

DIRECTORS' REPORT

Dear Member(s),

The Board of Directors of your Company takes pleasure in presenting the Eleventh Report on the business and operations of the Company together with the audited Standalone & Consolidated Financial Statements and the Auditor's Report thereon for the financial year ended March 31, 2019.

1. CORPORATE OVERVIEW

Etechaces Marketing and Consulting Private Limited ("Company") is a fin-tech marketing company, set up in year 2008 and is involved in financial sector (insurance and non-insurance) health care and service sector, through its wholly owned subsidiaries Policybazaar, Paisabazaar and Docprime. The Company develops and publishes an online financial services platform and offers a consumer centric platform by partnering with financial services companies such as insurance companies to enhance their platforms from a consumer e-commerce perspective.

2. FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2018-19 is as under:

(Rs. in Lakh)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations	4,995.32	7,914.96	49,224.49	33,393.41
Add: Other Income	3,413.47	2,465.84	3,656.21	2,640.18
Total Income	8,408.79	10,380.80	52,880.70	36,033.59
Expenses:				
Employee benefit expense	7,759.07	3,783.80	39,762.28	17,820.93
Depreciation and amortization expense	103.44	287.59	1,188.55	741.21
Advertising and promotion expense	442.93	6,720.90	34,585.40	14,221.38
Network, internet and other direct expense	88.55	664.43	3,172.78	1,627.35
Administration and other expense	653.26	1,045.90	7,653.93	4,976.87
Total Expenses	9,047.25	12,502.62	86,362.94	39,387.74
Loss/Profit before Tax	(638.46)	(2,121.82)	(33,482.24)	(3,354.18)
Tax expense				
Current Tax	0.00	0.00	0.00	13.15
Tax related to earlier years	0.00	0.00	(4.91)	0.00
Current Tax (MAT)	0.00	0.00	0.00	0.00
Deferred Tax	943.02	2,551.55	943.02	2,551.55
Total Tax Expense	943.02	2,551.55	938.11	2,564.70

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QuickFIXcars

docprime

ETechAces Marketing And Consulting Private Limited

Registered Office Address : Plot No. 119, Sector-44, Gurgaon-122001 (Haryana)
 Telephone No. : 0124-4562900, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com,
 Website : www.policybazaar.com CIN : U51909HR2008PTC037998

(Loss)/Profit for the year	(1,581.48)	(4,673.37)	(34,420.35)	(5,918.85)
Other Comprehensive Income				
Items that will be reclassified to profit or loss				
Exchange differences on translation of foreign operations	-	-	(38.37)	(0.85)
Items that will not be reclassified to profit or loss				
Remeasurement of post employment benefit obligations [Gain/(Loss)]	16.60	(3.94)	(88.46)	(23.23)
Income Tax relating to Items that will not be reclassified to profit and loss		-		-
Other Comprehensive Income for the year, net of tax	16.60	(3.94)	(126.83)	(24.08)
Total Comprehensive Income for the year	(1,564.88)	(4,677.31)	(34,547.18)	(5,942.93)

Standalone Financial Statements

Your Company's revenue from operations is INR 4,995.32 lakhs during the year under review as against INR 7,914.96 lakhs during the previous financial year, a decline of around 36.89% year on year. The total income decreased by around 19% from INR 10,380.80 lakh in FY 2017-18 to INR 8,408.79 lakhs in FY 2018-19.

The operating expenses (excluding depreciation) in FY 2018-19 decreased by 26.78% to INR 8,943.81 lakhs as compared to INR 12,215.03 lakhs in FY 2017-18.

The Company has made net Loss after tax of INR 1,581.48 lakhs in FY 2018-19 as against net Loss of INR 4,673.37 lakhs in FY 2017-18.

Consolidated Financial Statements

The Consolidated Financial Statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

The Consolidated Financial Statements have been prepared on the basis of the audited financial statements of the Company and its subsidiaries, as approved by their respective Board of Directors. However, for the purpose of consolidation of financial statements of the Company as regards the investment in PB Fintech FZ-LLC, a wholly owned subsidiary incorporated in Dubai, United Arab Emirates, an unaudited management accounts have been considered.

Your Company, on a consolidated basis, achieved turnover of INR 49,224.49 lakhs during the year under review as against INR 33,393.41 lakhs during the previous financial year, an increase of around 47.41% year on year. The total income increased by around from INR 36,033.59 lakh in FY 2017-18 to INR 52,880.70

lakhs in FY 2018-19. The Company has made net Loss after tax of INR 34,420.35 lakhs in FY 2018-19 as against net Loss of INR 5,918.85 lakhs in FY 2017-18.

3. DIVIDEND

In view of the accumulated losses of the Company, to conserve the resources of the Company and to build up reserves, the Board of Directors do not recommend payment of any dividend on the Equity and Preference Shares for FY 2018-19.

4. RESERVES

In view of losses incurred during the year under review, your Directors have not recommended transfer of any amount to reserves during the financial year under review.

5. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order passed during the year by any regulator which will impact the going concern status and company's operations in future.

6. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2019, the Company has Seven (7) subsidiaries. During the year, the Board of Directors (the Board) reviewed the affairs of subsidiaries. We have, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries, which form part of this Report. Further, the report on the performance and financial position of each of the subsidiary and salient features of the financial statements in the prescribed Form AOC-1 is annexed to this report as **Annexure-I**.

7. DEPOSITS

Your Company has not accepted any public deposits during the year under review within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

8. CHANGES IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the financial year 2018-19. However, during the period under review, pursuant to the approval of the shareholders granted in the Annual general meeting held on September 29, 2018, the company had altered main object clause under part-A of Clause III of the memorandum of association (MOA) to undertake the business of advisory services of Mutual fund distributions.

9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relates and as on the date of this report.

10. BUSINESS AND FUNDING ROUND UPDATES

During the year under review, the Company had launched health tech platform, docprime.com, and also forayed into the UAE market, with the launch of its new venture, Policybazaar.ae, an online financial products marketplace, that would list insurance and lending products on its platform.

In June 2018, the Company had announced a fund raise of over \$200 million in Series F round.

After the year under review, the Company has secured about \$153.70 million (Rs 1,059.40 crores) in the first tranche of its Series F funding round, led by Japan's SoftBank Vision Fund. The capital infusion also saw participation from InfoEdge via its subsidiaries Diphda Internet Services Limited and Startup Investments (Holding) Limited, True North Fund VI LLP.

- a. SVF India Holdings (Cayman) Limited (Soft Bank), a wholly owned subsidiary of SoftBank Vision Fund L.P. has invested about \$68 million (Rs 473.27 crore) by subscribing to 10,371 Series F cumulative compulsory convertible preference shares (CCCPS) and five equity shares worth Rs. 4,56,345/- each of the Company.
- b. Diphda Internet Services Limited and Startup Investments (Holding) Limited have invested about \$60 million (Rs. 413.59 crore) by subscribing to 9,059 Series F CCCPS and four equity shares, and
- c. True North Fund VI LLP has invested in 3,775 CCCPS and one equity share for an investment of \$25.0 million (Rs. 172.32 crore) in the company.

The Company has so far raised a total of about \$347 Mn in funding over seven rounds including the latest one.

11. INTERNAL CONTROL SYSTEMS

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Board, which also reviews the adequacy and effectiveness of the internal controls in the Company.

The Company's internal control system is commensurate with the size, nature and operations of the Company

12. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company has appointed an external professional firm as Internal Auditor. The Internal Audit of the Company is regularly carried out to review the internal control systems and processes. The internal Audit Reports along with implementation and recommendations contained therein are periodically reviewed.

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doc:
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During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

13. RISK MANAGEMENT

Risk management forms an integral part of the business planning and review cycle. The Company's risk management initiatives are designed to overview the main risks known to your Company, which could hinder it in achieving its strategic and financial business objectives. The objectives are met by integrating management control into the daily operations, by ensuring compliance with legal requirements and by safeguarding the integrity of the Company's financial reporting and its related disclosures like businesses, objectives, revenues, income, assets, liquidity or capital resources. Your Company's risk management approach is embedded in the areas of corporate governance, Business Control Framework and General Business Principles.

14. STATUTORY AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Price Waterhouse Chartered Accountants LLP having Firm Registration No: 012754N/ N500016, were re-appointed as statutory auditors of the Company to hold office for a period of five years from the conclusion of the tenth Annual General Meeting (AGM) held on September 29, 2018 till the conclusion of the 15th AGM of the Company to be held in the year 2023.

Auditors' Report

The Auditors' Price Waterhouse Chartered Accountants, LLP have conducted the Statutory audit in fair and transparent manner for the financial year 2018-19 and given their report to the Board in the Board Meeting held on 30th July, 2019.

Explanation on Statutory Auditors' Report

There are no qualifications, reservations or adverse remarks or disclaimers made by Price Waterhouse Chartered Accountants, LLP, Statutory Auditors, in their Report dated 30th July, 2019, on the Financial Statements of the Company for FY 2018-19.

15. SHARE CAPITAL

A) Authorised share capital

The Authorised Share Capital of the Company continues to be Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 100,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 1,90,000 (One Lakh Ninety Thousand) Preference Shares of Rs. 100/- (Rupees Hundred Only) each during the year under review.

B) Issued and Paid-up share capital

The Board of Directors of the Company in its meeting duly held on June 11, 2018, has allotted 1944 (One Thousand Nine Hundred Forty Four) equity shares having a face value of Rs. 10/- (Rupees Ten Only) each, to the Etechaces Employees Stock Option Plan Trust pursuant to the approval the shareholders

granted in the EGM held on 11th June, 2018 in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

Consequent to the said allotment, the paid up share capital increased to Rs. 87,67,170/- (Rupees Eighty Seven Lakhs Sixty Seven Thousand One Hundred Seventy Only) divided into 38017 (Thirty Eight Thousand Seventeen) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 83870 (Eighty Three Thousand Eight Hundred Seventy) Preference Shares of Rs. 100/- (Rupees Hundred Only) each as at March 31, 2019.

