

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PB FINTECH PRIVATE LIMITED (FORMERLY KNOWN AS ETECHACES MARKETING AND CONSULTING PRIVATE LIMITED) (THE "COMPANY") IS SCHEDULED TO BE HELD ON TUESDAY, 24TH NOVEMBER, 2020 AT 4:00 P.M, AT PLOT NO. 119, SECTOR 44, GURGAON-122001, HARYANA TO TRANSACT THE FOLLOWING BUSINESSES:

1. **Item No. 1- Sub-Division of Equity shares from Face Value of Rs. 10/- per share to Face Value of Rs. 2/- per share**

To consider, and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 61(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members of the Company be and is hereby accorded for the sub-division of the equity shares of the Company having a face value of Rs. 10/- (Rupees Ten) each in the authorized share capital of the Company into equity shares of a smaller amount than fixed in the Memorandum of Association of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the "record date" to be fixed by the Company shall stand sub-divided into equity shares of face value of Rs. 2/- (Rupees Two only) each fully paid up, without altering the aggregate amount of such share capital and shall rank pari passu in all respects with the existing fully paid equity share of Rs. 10/- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided equity shares are allotted.

RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "record date" to be fixed by the Company and the Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialised form, the subdivided equity shares of face value of Rs. 2/- (Rupee Two only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHTER THAT the board of directors of the Company ("the **Board**") be and is hereby authorised to settle all matters arising out of and incidental to the above mentioned resolution and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to the above mentioned resolution and to delegate all or any of the powers herein vested in the Board to any

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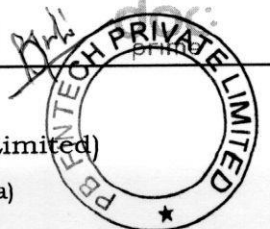
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PB FINTECH PRIVATE LIMITED
(formerly known as EtechAces Marketing And Consulting Private Limited)

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

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

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Director(s), Officer(s) of the Company as may be required to give effect to the above mentioned resolution”.

2. Item No. 2- Sub-Division of Compulsory Convertible Preference Shares from Face Value of Rs. 100/- per preference share to Face Value of Rs. 20/- per preference share

To consider, and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Section 61(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members of the Company be and is hereby accorded for the sub-division of each preference share of the Company having a face value of Rs. 100/- (Rupees One Hundred) each in the authorized share capital of the Company into preference shares of a smaller amount than fixed in the Memorandum of Association of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of the preference shares of the Company, all the issued, subscribed and paid up preference shares of face value of Rs. 100/- (Rupees One Hundred only) each of the Company existing on the “record date” to be fixed by the Company shall stand sub-divided into preference shares of face value of Rs. 20/- (Rupees Twenty only) each fully paid up, without altering the aggregate amount of such share capital and shall be entitled to participate in full dividend to be declared after sub-divided preference shares are allotted.

RESOLVED FURTHER THAT upon sub-division of preference shares as aforesaid, the existing share certificate(s) in relation to the existing preference shares of face value of Rs. 100/- (Rupees One Hundred only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “record date” to be fixed by the Company and the Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the preference shares / opt to receive the sub-divided preference shares in dematerialised form, the subdivided preference shares of face value of Rs. 20/- (Rupees Twenty only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing preference shares of the Company.

RESOLVED FURTHER THAT the board of directors of the Company (the “Board”) be and is hereby authorised to settle all matters arising out of and incidental to the above mentioned resolution and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to the above mentioned resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to the above resolution”.

3. Item No. 3 - Alteration of Capital Clause of Memorandum of Association of Company

To consider, and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approvals,

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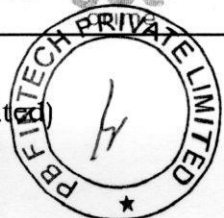
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consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, consent of the members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following Clause V:

"The Authorised Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each and 9,50,000 (Nine Lakh Fifty Thousand) Preference Shares of Rs. 20/- (Rupees Twenty Only) each"

RESOLVED FURTHTER THAT the board of directors of the Company (the "**Board**") be and is hereby authorised to settle all matters arising out of and incidental to the above mentioned resolution and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to the above mentioned resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to the above resolution".

