



March 12, 2022

To

National Stock Exchange of India  
Limited  
Exchange Plaza, 5<sup>th</sup> 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: Intimation of results of Postal Ballot in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)**

Dear Sir/Madam,

This is in furtherance to our earlier communication dated February 08, 2022 regarding Notice of Postal Ballot dated February 07, 2022 along with explanatory statement (“Notice”) seeking approval of the members of the Company by way of special resolutions on the following matters as set out in the notice:

- (i) Ratification of PB Fintech Employees Stock Option Plan 2020 (“ESOP 2020”);
- (ii) Ratification to extend benefits of PB Fintech Employees Stock Option Plan 2020 (“ESOP 2020”) to the employees of subsidiary companies of the Company;
- (iii) Ratification of PB Fintech Employees Stock Option Plan 2021 (“ESOP 2021”); and
- (iv) Ratification to extend benefits of PB Fintech Employees Stock Option Plan 2021 (“ESOP 2021”) to the employees of subsidiary companies of the Company.

The remote e-voting period as stated in the Notice commenced on Thursday, February 10, 2022 at 09:00 A.M. (IST) and ended on Friday, March 11, 2022 at 05:00 P.M. (IST) and Mr. Shashikant Tiwari, Partner of M/s Chandrasekaran & Associates, Company Secretaries, has submitted the report to Mr. Bhasker Joshi, Company Secretary and Compliance Officer as authorised by the Chairman on remote e-voting and on the basis of the report all resolutions as specified in the notice have been duly passed by the members with requisite majority effectively on the last date specified for remote e-voting i.e. Friday, March 11, 2022.

Further, in compliance of the Regulation 44(3) of the LODR please find enclosed herewith the following disclosures:

- (i) Announcement of Voting results by Company Secretary and Compliance Officer as authorised by the Chairman; and
- (ii) Scrutinizer’s report on remote e-voting.



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## PB FINTECH LIMITED

(Formerly Known As PB Fintech Private Limited/Etechaces Marketing And Consulting Private Limited)

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

Telephone No. : 0124-4562907, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com

Website : www.pb fintech.in CIN : L51909HR2008PLC037998



The voting results along with Scrutinizer's report will also be hosted on the website of the Company at [www.pbfintech.in](http://www.pbfintech.in).

You are requested to take the same on records.

Thanking you,

Yours faithfully,

**For PB Fintech Limited**

**(Formerly PB Fintech Private Limited/ Etechaces Marketing and Consulting Private Limited)**

**Bhasker Joshi**

**Company Secretary and Compliance Officer**



Encl.: A/a

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**ANNOUNCEMENT OF RESULTS BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER AS AUTHORISED BY THE CHAIRMAN OF RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 07, 2022**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and circulars issued by Ministry of Corporate Affairs ('MCA') and Securities Exchange Board of India ('SEBI'), **PB Fintech Limited (Erstwhile, PB Fintech Private Limited/ Etechaces Marketing and Consulting Private Limited)** ("Company") had dispatched the Postal Ballot Notice dated **February 08<sup>th</sup>, 2022** only by e-mail to all Members appearing in the records of the Company or depository(ies)/ depository participants as on Friday, February 04, 2022 (cut-off date) to accord the approval of shareholders in respect of following resolution(s):

Sl. No.	Subject Matter of the Resolution(s)	Type of Resolution
1.	RATIFICATION OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2020 ("ESOP 2020");	Special Resolution
2.	RATIFICATION TO EXTEND BENEFITS OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2020 ("ESOP 2020") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY;	Special Resolution
3.	RATIFICATION OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2021 ("ESOP 2021");	Special Resolution
4.	RATIFICATION TO EXTEND BENEFITS OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2021 ("ESOP 2021") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY;	Special Resolution

Mr. Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries was appointed as Scrutinizer for scrutinizing the votes in fair and transparent manner and Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company was appointed as an agency for providing and supervising electronic platform for e-voting.

The Notice also indicated the date of commencement of e-voting as Thursday, February 10, 2022 at 09:00 A.M. and ends on Friday, March 11, 2022 at 05:00 P.M. along with the process and manner of voting by electronic means.