Further, after the year under review, the board of Directors of the Company in its meeting duly held on 16th April, 2019, has allotted 10 Equity shares and 23205 fully and compulsorily convertible preference shares CCPS to the investors under Series F.

Consequent to the said allotment, the paid up share capital of the Company was increased to Rs. 1,10,87,770/- divided into 38027 (Thirty Eight Thousand Twenty Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 107075 (One Lakh Seven Thousand Seventy Five) Preference Shares of Rs. 100/- (Rupees Hundred Only) each from Rs. 87,67,170/- (Rupees Eighty Seven Lakhs Sixty Seven Thousand One Hundred Seventy Only) divided into 38017 (Thirty Eight Thousand Seventeen) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 83870 (Eighty Three Thousand Eight Hundred Seventy) Preference Shares of Rs. 100/- (Rupees Hundred Only) each.

16. BOARD OF DIRECTORS:

Mr. Yashish Dahiya, Mr. Alok Bansal, Mr. Parag Dhol, Ms. Kitty Agarwal and Mr. Atul Gupta continue to be the directors of the Company.

After the year under review, Mr. Munish Ravinder Varma (DIN 02442753) was appointed as Director of the Company effective from 26th April, 2019 in the extra-ordinary general meeting of the shareholders of the Company held on 26th April, 2019.

17. DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the FY 2018-19, ten (10) meetings of the Board of Directors were held on the following dates: April 02, 2018, June 01, 2018, June 11, 2018, June 21, 2018, July 25, 2018, September 12, 2018, October 08, 2018, October 29, 2018, November 20, 2018, and January 16, 2019. Details of Directors, their attendance at Board Meetings and at the previous AGM of the Company are, given below:

Name of Director(s)	Director Identification Number	Category	No. of Board Meetings Held	No. of Board Meetings Attended	Whether present at previous AGM held on September 29, 2018
Mr. Yashish Dahiya	00706336	Executive	10	10	Yes
Mr. Alok Bansal	01653526	Executive	10	10	Yes

Mr. Parag Dhol	02641114	Non-Executive	10	7	Yes
Mr. Atul Gupta	06940578	Non-Executive	10	7	Yes
Ms. Kitty Agarwal	07624308	Non-Executive	10	8	Yes

Further, during the FY 2018-19, one (1) extra-ordinary general meeting of the shareholders were held on 11th June, 2018.

The Annual General Meeting of the Company was held on 29th September, 2018 during the year 2018-19.

19. AUDIT COMMITTEE

As per the provisions of the Section 177 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and any other provision of the Act, the Audit Committee is not applicable to the Company.

20. NOMINATION AND REMUNERATION COMMITTEE

The Company does not fulfill any criteria as per the Companies Act, 2013. Therefore, there is no requirement to constitute the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013.

21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment.

During the year under review, there were no complaints pertaining to sexual harassment.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans, guarantees or investments covered under Section 186 of the Companies Act, 2013 as at the end of the Financial Year 2018-19 are provided in the standalone financial statements (refer Note No. 6). All the loans, guarantees and investments made are in compliance with the provisions of the Companies Act, 2013.

23. TRANSACTIONS WITH RELATED PARTIES

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure II in Form No. AOC-2 and the same forms part of this report.

24. CORPORATE SOCIAL RESPONSIBILITY POLICY

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, The Board has constituted a CSR Committee and based on the recommendations of the Committee the CSR Policy has been approved by the Board of Directors of the Company.

During the year under review, CSR Committee recommended that since there is average loss in three preceding financial years, there is no statutory requirement for spending on CSR activities pursuant to provisions of Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. However, the Company and its management is committed to contribute towards the betterment of the society where we live and work as and when the company's cash flow permits.

The annual report on CSR activities is attached at **Annexure-III** forming part of this report.

25. HUMAN RESOURCE DEVELOPMENT

Your Company has always believed that Human Resource is the most important resource and continues to work for its development. The functioning and activities were further aligned to Company's Business objectives. The Human Resource Development activities focused on multi-skill training, performance and improvement etc.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are as under:

(A) Conservation of energy:

i. Steps taken / impact on conservation of energy;

Considering the operations of the Company, being financial services related, requires normal consumption of electricity. The Company is taking necessary steps to reduce the consumption of energy.

ii. Steps taken by the Company for utilising alternate sources of energy;

The business premises have been retrofitted with LED bulbs that consume less electricity as compared to the conventional incandescent or CFL bulbs.

iii. Capital investment on energy conservation equipment's.

In view of the nature of activities carried on by the Company, there is no capital investment made on energy conservation equipment's.

(B) Technology absorption:

- i. The efforts made towards technology absorption;
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution;
- iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):
 - (a) The details of technology imported;
 - (b) The year of import;
 - (c) Whether the technology been fully absorbed;
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. The expenditure incurred on Research and Development.

Given the nature of the activities of the Company, the matters under (i) to (iv) above is not applicable to the Company.

(C) Foreign Exchange earnings and outgo:

The Foreign Exchange outgo during the year under review in terms of actual outflows was Nil.

27. EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form No. MGT – 9 is appended as **Annexure-IV** to the Board Report.

28. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, wherever applicable;
- (b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit and loss of the company for that period;
- (c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts of the Company have been prepared on a going concern basis; and
- (e) that the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

- (f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. EMPLOYEE STOCK OPTION PLAN

The Company has set up a trust to administer the ESOP scheme under which options have been granted to certain employees of the Company and its subsidiaries. Under this ESOP scheme, the employees can purchase equity shares by exercising the options as vested at the price specified in the grant. The options granted till March 31, 2019 have a vesting period of maximum 5 years from the date of grant.

i) Summary of options granted under plan:

	March 31, 2019		March 31, 2018	
	Average exercise price per share option (Rs.)	Number of options	Average exercise price per share option (Rs.)	Number of options
Opening Balance	10	5,928	10	3,973
Granted during the year	10	2,076	10	1,955
Exercised during the year*	10	(95)	10	-
Forfeited/lapsed during the year	10	-	10	-
Closing Balance		7,909		5,928
Vested and exercisable		4,534		2,906

*The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2019 was Rs. 10 (March 31, 2018-Rs. 10).

No options expired during the period covered in the above tables.

ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Grant date	Expiry date	Exercise price	Share options	Share options
				March 31, 2019	March 31, 2018
Grant 1	May 01, 2010	March 31, 2030	10	95	95
Grant 2	March 17, 2014	March 31, 2030	10	2,785	2,785
Grant 3	April 01, 2014	March 31, 2030	10	576	656

Grant 4	April 01, 2015	March 31, 2030	10	109	121
Grant 5	April 01, 2016	March 31, 2030	10	313	316
Grant 6	April 01, 2017	March 31, 2030	10	455	455
Grant 7	December 01, 2017	March 31, 2030	10	1,500	1500
Grant 8	April 01, 2018	March 31, 2030	10	132	-
Grant 9	June 11, 2018	March 31, 2030	10	1944	-
Total				7,909	5,928
Weighted Average remaining contractual life of options outstanding at end of period				11 Years	12 Years

iii) Fair value of options granted

The fair value at grant date of options granted during the year ended March 31, 2019 was Rs. 193,792 and Rs. 200,619 per option for Grant 8 and Grant 9 each respectively. (March 31, 2018 – Rs. 69,873 and Rs. 116,783 per option for Grant 6 and Grant 7 respectively. The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted during the year ended March 31, 2019 included:

- Options are granted at face value and vest upon completion of service for a period not exceeding five years. Vested options are exercisable till March 31, 2030.
- exercise price: Rs. 10 (March 31, 2018 - Rs. 10);
- grant date: April 1, 2018 and June 11, 2018 (March 31, 2018 - April 1, 2017 and December 1, 2017);
- expiry date: March 31, 2030 (March 31, 2018 - March 31, 2030);
- expected price volatility of the company's shares: 67.6% for Grant - 8 & Grant 9 (March 31, 2018- 48.83% for Grant - 6 and 58.63% for Grant - 7);
- expected dividend yield: 0% (March 31, 2018 – 0%)
- risk-free interest rate: 7.83% for Grant 8 and Grant 9 (March 31, 2018 - 6.7% for Grant 6 and 7.1% for Grant 7).

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Expense arising from Share based payment transaction

Total expenses arising from share based payment transaction recognized in profit or loss as part of employee benefit expense were as follows:

	2018-19	2017-18
Total employee share based payment expense	345.84	304.52

30. APPRECIATION

Your Directors wish to place their sincere appreciation for the valuable advice, guidance and support provided by the regulators and statutory authorities from time to time. Your Directors express their gratitude to the clients, bankers and all business associates for their continuous support and patronage to the Company. Your Directors take this opportunity to recognize and place on record their deep sense of appreciation for the exemplary commitment and contribution made by employees at all levels. Your involvement as Shareholders is greatly valued. Your Directors look forward to your continuing support.

For and on behalf of the Board of Directors



(Alok Bansal)

Chairman & Director

DIN: 00706336

Address: 10 B Tower D,
Central Park Resorts Sector-48,
Gurgaon-122018, Haryana

Date: 30th July, 2019

Place: Gurugram

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

1.

(Rs. in lakhs)		
Sl. No.	Particulars	Details
1.	Name of the subsidiary	Policybazaar Insurance Web Aggregator Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	5,310.53
5.	Reserves & surplus	(2,501.09)
6.	Total assets	19,133.24
7.	Total Liabilities	16,323.80
8.	Investments	
9.	Turnover	31,030.87
10.	Profit / Loss before taxation	(21,312.50)
11.	Provision for taxation	-
12.	Profit/ Loss after taxation	(21,312.50)
13.	Proposed Dividend	-
14.	% of shareholding	100%

2.