4. Item No. 4 - Approval of 'PB Fintech Private Limited- Employees Stock Option Scheme 2020'

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded respectively to '**PB Fintech Private Limited- Employees Stock Option Scheme 2020**' (hereinafter referred to as the "**ESOP 2020**" / "**Scheme**") and to the Board of Directors of the Company (hereinafter referred to as "**the Board**") which term shall be deemed to include Compensation Committee constituted to exercise its powers, including the powers, conferred by this Resolution), to offer and grant, upto 38,060 (Thirty Eight Thousand and Sixty) employee stock options to the eligible employees of the Company, determined in terms of ESOP 2020, from time to time, in one or more tranches, exercisable in aggregate into not more than 38,060 (Thirty Eight Thousand and Sixty) equity shares of the Company, with each such option would be exercisable for one equity share of a face value of Rs. 2/- each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the ESOP 2020 and provisions of applicable law as may be prevailing at that time."

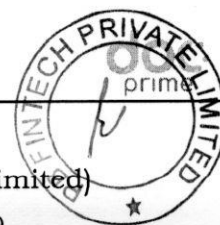
RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board to implement the ESOP 2020 through Etechaces Employees Stock Option Plan Trust (hereinafter referred to as the "**Trust**") in due compliance with the provisions of the Companies Act, 2013, including any rules framed thereunder.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issue, rights issue and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the employee stock options granted in accordance with ESOP 2020.

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RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of options available for being granted under the ESOP 2020, shall stand modified accordingly, so as to ensure that the cumulative paid up value (No. of shares X face value per share) of the total equity shares arising out of exercise of options that can be issued; remains unchanged, without affecting any other rights or obligations of the option grantees.


RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and on behalf of the Company, to settle any question, difficulty or doubt that may arise in regard to such issue or offer, allocation, allotment and to make any consequential modifications, changes, variations, alterations or revisions in ESOP 2020 in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and other applicable laws and do all such acts, deeds, things as may be necessary or desirable in connection with or incidental to giving effect to these resolutions."

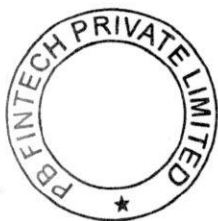
5. **Item No. 5 - Approval for extending benefits of PB Fintech Private Limited- Employees Stock Option Scheme 2020 to the employees of the subsidiary company(ies)**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company ("**Board**"), to extend the benefits of the PB Fintech Private Limited- Employees Stock Option Scheme 2020, proposed in Resolution under item no.4 of this Notice to the benefit of such present and/or future permanent employees of the subsidiaries of the Company, whether in India or abroad and whether such employees are shareholders of the Company or not, as may be allowed, from time to time, under prevailing laws, rules & regulations and/or amendments thereto from time to time, on such terms and conditions and in such tranches as may be decided by the Board."

By order of the Board of Directors
For PB Fintech Private Limited
(formerly, Etechaces Marketing and Consulting Private Limited)


(Bhasker Joshi)
Company Secretary



Place: Gurgaon

Dated: November 16, 2020

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NOTES:

- (a) This Extra-Ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013. The forms for providing consent of members for shorter notice of the Extra-ordinary General Meeting is enclosed hereto and the members are requested to provide the same, prior to the date of the Extra-ordinary General Meeting.
- (b) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto as Annexure-I.
- (c) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself / herself and that proxy need not be a member of the Company.
- (d) The proxy forms (enclosed as Annexure II) duly completed and stamped should reach or must be deposited at the registered office of the Company not less than forty eight hours before the scheduled meeting, in order for the proxy to be effective. Please note the limit on number of proxies that a person can act as, as per the Companies Act, 2013.
- (e) Corporate members intending to send their authorized representatives to attend the Extra-ordinary General Meeting are requested to send to the Company, a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the Extra-ordinary General Meeting.
- (f) Members/Proxies are requested to produce the attendance slips (enclosed as Annexure - III) duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting hall.
- (g) Route map of the venue of the Extra-ordinary General Meeting is contained in Annexure-IV.