The Scrutinizer was to submit his final report after completion of the scrutiny of the remote e-voting to the Chairman (or to any other person authorized by the Chairman) not later than 2 working days from the conclusion of remote e-voting.



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Accordingly, Mr. Shashikant Tiwari (Membership No: A28994, COP No: 13050), Partner of M/s Chandrasekaran Associates, (Scrutinizer) carried out the scrutiny of all votes casted up to Friday, March 11, 2022 till 05:00 P.M. and submitted his report dated March 12, 2022 on even date.

I, Bhasker Joshi, Company Secretary and Compliance Officer of the Company duly authorised by the Chairman to announce the results of the remote e-voting have received and accepted the Scrutinizer's Report and announcing the result of the Postal Ballot on the resolution(s) as set out in the said Notice and considered by the members of the Company through Postal Ballot as under:

S. No.	Resolutions	Total number of vote casted	Number of votes in favour	% of votes in favour	Number of votes in against	% of votes in against	Number of votes abstain from voting
1.	RATIFICATION OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2020 ("ESOP 2020"):  (Special Resolution)	283798397	273338046	96.31	10459196	3.69	1155
2.	RATIFICATION TO EXTEND BENEFITS OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2020 ("ESOP 2020") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY  (Special Resolution)	283798397	273338015	96.31	10459227	3.69	1155
3.	RATIFICATION OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2021 ("ESOP	283798397	260782165	91.89	23015077	8.11	1155



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	2021”): <b>(Special Resolution)</b>						
4.	RATIFICATION TO EXTEND BENEFITS OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2021 (“ESOP 2021”) TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY <b>(Special Resolution)</b>	283798397	260782076	92.08	22425126	7.92	591195

On the basis of the above results, I hereby declare the result of all the above resolutions as approved with the requisite majority and such resolutions shall be deemed to be effective from the last date of remote e-voting i.e. March 11, 2022.



**Date:** March 12, 2022  
**Place:** Gurugram

**On Behalf of the Chairman**  
**(Bhasker Joshi)**  
**Company Secretary and Compliance Officer**



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Resolution (1)								
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				No				
Description of resolution considered				Ratification of PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020")				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public – Institutions	E-voting	114671321	76158374	66.4145	65752291	10406083	86.3363	13.6637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		114671321	76158374	66.4145	65752291	10406083	86.3363
Public - Non-Institutions	E-voting	334828485	207638868	62.0135	207585755	53113	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		334828485	207638868	62.0135	207585755	53113	99.9744
<b>Total</b>		<b>449499806</b>	<b>283797242</b>	<b>63.1362</b>	<b>273338046</b>	<b>10459196</b>	<b>96.3146</b>	<b>3.6854</b>



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Resolution (2)								
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				No				
Description of resolution considered				Ratification to extend benefits of PB Fintech Employees Stock Option Plan 2020 (“ESOP 2020”) to the employees of subsidiary companies of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-voting	114671321	76158374	66.4145	65752291	10406083	86.3363	13.6637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	114671321	76158374	66.4145	65752291	10406083	86.3363	13.6637
Public - Non-Institutions	E-voting	334828485	207638868	62.0135	207585724	53144	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	334828485	207638868	62.0135	207585724	53144	99.9744	0.0256
<b>Total</b>		<b>449499806</b>	<b>283797242</b>	<b>63.1362</b>	<b>273338015</b>	<b>10459227</b>	<b>96.3145</b>	<b>3.6855</b>



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Resolution (3)								
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				No				
Description of resolution considered				Ratification of PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021")				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public - Institutions	E-voting	114671321	76158374	66.4145	53196394	22961980	69.8497	30.1503
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		114671321	76158374	66.4145	53196394	22961980	69.8497
Public - Non-Institutions	E-voting	334828485	207638868	62.0135	207585771	53097	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		334828485	207638868	62.0135	207585771	53097	99.9744
<b>Total</b>		<b>449499806</b>	<b>283797242</b>	<b>63.1362</b>	<b>260782165</b>	<b>23015077</b>	<b>91.8903</b>	<b>8.1097</b>