(Rs. in lakhs)		
Sl. No.	Particulars	Details
1.	Name of the subsidiary	Paisabazaar Marketing and Consulting Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	2687.04
5.	Reserves & surplus	2,162.15
6.	Total assets	11,202.59
7.	Total Liabilities	6353.50
8.	Investments	1001.09
9.	Turnover	15523.53
10.	Profit / Loss before taxation	(9,635.75)
11.	Provision for taxation	-
12.	Profit/ Loss after taxation	(9,630.84)

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ETechAces Marketing And Consulting Private Limited

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Website : www.policybazaar.com CIN : U51909HR2008PTC037998

13.	Proposed Dividend	-
14.	% of shareholding	100%

3.

(Rs. in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Icall Support Services Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	100.14
5.	Reserves & surplus	203.17
6.	Total assets	489.23
7.	Total Liabilities	185.92
8.	Investments	0
9.	Turnover	133.03
10.	Profit / Loss before taxation	(54.83)
11.	Provision for taxation	0
12.	Profit/ Loss after taxation	(55.31)
13.	Proposed Dividend	-
14.	% of shareholding	100%

4.

(Rs. in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Accurex Marketing and Consulting Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	45.10
5.	Reserves & surplus	(114.52)
6.	Total assets	13.38
7.	Total Liabilities	82.80
8.	Investments	0
9.	Turnover	0
10.	Profit / Loss before taxation	(63.92)
11.	Provision for taxation	0
12.	Profit/ Loss after taxation	(63.92)
13.	Proposed Dividend	-
14.	% of shareholding	100%

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Website : www.policybazaar.com CIN : U51909HR2008PTC037998

5.

(Rs. in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Docprime Technologies Private Limited (formerly, Panacea Techno Services Private Limited)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	323.40
5.	Reserves & surplus	656.42
6.	Total assets	1328.47
7.	Total Liabilities	348.65
8.	Investments	1201.74
9.	Turnover	1.00
10.	Profit / Loss before taxation	(1265.25)
11.	Provision for taxation	0
12.	Profit/ Loss after taxation	(1265.25)
13.	Proposed Dividend	-
14.	% of shareholding	100%

6.

(Rs. in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Policybazaar Insurance Broking Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	74.00
5.	Reserves & surplus	(27.35)
6.	Total assets	47.02
7.	Total Liabilities	0.38
8.	Investments	0
9.	Turnover	0
10.	Profit / Loss before taxation	(0.58)
11.	Provision for taxation	0
12.	Profit/ Loss after taxation	(0.58)
13.	Proposed Dividend	0
14.	% of shareholding	100%

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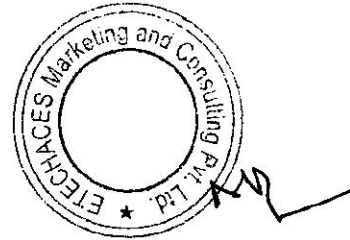
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Website : www.policybazaar.com CIN : U51909HR2008PTC037998

7.

(Rs. in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	PB Fintech FZ-LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April, 2018 to 31 st March, 2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED (1 AED=INR 18.8698)
4.	Share capital	878.10
5.	Reserves & surplus	(486.15)
6.	Total assets	576.33
7.	Total Liabilities	184.38
8.	Investments	0
9.	Turnover	56.79
10.	Profit/Loss before taxation	(431.29)
11.	Provision for taxation	0
12.	Profit/Loss after taxation	(431.29)
13.	Proposed Dividend	0
14.	% of shareholding	100%

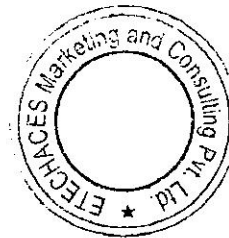


Form AOC-1

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

PART "B": ASSOCIATES AND JOINT VENTURES

Name of associates/Joint Ventures	NOT APPLICABLE		
1. Latest audited Balance Sheet Date			
2. Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
3. Description of how there is significant influence			
4. Reason why the associate/joint venture is not consolidated			
5. Net worth attributable to shareholding as per latest audited Balance Sheet			
6. Profit/Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			



FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Etechaces Marketing and Consulting Private Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2018-19. The Company has laid down processes and procedures so as to ensure compliance to the subject section in the Companies Act, 2013 (Act) and the corresponding Rules. In addition, the process goes through internal and external checking, followed by reporting to the Board.
 - (a) Name(s) of the related party and nature of relationship: Not Applicable
 - (b) Nature of contracts/arrangements/transactions: Not Applicable
 - (c) Duration of the contracts/arrangements/transactions: Not Applicable
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
 - (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
 - (f) Date(s) of approval by the Board: Not Applicable
 - (g) Amount paid as advances, if any: Not Applicable
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable
2. **Details of material contracts or arrangement or transactions at arm's length basis:**
 - (a) Name(s) of the related party and nature of relationship: Not Applicable
 - (b) Nature of contracts/arrangements/transactions: Not Applicable
 - (c) Duration of the contracts/arrangements/transactions: Not Applicable
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
 - (e) Date(s) of approval by the Board, if any: Not Applicable
 - (f) Amount paid as advances, if any: None

Note: All related party transactions are benchmarked for arm's length, approved by Board and reviewed by Statutory Auditors. The above disclosures on material transactions are based on threshold of 10% of consolidated turnover and considering wholly owned subsidiaries are exempt for the purpose of Section 188(1) of the Act.