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ANNEXURE I

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2 & 3

The Board of Directors of the Company ("**Board**") in its meeting held on October 30, 2020 recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the Company from 1 (One) equity share of Rs. 10/- (Rupees Ten only) each into 5 (Five) equity shares of Rs. 2/- (Rupees Two only) each and 1 (One) preference share of Rs. 100/- (Rupees One Hundred only) each into 5 (Five) preference shares of Rs. 20/- (Rupees Twenty only) each.

The aforesaid sub-division of equity shares of Rs. 10/- each into equity shares of Rs. 2/- (Rupees Two only) each and preference shares of Rs. 100/- each into preference shares of Rs. 20/- (Rupees Twenty only) would require amendment to existing Clause V of the Memorandum of Association.

After approval of the resolutions set out at Item Nos. 1 and 2, the Board will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

Pursuant to the provisions of Sections 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association.

The Board recommends the Resolutions at item No. 1, 2 and 3 of this Notice, for approval of the members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No. 4 & 5

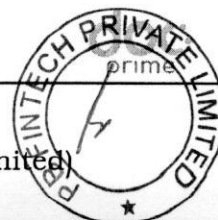
The Company appreciates the critical role people play in the organizational growth. It strongly feels that the value created by its people should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, and taking into account the enhanced motivational level and productivity of the employees of the Company resultant to the Employees Stock Option Plan, 2014 of the Company, the Board of Directors of the Company ("**Board**") has identified the need to launch a new ESOP scheme in the Company namely 'PB Fintech Private Limited- Employees Stock Option Scheme 2020 (hereinafter referred to as the "**ESOP 2020**" / "**Scheme**") for certain employees and directors of the Company, as determined from time to time.

The ESOP 2020 will be implemented through the Etechaces Employees Stock Option Plan Trust of the Company ("**ESOP Trust**").

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In terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 where at any time, a Company having share capital proposes to increase its subscribed capital by issue of further shares, such shares shall be offered, to employees under a scheme of employee stock option, subject to ordinary resolution passed by the shareholders of the company, in case of a private limited company. Since, it is proposed to grant ESOPs under the ESOP 2020 to the eligible employees and directors of the Company and its subsidiaries, exercisable into fully paid up Equity Shares, it is necessary to pass an ordinary resolution in terms of Section 62(1)(b) of the Companies Act, 2013.

The key details of the ESOP 2020 are set out below:

1. The brief description of the ESOP 2020:

The Scheme shall be called as the 'PB Fintech Employees Stock Option Scheme 2020' and shall extend its benefits to present and/or future permanent employees of the Company, and to that of its present and future subsidiaries, in accordance with the applicable laws. The ESOP 2020 shall be administrated by the Board / compensation committee working under the powers delegated by the Board. The purpose of the ESOP 2020 is to attract and retain the talented employees and provide additional incentives. The Scheme will be implemented through the ESOP Trust which subscribes to fresh equity shares of the Company for the purpose of extending the benefits of the Scheme to the employees.

The members of the Company had, in an extra-ordinary general meeting held on August 24, 2020, approved the allotment of 7,612 (Seven Thousand Six Hundred Twelve) employee stock options through the ESOP Trust to eligible employees of the Company and its subsidiaries, exercisable into fully paid up Equity Shares of Rs. 10 each, in accordance with the terms and conditions set forth in the Company's Employee Stock Option Plan 2014. Thereafter, upon approval of the ESOP 2020 by the members, 38,060 (Thirty Eight Thousand and Sixty) Employee Stock Options exercisable into fully paid up Equity Shares of Rs. 2/- each allotted through the ESOP Trust to the Eligible Employees shall be governed by the terms of the ESOP 2020.