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Resolution (4)								
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				No				
Description of resolution considered				Ratification to extend benefits of PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") to the employees of subsidiary companies of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	114671321	75568334	65.8999	53196394	22371940	70.3951	29.6049
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	114671321	75568334	65.8999	53196394	22371940	70.3951	29.6049
Public - Non-Institutions	E-voting	334828485	207638868	62.0135	207585682	53186	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	334828485	207638868	62.0135	207585682	53186	99.9744	0.0256
<b>Total</b>		<b>449499806</b>	<b>283207202</b>	<b>63.0050</b>	<b>260782076</b>	<b>22425126</b>	<b>92.0817</b>	<b>7.9183</b>



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**SCRUTINIZERS' REPORT**

To

**The Chairman**

**PB Fintech Limited**

**(Erstwhile, PB Fintech Private Limited/ Etechaces Marketing and Consulting Private Limited)**

Plot no. 119, Sector 44,

Gurugram-122001

Haryana

**Sub.: Scrutinizers' Report on postal ballot by way of electronic voting means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated February 07, 2022**

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of PB Fintech Limited (**Erstwhile, PB Fintech Private Limited/ Etechaces Marketing and Consulting Private Limited**) (hereinafter referred to as "Company") for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the resolution contained in the Notice dated February 07, 2022 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including general circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and (ii) Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") with the Stock Exchanges, relating to postal ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 05:00 p.m. IST on Friday, March, 11, 2022.
3. The Members of the Company as on the "cut-off date" i.e. February 04, 2022 were entitled to vote on the proposed resolution to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated February 07, 2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Thursday, February 10, 2022 at 09:00 a.m. IST and ended at the close of working hours i.e. 05:00 p.m. IST on Friday, March 11, 2022, on the designated website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>.





5. On Tuesday, February 08, 2022 the Company had completed the dispatch of Postal Ballot notice, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on the Cut-off date i.e. Friday, February 04, 2022 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice dated February 07, 2022, which was uploaded on the website of the Company ([www.pbfintech.in](http://www.pbfintech.in)), on the website of Link Intime India Private Limited ([www.linkintime.co.in](http://www.linkintime.co.in)) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and also published by way of newspaper advertisements dated February 09, 2022 in Financial Express (English), all editions and Jansatta, Delhi & NCR edition, to the members to register their e-mail id's with the Company and/ or their depository participants.

6. Due to COVID-19 pandemic and in view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, advertisements were published by the Company in Financial Express (English), all editions of Jansatta (Hindi), Delhi and NCR edition on February 09, 2022 informing about the completion of dispatch of Postal Ballot notice, to the Members, those registered their e-mail id's with the company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by Link Intime India Private Limited through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr Jatin Sharma R/o. House No 1005, Gandhi Colony, NIT, Faridabad and Ms. Pooja R/o. RC 3, Sarojani Nagar, New Delhi 110023, who are not in the employment of the Company.
10. The particulars of report downloaded from the website of Link Intime India Private Limited have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent i.e. Link Intime India Private Limited of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of LI IPL <https://instavote.linkintime.co.in>.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:





**Item No. 1:****Ratification of PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020")**

**"RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the shareholders in the Extra-Ordinary General Meeting of the Company held on July 05, 2021 and as amended on September 17, 2021 and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modifications or re-enactment thereof ("Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB and SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended from time to time ("FDI Policy"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time and Master Directions issued by Reserve Bank of India, from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination Remuneration Committee ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB and SE Regulations based on the recommendation of the Nomination and Remuneration Committee, the PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020") as approved by the shareholders of the Company prior to the Initial Public Offer ("IPO") of the Company, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to create, offer, issue, reissue, grant, transfer and allot options, from time to time, in one or more tranches to or for the benefit of the employee(s) /directors of the Company (as may be permitted under applicable laws and regulations prevailing from time to time) under ESOP 2020, and to issue fresh options, re-issue options that may have lapsed/ cancelled/ surrendered, already granted under the ESOP 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to facilitate the transfer of the equity shares from the Etechaces Employees Stock Options Plan Trust ("ESOP Trust") upon exercise of options from time to time in accordance with the ESOP 2020 and the shares so transferred shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2020 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variations(s), alterations(s) or revision(s) in the terms and conditions of the ESOP 2020 (within the contours of the ESOP 2020), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant / vesting or to suspend, withdraw, terminate or revise the ESOP 2020 in such manner as the Board or any other person authorised by the Board may determine.