Annual Report on Corporate Social Responsibility (CSR) activities for the Financial year 18-19

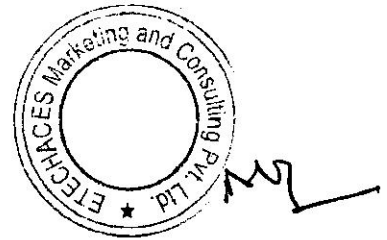
1.	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and project or programs.	The CSR Policy was approved by the Board of Directors at its meeting held on June 21, 2018 and content of such policy are available on the Company's Website. The Company and its management is committed to contribute towards the betterment of the society where we live and work as and when the Company's cash flow permits.								
2.	The Composition of the CSR Committee.	<p>The Committee Comprises of the following members as at 31.03.2019</p> <table><tr><th>Name of Members</th><th>Designation</th></tr><tr><td>Mr. Yashish Dahiya</td><td>WTD & Chairman</td></tr><tr><td>Mr. Alok Bansal</td><td>WTD</td></tr><tr><td>Ms. Kitty Agarwal</td><td>Director</td></tr></table>	Name of Members	Designation	Mr. Yashish Dahiya	WTD & Chairman	Mr. Alok Bansal	WTD	Ms. Kitty Agarwal	Director
Name of Members	Designation									
Mr. Yashish Dahiya	WTD & Chairman									
Mr. Alok Bansal	WTD									
Ms. Kitty Agarwal	Director									
3.	Average net profit of the Company for last three financial years.	Negative								
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Nil								
5.	Details of CSR spent during the financial year:									
	Total amount to be spent for the financial year	Nil								
	Amount unspent, if any;	Nil								
	Manner in which the amount spent during the financial year is detailed below	Not Applicable								

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2018-19

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity Identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *

			projects or programs was undertaken		(2) Overheads:		
	-	-	-	-	-	NIL	-
	Total					NIL	

6. The CSR Committee has given a responsibility statement that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company- Not Applicable



Form No. MGT-9**EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31st March, 2019**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

CIN	U51909HR2008PTC037998
Registration Date	June 04, 2008
Name of the Company	Etechaces Marketing and Consulting Private Limited
Category / Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
Address of the Registered office and contact details	Plot No. 119, Sector-44, Gurgaon-122001 (Haryana) Tele No.: 0124 4562900 Fax No.: +91 124 4562902 E-mail: enquiry@policybazaar.com Website: www.policybazaar.com
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited Alankit Heights, 1E/13 Jhandewalan Extension New Delhi-110055, INDIA Direct Landline No.: +91-11-3359 1959 Fax: + 91-11-3359 1201 Website: www.alankit.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Other Professional, Technical and Business Activities (Marketing management consulting services)	99831140	98.54%

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3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name of the Company	CIN	Relationship	Shareholding (%)	Financial Year
1.	Policybazaar Insurance Web Aggregator Private Limited	U74900HR2014PTC053454	Subsidiary Company	100%	2(87)
2.	Paisabazaar Marketing and Consulting Private Limited	U74900HR2011PTC044581	Subsidiary Company	100%	2(87)
3.	Icall Support Services Private Limited	U72400HR2008PTC038134	Subsidiary Company	100%	2(87)
4.	Accurex Marketing and Consulting Private Limited	U74900HR2011PTC044633	Subsidiary Company	100%	2(87)
5.	Policybazaar Insurance Broking Private Limited	U66000HR2008PTC038523	Subsidiary Company	100%	2(87)
6.	Docprime Technologies Private Limited (formerly known as Panacea Techno Services Private Limited)	U74999HR2016PTC064312	Subsidiary Company	100%	2(87)
7.	PB Fintech FZ-LLC	No. 94558	Foreign Subsidiary Company	100%	2(87)

4. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Shareholding:

Category of shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	0	0	0	0.00%	0	0	0	0.00%	-
b. Central Govt	0	0	0	0.00%	0	0	0	0.00%	-

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c. State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	-
d. Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	-
e. Banks/ FIs	0	0	0	0.00%	0	0	0	0.00%	-
f. Any Other	0	0	0	0.00%	0	0	0	0.00%	-
Trust	0	0	0	0.00%	0	0	0	0.00%	-
Relative/ Friends of Promoter	0	0	0	0.00%	0	0	0	0.00%	-
Sub-total (A)(1)	0	0	0	0.00%	0	0	0	0.00%	-
(2) Foreign									
a. NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	-
b. Other Individuals	0	0	0	0.00%	0	0	0	0.00%	-
c. Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	-
d. Banks/ FIs	0	0	0	0.00%	0	0	0	0.00%	-
e. Any Other	0	0	0	0.00%	0	0	0	0.00%	-
Sub-total (A)(2)	0	0	0	0.00%	0	0	0	0.00%	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	0	0	0	0.00%	0	0	0	0.00%	-
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	-
b. Banks/ FI	0	0	0	0.00%	0	0	0	0.00%	-
c. Central Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	-
d. State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	-

