

30th August 2024

To:

The Board of Directors

PB Fintech Limited

(L51909HR2008PLC037998)

Regd. Office: Plot No.119, Secctor-44,

Gurugram, Haryana-122001

Re.: Certificate of Secretarial Auditor to PB Fintech Limited ("the Company") pursuant to requirement of the stock exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE", and collectively the "Stock Exchanges"), on compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Regulations")

1. We, Dhananjay Shukla & Associates, Company Secretaries, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on **22nd May 2023** by the Board of Directors of **PB Fintech Limited ("the Company")** and the engagement letter dated **29th August 2024**.
2. The company has approached us as a "Secretarial Auditor" to issue a certificate as it has to be placed before the shareholder at the ensuing Annual General Meeting of the company scheduled to be held on 27th September 2024 under Regulation 13 of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3. As requested, we have examined the PB Fintech Employee Stock Option Plan 2021 ("**ESOP - 2021**") furnished to us by the company, as originally formulated and approved by the Board and Nomination and Remuneration Committee on its meetings held on 26th July 2021 and approved by the shareholders of the Company on September 17, 2021 and ratified by the Board on February 07, 2022 and shareholders on March 11, 2022 through postal ballot and further amended by the Board on August 23, 2023 and approved by the shareholders on 23rd September 2023 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to read with Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, as may be applicable, issued by the Securities and Exchange Board of India and the applicable provisions of the Companies Act, 2013 and the relevant Reference issued by the Institute of Company Secretaries of India and in accordance with the resolution approving the ESOP - 2021 passed by the members of the Company as above said.



Management's Responsibility

4. Management of the Company is responsible for:

- I. Designing of ESOP – 2021 in compliance with applicable extant Regulations, as amended from time to time.
- II. Maintaining the information and documents, which are required to be kept and maintained under the relevant extant laws and regulations;
- III. Implementing the ESOP – 2021 in accordance with the applicable extant Regulations and the resolutions passed at the general meeting of the Company;
- IV. Establishing and maintaining effective internal control for properly recording the information related to the ESOP – 2021 in the records maintained by the Company.

Verification

The members of the company in their General Meeting held on 17th September 2021 have passed the Special Resolution approving the ESOP -2021 Scheme and ratified the ESOP-2021 on March 11, 2022 in the form of Special Resolution passed through Postal Ballot and further amended the ESOP-2021 on 23rd September 2023, hereinafter to be referred as Scheme.

For the purpose of verifying the compliance of the “**Regulations**”, we have examined the following documents:-

1. Scheme furnished by the company;
2. The Articles of Association of the company;
3. Minutes of the meeting of the Board of Directors;
4. Minutes of the General Meeting held for approving the scheme;
5. Minutes of the Nomination and Remuneration committee;
6. Detailed terms and conditions of the scheme as approved by the Compensation Committee;
7. Relevant provisions of the Regulations and Companies Act, 2013
8. Other relevant documents /filings/records/ information as maintained by the company

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the company and its officers, we hereby certify that ESOP-2021 is in conformity with the extant provisions of the “**Regulations**” and in accordance with the resolution of the company in the general meeting held on 17th September 2021.



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Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors/Officers of the company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than for placing it before the shareholders at the ensuing Annual General Meeting of the company scheduled to be held on **27th September 2024** under Regulation 13 of the SEBI (Share Based Employee Benefits And Sweat Equity) "Regulations" 2021.

For Dhananjay Shukla & Associates
Company Secretaries




Dhananjay Shukla

Proprietor

FCS-5886, CP. No.: 8271

Peer Review No. 2057/2022

UDIN: F005886F001088198

A.T.

Place: Gurugram