**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOP 2020) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to have all powers and authority to do all such acts and deeds that are necessary to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed it and proper in the best interest Company and to take any further action as may be necessary to give effect to this resolution without requiring any further consent or approval from the members of the company as per applicable laws."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	377	28,37,98,397
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	3	1,155
Less:	Number of Members & Votes not exercised	0	0
	<b>No. of Valid Votes Cast</b>	<b>374</b>	<b>28,37,97,242</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	273	273338046	96.31
Against	103	10459196	3.69
<b>Total</b>	<b>376*</b>	<b>283797242*</b>	<b>100.00</b>

\* 2(Two) Member who holds 20 shares, has partially exercised its voting rights in favour of 13 (Thirteen) shares and in against 7 (Seven) shares.





**Item No. 02:****RATIFICATION TO EXTEND BENEFITS OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2020 ("ESOP 2020") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY:**

**"RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the shareholders in the Extra-Ordinary General Meeting of the Company held on July 05, 2021 and as amended on September 17, 2021 and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modifications or re-enactment thereof ) ("Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re- enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended and Master Directions issued by Reserve Bank of India, from time to time and such others rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination Remuneration Committee ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB and SE Regulations based on the recommendation of the Nomination and Remuneration Committee, the PB Fintech Employees Stock Option Plan 2020 ("ESOP 2020") as approved by the shareholders of the Company prior to the Initial Public Offer ("IPO") of the Company, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, reissue, grant, transfer and allot options, from time to time, in one or more tranches, to or for the benefit of the employee(s) /directors of the existing and future subsidiary companies of the Company (as may be permitted under applicable laws) under ESOP 2020, as may be decided by the Board, and to issue fresh options, re-issue options that may have lapsed/ cancelled/ surrendered, already granted under the ESOP 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to facilitate the transfer of the equity shares from the Etechaces Employees Stock Options Plan Trust ("ESOP Trust") upon exercise of options from time to time in accordance with the ESOP 2020 and the shares so transferred shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2020 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variations(s), alterations(s) or revision(s) in the terms and conditions of the ESOP 2020 (within the contours of the ESOP 2020), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant / vesting or to suspend, withdraw, terminate or





revise the ESOP 2020 in such manner as the Board or any other person authorised by the Board may determine.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOP 2020) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to have all powers and authority to do all such acts and deeds that are necessary to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed it and proper in the best interest Company and to take any further action as may be necessary to give effect to this resolution without requiring any further consent or approval from the members of the company as per applicable laws."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	377	28,37,98,397
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	3	1,155
Less:	Number of Members & Votes not exercised	0	0
	<b>No. of Valid Votes Cast</b>	<b>374</b>	<b>28,37,97,242</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	270	27,33,38,015	96.31
Against	106	1,04,59,227	3.69
<b>Total</b>	<b>376*</b>	<b>28,37,97,242*</b>	<b>100.00</b>

\* 2(Two) Member who holds 20 shares, has partially exercised its voting rights in favour of 13 (Thirteen) shares and in against 7 (Seven) shares.





**Item No. 03:****RATIFICATION OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2021 ("ESOP 2021")**

**"RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the shareholders in the Extra-Ordinary General Meeting of the Company held on September 17, 2021 and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s), or re-enactment thereof ) ("Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB and SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended from time to time ("FDI Policy"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time and Master Directions issued by Reserve Bank of India, from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination Remuneration Committee ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB and SE Regulations based on the recommendation of the Nomination and Remuneration Committee, the PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") as approved by the shareholders of the Company prior to the Initial Public Offer ("IPO") of the Company, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to create, offer, issue, reissue, grant, transfer and allot options, from time to time, in one or more tranches to or for the benefit of the employee(s) /directors of the Company (as may be permitted under applicable laws and regulations prevailing from time to time) under ESOP 2021, and to issue fresh options, re-issue options that may have lapsed/ cancelled/ surrendered, already granted under the ESOP 2021.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2021 and such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of equity shares to be allotted under ESOP 2021 on BSE Limited and National Stock Exchange of India Limited as per the SEBI LODR Regulations and SEBI (SBEB & SE) Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of