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e. Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	-
f. Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	-
g. FIIs	0	0	0	0.00%	0	0	0	0.00%	-
h. Foreign Venture Capital Funds	0	10	10	0.03%	5	5	10	0.03%	0%
Others									
i) Alternate Investment funds	595	8	603	1.67%	722	0	722	1.90%	0.23%
Sub-total (B)(1)	595	18	613	1.70%	727	5	732	1.93%	0.23%
2. Non-Institutions									
a. Bodies Corporates									
i. Indian	455	11965	12420	34.43%	12637	0	12637	33.24%	-1.19%
ii. Overseas	0	3360	3360	9.31%	3063	297	3360	8.84%	-0.48%
b. Individuals									
i. Individual Shareholders holding nominal share capital upto 1 lakh	1288	10	1298	3.60%	2146	0	2146	5.64%	2.05%
ii. Individual Shareholders holding nominal share capital in excess Rs. 1 lakh	0	0	0	0.00%	0	0	0	0.00%	0.00%
c. Others									
i. Clearing Member	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii. Foreign Portfolio Investor	0	0	0	0.00%	0	0	0	0.00%	0.00%
iii. NRI	0	0	0	0.00%	0	0	0	0.00%	0.00%

iv. Directors / Relatives	5805	0	5805	16.09%	5156	0	5156	13.56%	-2.53%
v. Trusts	0	107	107	0.30%	113	107	220	0.58%	0.28%
vi. Hindu Undivided Family	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(2)	7548	15442	22990	63.73%	23115	404	23519	61.86%	-1.87%
Total Public Shareholding (B)=(B)(1) + (B)(2)	8143	15460	23603	65.43%	23842	409	24251	63.79%	-1.64%
C. Shares held by custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
D. Non-Promoter/ Non Public Shareholder	0	0	0	0.00%	0	0	0	0.00%	0.00%
Employee Benefit Trust	0	12470	12470	34.57%	0	13766	13766	36.21%	1.64%
Grand Total (A+B+C)	8143	27930	36073	100.00%	23842	14175	38017	100.00%	0.00%

ii. Shareholding (Equity Share Capital) of Directors and Key Managerial Personnel:

S. No.	Name of Shareholder	Shareholding at the beginning of the year (01.04.2018)		Cumulative in Shareholding during the year (31.03.2019)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mr. Yashish Dahiya	4825	13.38	4428	11.65
2	Mr. Alok Bansal	776	2.15	622	1.64
3	Mr. Atul Gupta	-	-	-	-
4	Mr. Parag Dhol	-	-	-	-
5	Ms. Kitty Agarwal	-	-	-	-

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iii. Shareholding Pattern (Equity Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of Shareholder	Shareholding at the beginning of the year (01.04.2018)		Change in Shareholding (No. of Shares)		Shareholding at the end of the year (31.03.2019)	
		No. of Shares	% of total Shares of the company	Increase	Decrease	No. of Shares	% of total Shares of the company
1	Etechaces Employees Stock Option Plan Trust	12470	34.57	1944	-648	13766	36.21
2	Makesense Technologies Limited	11950	33.13	0	0	11950	31.43
3	Tiger Global Eight Holdings	3041	8.43	0	0	3041	8.00
4	PI Opportunities Fund – I	585	1.62	0	0	585	1.54
5	Samvardhna Motherson International Ltd	455	1.26	0	-455	0	0.00
6	Motherson Lease Solutions Limited	0	0.00	455	0	455	1.20
7	Saurabh Tiwari	325	0.90	0	0	325	0.85
8	Ribbit Capital	292	0.81	0	0	292	0.77
9	Sushant Khiarnar	153	0.42	0	0	153	0.40
10	Sanjay Kukreja	125	0.35	0	0	125	0.33

5. Shareholding Pattern (Preference Share Capital Breakup as percentage of Total Preference Capital)

i. Category-wise Shareholding:

Category of shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									

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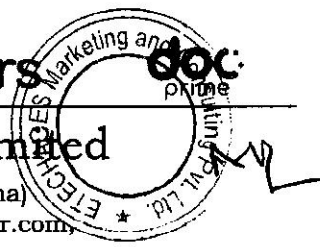
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a. Individual/ HUF	0	0	0	0.00%	0	0	0	0.00%	-
b. Central Govt	0	0	0	0.00%	0	0	0	0.00%	-
c. State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	-
d. Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	-
e. Banks/ FIs	0	0	0	0.00%	0	0	0	0.00%	-
f. Any Other	0	0	0	0.00%	0	0	0	0.00%	-
Trust	0	0	0	0.00%	0	0	0	0.00%	-
Relative/ Friends of Promoter	0	0	0	0.00%	0	0	0	0.00%	-
Sub-total (A)(1)	0	0	0	0.00%	0	0	0	0.00%	-
(2) Foreign									
a. NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	-
b. Other Individuals	0	0	0	0.00%	0	0	0	0.00%	-
c. Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	-
d. Banks/ FIs	0	0	0	0.00%	0	0	0	0.00%	-
e. Any Other	0	0	0	0.00%	0	0	0	0.00%	-
Sub-total (A)(2)	0	0	0	0.00%	0	0	0	0.00%	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	0	0	0	0.00%	0	0	0	0.00%	-
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	-
b. Banks/ FI	0	0	0	0.00%	0	0	0	0.00%	-
c. Central Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	-

