. 4) and extension of timeline upto March 31, 2026.

➤ Reason and justification for decreasing the component towards, and alteration of, object no. 3, including extension of timeline:

As stated in our offer document earlier and in pursuit of our overall strategy to continue scaling our business, we intend to keep pursuing selective strategic investments and acquisitions which are complementary to our business to enhance product and service capabilities based on the criteria mentioned in the offer document.

- a) acquiring businesses that complement our product and service offerings.
- b) acquiring businesses which are able to synergise with our existing business model in order to expand our product and services offering, thereby providing us new capabilities to serve our existing Consumers;
- c) collaborations with ‘insur-techs’ and ‘fintech’ companies that are providing digital solutions to the entire business value chain and integration of these digital solutions into our existing business models;
- d) acquiring technology infrastructure thereby enhancing our service/product offerings;
- e) to strengthen expertise or establish our presence in our targeted domestic and overseas markets;
- f) acquire businesses with strong brand recall in the financial and health and wellness segments; and
- g) enhance our service capabilities both internally and externally through investments in the health and wellness segments.

The typical framework and process followed by us for acquisitions and strategic partnerships involves identifying the strategic investments or acquisitions based on the criteria set out above, entering into

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requisite non-disclosure agreements and conducting diligence of the target. On satisfactory conclusion of the diligence exercise, we enter into definitive agreements after the approval of our Board and the Shareholders, if required.

At this stage, we have not entered into any definitive agreements in relation to strategic investments or acquisitions for which we intend to utilize Net Proceeds of the Issue. The Company has currently not determined the size of the potential strategic investments or acquisitions and whether the form of investment will be equity, debt or any other instrument or combination thereof, or any such investment platform. As a group we believe in strategic initiatives and investments which are complementary and synergize with existing business(es) largely focusing on insurance, financial services and healthcare sector. During the last 3 years, there were couple of investment opportunities available but as per managements' evaluation only a few investments were made keeping in view maximization of shareholders' wealth.

Last three years have witnessed us making strategic investments in areas complementary to our business such as lending, credit product sourcing, broking license in UAE, Account aggregators and various strategic partnerships. Your company intends to invest in area strategic to its core operations including suitable opportunities to leverage synergies with Healthcare. The investment into these initiatives will create a long term wealth and sustainability of the business operations of the Company. Accordingly, the Board foresees utilisation upto ₹3,500 million under this object. Therefore, seeking extension of timeline upto March 31, 2026 for utilisation of ₹3,500 million and transfer the remaining amount of ₹1,735.19 million to object no. 2.

➤ **Reason and justification for alteration of object no. 4:**

We currently operate in UAE, through our wholly subsidiary PB Fintech FZ-LLC ("PFFL") in Dubai which is engaged in the business of online marketing and consulting of financial products. Our operations and brand presence in UAE have scaled up through investments in developing technology and related infrastructure and having a robust team to cater to service consumers in UAE.

As we seek to replicate and adapt our business model, further strengthening our expertise and presence in UAE, we through our wholly owned subsidiary in India have made investments and acquired 100% stake in a broker entity in Dubai. The said investment has helped us in having full control on the operations of the broking entity from business, regulatory and accounting perspective.

The Company through its wholly owned subsidiary in India namely, Icall Support Services Private Limited has utilised ₹90.79 million for Object no. 3 i.e. Funding Strategic investments and acquisitions by making investment in the shares of a broking entity in Dubai, UAE. The Company is seeking an extension of further one year for proposed utilization of ₹309.21 million upto March 31, 2026 towards object no. 4 for expanding our presence outside India.

Except mentioned above, the management currently foresee that proposed allocation will be adequate for this purpose given that our operations are expected to stabilize. Aligning with the overseas market dynamics and in order to accelerate growth of the domestic business which may offer better opportunities, the Board has decided to transfer the remaining amount of ₹2,500 million to object no. 2 as explained above in paras.

The proposed time limit within which the proposed varied objects would be achieved:

By March 31, 2026.

The amount proposed to be utilised for the new objects:

As there are no new objects, hence, there is NIL amount proposed to be utilized for the new objects.

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The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:

The management of the Company foresees that after the utilisation of the proceeds as proposed above, the growth and scale of the Company will improve in the long term. The management of the Company is of the view that the proposed variation in terms of the Objects of the Issue will ensure optimum utilisation of IPO Proceeds and maximize the shareholders' wealth.

The place from where any interested person may obtain a copy of the notice of resolution to be passed:

Any interested person may obtain a copy of the notice of the resolution from the corporate office of the Company during business hours or may access it from the Company's website <https://www.pbfintech.in/investor-relations/>.

Risk factors pertaining to the variation in objects of the Offer:

Our funding requirements and proposed revised deployment of the IPO Proceeds are based on current conditions and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. The amount of IPO Proceeds to be actually used will be based on our management's discretion. However, the deployment of the IPO Proceeds will continue to be monitored by the monitoring agency appointed by the Company during the Offer. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors.

Further, various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital, may limit or delay our efforts to use the IPO Proceeds to capitalise on new opportunities to expand our consumer base, including our offline presence and fund strategic acquisitions and investments, by March 31, 2026. For example, our growth initiatives and expansion plans could be delayed due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. Further, we may not be able to attract personnel with sufficient skills or sufficiently train our personnel to manage our expansion plans. Accordingly, use of the IPO Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

Accordingly, the Company seeks approval of the members by way of Special Resolution through postal ballot for alteration of the utilization of the IPO Proceeds and variation of the objects of the Offer from the details set out in the section "*Objects of the Offer*" of the Company's Prospectus and extension of timeline upto March 31, 2026 as stated above.

None of the Directors, Key Managerial Personnel, members of the Senior Management and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

Registered Office:

Plot No. 119, Sector-44,

Gurugram – 122001, Haryana

CIN: L51909HR2008PLC037998

Email ID: complianceofficer@pbfintech.in**For and on behalf of the Board****PB Fintech Limited**

Sd/-

Bhasker Joshi**Company Secretary**

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.comWebsite : www.pbfintech.in CIN : L51909HR2008PLC037998