2. Total number of Stock Options to be granted:

A total of 38,060 (Thirty Eight Thousand and Sixty) options would be available for being granted to eligible employees of the Company under ESOP 2020. Each option when exercised would be converted into one equity share of Rs.2 /- each fully paid-up.

3. Identification of classes of employees entitled to participate and beneficiaries in the ESOP 2020:

All permanent employees and directors of the Company, its subsidiaries or its holding company, whether working in India or abroad, would be entitled to participate in ESOP 2020, subject to fulfilment of eligibility criteria as may be determined by the Board from time to time.

However, the following classes of employees/ directors shall not be eligible to participate in the ESOP 2020:

- (a) independent directors;
- (b) promoters or persons belonging to promoter group; and
- (c) director who either himself or through his relative or through any body corporate, directly or

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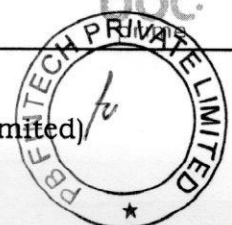
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indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of vesting and period of vesting:

The options granted under the ESOP 2020 shall vest based upon the continued/uninterrupted employment of the employee with the Company, subject to minimum vesting period of 1 year from the date of grant of options and further subject to the satisfaction of other conditions as stipulated under the ESOP 2020.

5. Maximum period within which the options shall be vested:

All options will vest in an eligible employee after the expiry of the vesting period in the manner specified in the letter of grant and the employee stock option agreement.

6. Exercise Price/Pricing Formula:

The exercise price shall be determined by the Board / compensation committee based on the role/designation of the employee, past performance of the employee, future potential of the employee and such other criteria as may be determined by the Board / compensation committee, but it shall not be lower than the face value of the equity shares.

7. Exercise Period and the process of Exercise:

The vested options shall be eligible for exercise on and from the date of vesting. The vested option may be exercised at any time on or before the Closing Date, i.e. March 31, 2040. The stock options will be exercisable by the employees through written application to ESOP Trust / Company in order to exercise the vested stock options and on payment of exercise price, if applicable.

8. Appraisal Process for determining the eligibility of the employees for the ESOP 2020:

The appraisal process for determining the eligibility of the employees will be determined by the Board having considered the criteria such as role, designation, length of service with the Company, performance, future potential of the employees and/or such other factors as the Board shall deem relevant for accomplishing the ESOP 2020.

9. Maximum number of stock options to be issued per employee and in aggregate:

The number of options that may be granted to any employee under the ESOP 2020, during any one year, shall not equal or exceed 1% (One percent) of the issued share capital of the Company at the time of grant if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

Provided however, the total number of options to be granted under the ESOP 2020, in aggregate, shall at no time exceed 38,060 (Thirty Eight Thousand and Sixty) options.

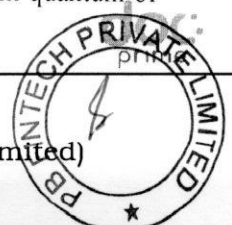
10. Maximum quantum of benefits to be provided per employee under the ESOP 2020:

Benefits except grant of option is not envisaged under the ESOP 2020. Thus, maximum quantum of

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benefit shall correspond to maximum quantum of options that can be granted to an employee.

11. Lock-in period if any

The Company, subject to the discretion of the Board / compensation committee, has the freedom to specify a lock-in period for the equity shares issued pursuant to exercise of vested option.

12. Conditions under which the options vested may lapse e.g. in case of termination of employment for misconduct

In the event the employment of an eligible employee is termination for cause, the vested options, to the extent unexercised will cease to be exercisable and shall lapse forthwith. Further, in case of normal retirement or retirement specifically approved by the Company, all vested options may be exercised by the eligible employee and all unvested options will lapse as on the date of such retirement, unless otherwise determined by the Board / compensation committee.

13. Specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of employee

In the event of resignation by an eligible employee or termination of employment of an eligible employee by the Company, notice of exercise of all vested options to be given by the eligible employee to the Company within five calendar days from the last working day.