									-
d. State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	-
e. Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f. Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g. FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h. Foreign Venture Capital Funds	0	15435	15435	18.40%	10290	5145	15435	18.40%	0.00%
Others									
i) Alternate Investment funds	9055	6877	15932	19.00%	11666	0	11666	13.91%	-5.09%
Sub-total (B)(1)	9055	22312	31367	37.40%	21956	5145	27101	32.31%	-5.09%
2. Non-Institutions									
a. Bodies Corporates									
i. Indian	1000	10738	11738	14.00%	16004	0	16004	19.08%	5.09%
ii. Overseas	0	39926	39926	47.60%	32910	7016	39926	47.60%	0.00%
b. Individuals									
i. Individual Shareholders holding nominal share capital upto 1 lakh	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii. Individual Shareholders holding nominal share capital in excess Rs. 1 lakh	0	839	839	1.00%	0	303	303	0.36%	-0.64%
c. Others									
i. Clearing Member	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii. Foreign Portfolio Investor	0	0	0	0.00%	0	0	0	0.00%	0.00%
iii. NRI	0	0	0	0.00%	0	0	0	0.00%	0.00%
iv. Directors /Relatives	0	0	0	0.00%	0	0	0	0.00%	0.00%
v. Trusts	0	0	0	0.00%	536	0	536	0.64%	0.64%
vi. Hindu Undivided Family	0	0	0	0.00%	0	0	0	0.00%	0.00%



Sub-total (B)(2)	1000	51503	52503	62.60%	49450	7319	56769	67.69%	5.09%
Total Public Shareholding (B)=(B)(1) + (B)(2)	10055	73815	83870	100.00%	71406	12464	83870	100.00%	0.00%
C. Shares held by custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
D. Non-Promoter/ Non Public Shareholder	0	0	0	0.00%	0	0	0	0.00%	0.00%
Employee Benefit Trust	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	10055	73815	83870	100.00%	71406	12464	83870	100.00%	0.00%

ii. Shareholding (Preference Share Capital) of Directors and Key Managerial Personnel:

S. No.	Name of Shareholder	Shareholding at the beginning of the year (01.04.2018)		Cumulative in Shareholding during the year (31.03.2019)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Mr. Yashish Dahiya	-	-	-	-
2	Mr. Alok Bansal	-	-	-	-
3	Mr. Atul Gupta	-	-	-	-
4	Mr. Parag Dhol	-	-	-	-
5	Ms. Kitty Agarwal	-	-	-	-

iii. Shareholding Pattern (Preference Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of Shareholder	Shareholding at the beginning of the year (01.04.2018)		Change in Shareholding (No. of Shares)		Shareholding at the end of the year (31.03.2019)	
		No. of Shares	% of total Shares of the company	Increase	Decrease	No. of Shares	% of total Shares of the company
1	Tiger Global Eight Holdings	15166	18.08	0	0	15166	18.08
2	Internet Fund III Pte Limited	12336	14.71	0	0	12336	14.71
3	Makesense	7740	9.23	4266	0	12006	14.32

	Technologies Limited						
4	Claymore Investment (Mauritius) Pte Ltd	10290	12.27	0	0	10290	12.27
5	PI Opportunities Fund – II	6200	7.39	0	0	6200	7.39
7	Inventus Capital Partners Fund II, Limited	5145	6.13	0	0	5145	6.13
8	Ribbit Capital	4015	4.79	0	0	4015	4.79
9	True North Fund V LLP	3752	4.47	0	0	3752	4.47
10	Ithan Creek MB	3001	3.58	0	0	3001	3.58
11	Steadview Capital Mauritius Limited	2194	2.62	0	0	2194	2.62

6. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Remuneration of Managing Director, Whole-time Directors and / or Manager:-

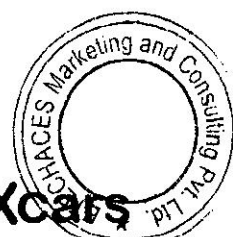
(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Mr. Yashish Dahiya	Mr. Alok Bansal	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,83,73,594	1,36,57,070	3,20,30,664
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	13,500	39,600	53,100
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	28,76,04,568	12,32,20,598	41,08,25,166
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	30,59,91,662	13,69,17,268	44,29,08,930

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Website : www.policybazaar.com CIN : U51909HR2008PTC037998

b. Remuneration to other Director- NIL

c. Remuneration to Key Managerial Personnel (KMP) of the Company- NIL

7. **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2019.

8. **INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

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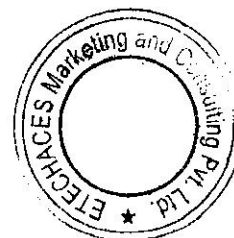


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Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0



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