



May 30, 2023

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.: Annual Secretarial Compliance Report**

Dear Sir/Madam,

Pursuant to Regulation 24A read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 08, 2019 and NSE circular no. NSE/CML/ 2023/30 dated April 10, 2023 and BSE circular no. 20230410-41 dated April 10, 2023, please find enclosed the Annual Secretarial Compliance Report issued by Mr. Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Practising Company Secretaries, for the year ended March 31, 2023.

This intimation is also being uploaded on the Company's website at <https://www.pbfintech.in/investor-relations>.

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

Thanking you,

Yours Sincerely  
**For PB Fintech Limited**

**Bhasker Joshi**  
**Company Secretary and Compliance Officer**

Encl.: A/a

policybazaar<sup>com</sup>

paisabazaar<sup>com</sup>

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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.pbfintech.in CIN : L51909HR2008PLC037998

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House No.-23, Basement, Sector-30, Gurugram(Hr.), India-122001  
Mobile: +91 9873347280, Tel: +91-124-2382323/3693773,  
Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

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**Annual Secretarial compliance report of PB Fintech Limited**  
**for the Financial year ended 31st March 2023**

(In Compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015)

To,  
**PB Fintech Limited**  
Regd.Office: Plot No.119, Sector 44,  
Gurugram-122001.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **PB Fintech Limited (hereinafter referred as 'the listed entity')**, having its Registered Office at Plot No.119, Sector 44, Gurugram-122001. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:-

- (a) all the documents and records made available to us and explanation provided by PB Fintech Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity.
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the



Regulations, circulars, guidelines issued thereunder; and

- (b) The Securities Contracts (Regulation) Act,1956 (SCRA) , rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The Specific Regulation, whose Provisions and the circulars/guidelines issued thereunder, have been examined Include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**(No event took place under this Regulation during the review period).**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(No event took place under this Regulation during the Audit period).**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No event took place under this Regulation during the Audit period).**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circular/guidelines issued thereunder.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:





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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	NO	<ul style="list-style-type: none"> <li>Please refer the Note No.1</li> </ul>
2.	<p><b>Adoption and timely updating of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	None
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	None



4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes, none of director is disqualified	None
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> a. Identification of material subsidiary companies	Yes	None
	b. Disclosure requirement of material as well as other subsidiaries	Yes	None
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b> a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	None



	b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee. in case no prior approval has been obtained.	N.A	None
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	N.A	None
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A	None

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:.





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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter: or	N.A	None
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N.A	None
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A	None
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	N.A	None



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Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS*
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	N.A	None
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.	N.A	None
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N.A	None
	ii. Disclaimer in case of non-receipt of information:  The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its	N.A	None





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	material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	N.A	None

- a. (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

There was no observation/qualification in the previous report for the F.Y.2021-22.



Sr. No.	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
-----Not applicable-----										

**We report that –**

- 1. It may be noted that for our observation above said as “No” for the compliance of the Secretarial Standards, we report that the company is required to strengthen the mechanism of circulation of the draft minutes and signed minutes of the Board Meeting /committee meetings, to the Board Members and Members of the various committees of the Board respectively as per the requirement of the Secretarial Standards-1 (SS-1) issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of the Companies Act,2013.*

**We further report that –**

1. The Company has formulated code of conduct to regulate ,monitor, and report trading by Insiders read with Schedule B and Regulations 9 of the SEBI ( Prohibition of Insider Trading) Regulations ,2015. For violations of Company’s code of conduct by Five designated persons, the Audit committee of the Company has levied monetary penalty on the erring two employees and the penalty levied as such has been deposited by the individual employees to the Investor Protection and Education Fund (IPEF), specified Fund of SEBI and they had been also issued warning letter by the Audit committee. In



***dhananjay shukla & associates***  
***company secretaries***

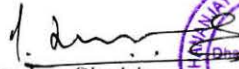
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- case of other three employees, being the violation their first instance. the audit committee had issued them a warning letter as per the minutes of the audit committee, as shown to us.
2. The National Stock Exchange (NSE) had issued a query letter to the company on 10<sup>th</sup> of March 2023 with respect to announcement made by the company on 18<sup>th</sup> of November 2022 regarding the acquisition of YKNP Marketing Management, UAE. The company had duly submitted its reply to the NSE on March 23, 2023.
  3. The company had received email communication from BSE Ltd on 11<sup>th</sup> March 2023 regarding non-submission of information on BSE Listing Centre under Regulation 46 and 62 of SEBI (LODR) Regulations 2015 which requires listed company to maintain a functional website containing basic information about the Company. The company has duly submitted its reply to the BSE on 13<sup>th</sup> March 2023 stating that the provisions of Regulation 46 and 62 have already been complied with by the company.

For Dhananjay Shukla & Associates  
Company Secretaries

  
Dhananjay Shukla  
Proprietor  
FCS-5886, CP No. 8271  
Peer Review No.2057/2022  
UDIN: F005886E000346633



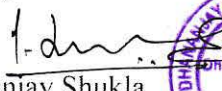
Date: 22<sup>nd</sup> May 2023  
Place: Gurugram



**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Dhananjay Shukla & Associates  
Company Secretaries

  
Dhananjay Shukla  
Proprietor  
FCS-5886, CP No. 8271  
Peer Review No.2057/2022  
UDIN:F005886E000346633



Date: 22<sup>nd</sup> May 2023  
Place: Gurugram