options in ESOP 2021) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2021 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variations(s), alterations(s) or revision(s) in the terms and conditions of the ESOP 2021 (within the contours of the ESOP 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant / vesting or to suspend, withdraw, terminate or revise the ESOP 2021 in such manner as the Board or any other person authorised by the Board may determine.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to have all powers and authority to do all such acts and deeds that are necessary to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed t and proper in the best interest Company and to take any further action as may be necessary to give effect to this resolution without requiring any further consent or approval from the members of the company as per applicable laws."

Particulars	E-VOTING	
	Number of member(s) voted	Votes held by them
Number of Members & Shares held by them	377	28,37,98,397
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	3	1,155
Less: Number of Members & Votes not exercised	0	0
<b>No. of Valid Votes Cast</b>	<b>374</b>	<b>28,37,97,242</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	237	26,07,82,165	91.89
Against	139	2,30,15,077	8.11
<b>Total</b>	<b>376*</b>	<b>28,37,97,242*</b>	<b>100.00</b>

\* 2(Two) Member who holds 20 shares, has partially exercised its voting rights in favour of 13 (Thirteen) shares and in against 7 (Seven) shares.





**Item No. 04:****RATIFICATION TO EXTEND BENEFITS OF PB FINTECH EMPLOYEES STOCK OPTION PLAN 2021 ("ESOP 2021") TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY**

**"RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the shareholders in the Extra-Ordinary General Meeting of the Company held on September 17, 2021 and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any Amendments, statutory modifications or re-enactment thereof ) ("Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB and SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended from time to time ("FDI Policy"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time and Master Directions issued by Reserve Bank of India, from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination Remuneration Committee ("NRC"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB and SE Regulations based on the recommendation of the Nomination and Remuneration Committee, the PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") as approved by the shareholders of the Company prior to the Initial Public Offer ("IPO") of the Company, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to create, offer, issue, reissue, grant, transfer and allot options, from time to time, in one or more tranches to or for the benefit of the employee(s) /directors of the existing and future subsidiary companies of the Company (as may be permitted under applicable laws and regulations prevailing from time to time) under ESOP 2021, and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the ESOP 2021.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2021 and such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of equity shares to be allotted under ESOP 2021 on BSE Limited and National Stock Exchange of India Limited as per the SEBI LODR Regulations and SEBI (SBEB & SE) Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other





re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOP 2021) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2021 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variations(s), alterations(s) or revision(s) in the terms and conditions of the ESOP 2021 (within the contours of the ESOP 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant / vesting or to suspend, withdraw, terminate or revise the ESOP 2021 in such manner as the Board or any other person authorised by the Board may determine.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to have all powers and authority to do all such acts and deeds that are necessary to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed it and proper in the best interest Company and to take any further action as may be necessary to give effect to this resolution without requiring any further consent or approval from the members of the company as per applicable laws."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	377	28,37,98,397
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	4	5,91,195
Less:	Number of Members & Votes not exercised	0	0
	<b>No. of Valid Votes Cast</b>	<b>373</b>	<b>28,32,07,202</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	230	26,07,82,076	92.08
Against	144	2,24,25,126	7.92
<b>Total</b>	<b>374*</b>	<b>28,32,07,202*</b>	<b>100.00</b>

\* 1(One) Member who holds 15 shares, has partially exercised its voting rights in favour of 10 (Ten) shares and in against 5 (Five) shares.



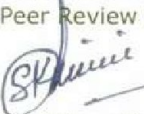


14. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority, on Friday, March 11, 2022, being the last date of remote e-voting for the members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result of Postal Ballot process.

Thanking You,

Yours faithfully,

Chandrasekaran Associates  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No. KA/1428/2021

  
Shashikant Tiwari  
Partner  
Membership No.: A28994  
Certificate of Practice No.: 13050  
UDIN: A028994C002898410



Date: 12.03.2022  
Place: Delhi

Countersigned by:  
For and on behalf of PB Fintech Limited  
Chairman or Director /Company Secretary  
authorised by him