14. Whether the ESOP 2020 is to be implemented and administrated directly by the Company or Trust:

The Company has set up the ESOP Trust for the implementation and administration of the ESOP 2020.

15. Whether the ESOP Plan 2020 involves new issue of shares by the Company or secondary acquisition by trust or both:

The ESOP Plan 2014 involves new issue of shares by the Company.

16. Amount of loan to be provided for implementation of the ESOP 2020 by the Company to Trust, its tenure, utilization, repayment terms, etc.:

NIL

17. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the ESOP 2020:

NIL

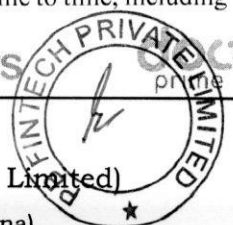
18. A statement to the effect that the Company shall confirm to the accounting policies:

The Company shall comply with the accounting policies prescribed in the requirements of guidance note on accounting for employee share based payments ("Guidance Note") or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.™

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19. The method which the Company shall use to value its options:


The Company shall use the Intrinsic Value Method for valuation of stock options. Accordingly, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

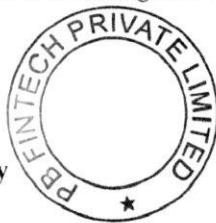
It may be noted that the earlier ESOP Scheme 2014 continues to be in force as per the approval of the shareholders granted earlier. A draft copy of the ESOP 2020 is available for inspection at the Company's Registered Office during official hours on all working days till the date of the Extraordinary General Meeting.

None of the Directors, Key Managerial Personnel, Promoters or their relatives are concerned or interested in the resolution except to the extent of Stock Options that can be granted or to the extent of their shareholding as members.

The Board of Directors recommends the resolutions stated in item no. 4 & 5 for the approval of the members as an Ordinary Resolutions.

**By order of the Board of Directors
For PB Fintech Private Limited
(formerly, Etechaces Marketing and Consulting Private Limited)**


(Bhasker Joshi)
Company Secretary



Place: Gurgaon

Dated: November 16, 2020

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PB FINTECH PRIVATE LIMITED

(formerly known as EtechAces Marketing And Consulting Private 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.policybazaar.com CIN : U51909HR2008PTC037998

ANNEXURE II

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member(s) of PB Fintech Private Limited (formerly known as Etechaces Marketing and Consulting Private Limited) holding Equity shares and Preference shares of the above named company, hereby appoint:

1.

Name :	E-mail Id:
Address:	
Signature, or failing him	

2.

Name :	E-mail Id:
Address:	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary general meeting of the company, to be held on Tuesday, the 24th day of November, 2020 at 4:00 p.m. at the registered

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office of the Company at Plot No. 119, Sector-44, Gurgaon-122001, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
Special Business			
1.	Sub-Division of Equity shares from Face Value of Rs. 10/- per share to Face Value of Rs. 2/- per share		
2.	Sub-Division of Compulsory Convertible Preference Shares from Face Value of Rs. 100/- per preference share to Face Value of Rs. 20/- per preference share		
3.	Alteration of Capital Clause of Memorandum of Association of Company		
4.	Approval of 'PB Fintech Private Limited- Employees Stock Option Scheme 2020'		
5.	Approval for extending benefits of PB Fintech Private Limited- Employees Stock Option Scheme 2020 to the employees of the subsidiary company(ies)		

Affix Revenue Stamp

Signed this day of 2020

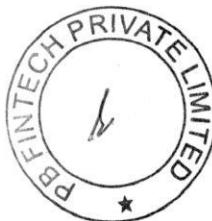
Signature of shareholder

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ANNEXURE III

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING -TUESDAY, 24TH NOVEMBER, 2020

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held at Plot No. 119, Sector-44, Gurgaon-122001, Haryana, India on Tuesday, 24th day of November, 2020 at 4:00 P.M.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

*Applicable for investor holding shares in electronic form.

