



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH (13TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF PB FINTECH LIMITED (FORMERLY KNOWN AS PB FINTECH PRIVATE LIMITED/ ETECHACES MARKETING AND CONSULTING PRIVATE LIMITED) (THE "COMPANY") IS SCHEDULED TO BE HELD ON SATURDAY, 11TH SEPTEMBER, 2021 AT 04:30 P.M., THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS(ES):

Item No. 1: Adoption of accounts

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2021 including audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021 consisting of the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with Auditors' Report thereon.

Item No. 2: To consider appointment of a Director in place of Mr. Sarbvir Singh (DIN-00509959) who retires by rotation and being eligible, offers himself for re-appointment.

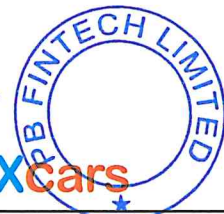
SPECIAL BUSINESS(ES):

Item No. 3: Approval of fees for service of documents to the members

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid including determination of the estimated fees for delivery of the document to be paid in advance and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."



PB FINTECH 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.nbfintech.in CIN : U51909HR2008PLC037998



Item No. 4: Approval for amendment in the Employees Stock Option Plan – 2014 (“ESOP Plan 2014”)

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject such other approvals, permissions and sanctions, as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and are hereby accorded to amend the Employees Stock Option - Plan, 2014 (hereinafter referred to as **“ESOP Plan 2014”**) in compliance of the provisions of the Companies Act, 2013 as applicable on the Company consequent upon conversion in to Public Limited Company and to align the scheme to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and in order to meet the compliance requirement of upcoming Initial Public Offer (**“IPO”**).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby severally 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 amendment and to make any consequential modifications, changes, variations, alterations or revisions in ESOP Plan 2014 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 this resolution.”

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



Company Secretary and Compliance Officer

Mem. No.: F8032

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

Place: Gurugram
Dated: 13.08.2021

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NOTES:

- (a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (b) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (c) Corporate members intending to send their authorized representatives to attend the Annual 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 Annual General Meeting.
- (d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- (e) 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.
- (f) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (g) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (h) Members may Join the Meeting through the link provided below:
Meeting ID: meet.google.com/ffa-moxp-jqh
- (i) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
- (j) Members who need assistance before or during the AGM, can contact Mr. Bhasker Joshi, Company Secretary of the Company at bhasker@policybazaar.com.
- (k) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to bhasker@policybazaar.com.
- (l) In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through Show of hand or poll (if demanded) provided during the meeting while participating through VC facility.



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ANNEXURE I

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company:

Item No. 3

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his registered office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting.

Accordingly, the Board recommends the matter and resolution set out under Item no. 3 of the Notice for the approval of the Members by means of Special Resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Item No. 4

The Board of Directors has at its duly convened meeting held on August 13, 2021, approved the amendment in Employees Stock Options Plan – 2014 (“ESOP Plan 2014”) subject to the approval of members in ensuing annual general meeting of the company, in order to align the ESOP Plan 2014 to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

Accordingly, the Board recommends the matter and resolution set out under Item no. 4 of the Notice for the approval of the Members by means of Special Resolution.

None of its Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors
For PB Fintech Limited
(Formerly known as Etechaces Marketing and
Consulting Private Limited)



Bhasker Joshi

Company Secretary and Compliance Officer

Mem. No.: F8032

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

Place: Gurugram

Dated: 13.08.2021

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