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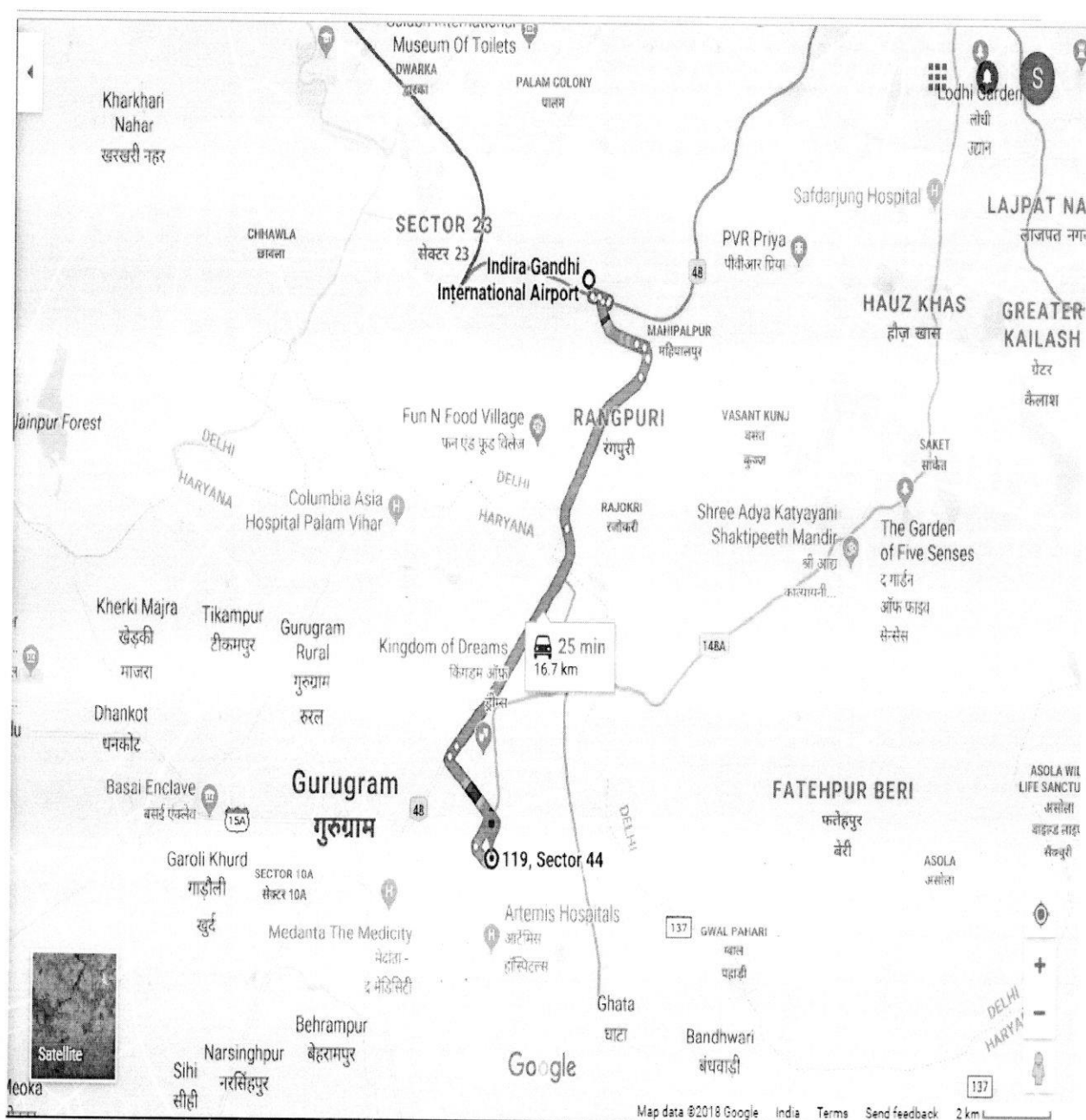
Registered Office Address : Plot No. 119, Sector-44, Gurugram-122001 (Haryana)

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ANNEXURE IV

ROUTE MAP



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