



## NOTICE

**To the Members,**

Notice is hereby given that an Extra-Ordinary General meeting of PB Fintech Private Limited (formerly known as Etechaces Marketing and Consulting Private Limited) ("Company") will be held on Monday, February 08, 2021 at 11.00 A.M. on shorter notice at its registered office at Plot No. 119, Sector-44, Gurgaon-122001, Haryana to transact the following business:

### SPECIAL BUSINESS:

#### ITEM NO.1 - ISSUE OF 23,179 0.1% SERIES G FULLY AND COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON PREFERENTIAL ALLOTMENT BASIS THROUGH PRIVATE PLACEMENT

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

**"RESOLVED** that pursuant to the provision of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) (the "Act"), the Memorandum of Association and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 and subject to the approvals, permissions, sanctions and consents as may be necessary from the appropriate authorities, the consent of the members of the Company be and is hereby given to the Board of Directors of the Company ("Board") to create, offer, issue and allot 23,179 (Twenty Three Thousand One Hundred and Seventy Nine) 0.1% (Zero point One percent) Series G Fully and Compulsorily Convertible Cumulative Preference Shares (hereinafter referred to as the "Series G Preference Shares") having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only) each, aggregating to Rs. 424,23,13,296 (Rupees Four Hundred Twenty Four Crore Twenty Three Lakh Thirteen Thousand Two Hundred Ninety Six only) to Falcon Q LP on preferential allotment basis through private placement.

**RESOLVED FURTHER THAT** the terms and conditions required to be disclosed under Rule 9 (2) of the Companies (Share Capital and Debenture) Rules, 2014 pursuant to the issuance of Series G Preference Shares are as under:

- carry a preferential right vis-à-vis the equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- be participating in the surplus funds;
- be participating in the surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- be paid dividend on a cumulative basis;
- be compulsorily convertible into equity shares of the Company;
- have voting rights pari-passu with the holders of equity shares of the Company in the manner provided in the charter documents of the Company; and
- not be redeemed but be compulsorily convertible into equity shares of the Company.

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## **PB FINTECH PRIVATE LIMITED**

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Registered Office Address : Plot No. 119, Sector-44, Gurugram-122001 (Haryana)  
Telephone No. : 0124-4562900, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com  
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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and to execute all such documents as the Board may in its absolute discretion deem necessary or desirable for purposes of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series G Preference Shares and take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the above-mentioned resolutions.

**RESOLVED FUTHER** that the Board be and is hereby also authorized to delegate all or any of its powers to any Director(s) or officer(s) of the Company to give effect to this resolution including execution of any documents on behalf of the Company, including the private placement offer letter in form PAS-4.”

**By Order of the Board of Directors**

**For PB Fintech Private Limited**

**(formerly known as Etechaces Marketing and Consulting Private Limited)**

  
(Bhasker Joshi)

Company Secretary

FCS-8032

Add: Plot No. 119, Sector 44,  
Gurgaon-122001, Haryana



Place: Gurgaon

Date: February 03, 2021

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**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
4. The relevant statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business item no. 1 is annexed hereto as **Annexure I.**
5. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
6. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting annexed hereto as **Annexure II.**
7. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting annexed hereto as **Annexure III.**
8. Route map and land mark details for the venue of general meeting are attached as **Annexure IV.**



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**Annexure-I**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM No. 1**

1. The Company, Mr. Alok Bansal, Mr. Yashish Dahiya and Falcon Q LP (“**Falcon**”) entered into a share subscription agreement dated February 01, 2021 (“**Subscription Agreement**”) pursuant to which Falcon agreed to subscribe to 23,179 (Twenty Three Thousand One Hundred and Seventy Nine) 0.1% (Zero point One percent) Series G Fully and Compulsorily Convertible Cumulative Preference Shares (hereinafter referred to as the “**Series G Preference Shares**”) having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only), on the terms and conditions set out in the Subscription Agreement.
2. The board of directors of the Company (the “**Board**”) at its meeting held on February 01, 2021 approved the aforesaid transaction.
3. Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that, whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a special resolution. Furthermore, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, provides that in case of such issue, conditions laid down under Section 42 of the Act (dealing with private placement) should also be complied with.
4. Further, as per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to shares, on a private placement basis, is required to obtain the prior approval of the members by way of a special resolution, for each of the offers and invitations.
5. Further, Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014, inter alia requires a company to obtain the approval of its members by way of a special resolution for issuance of preference shares.
6. The approval of the Members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62 (1) (c) of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and the Companies (Prospectus and Allotment) Rules, 2014, for the offer, issuance and allotment of 23,179 (Twenty Three Thousand One Hundred and Seventy Nine) Series G Preference Shares having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only), aggregating to Rs. 424,23,13,296 (Rupees Four Hundred Twenty Four Crore Twenty Three Lakh Thirteen Thousand Two Hundred Ninety Six only) to Falcon.
7. Resurgent India Limited, SEBI Registered Category I Merchant Banker has carried out the valuation of the equity shares/convertible securities of the Company. The valuer has arrived at a fair value of equity shares/convertible securities at Rs. 1,83,024/- (Rupees One Lakh Eighty Three Thousand and Twenty Four Only) each.

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8. Statement of disclosure as required under Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, are as under:

**A. Disclosures in terms of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014:**

Size of the issue and the total number of Preference shares to be issued and nominal value of each share	23,179 (Twenty Three Thousand One Hundred and Seventy Nine) Series G Preference Shares having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only), aggregating to Rs. 424,23,13,296 (Rupees Four Hundred Twenty Four Crore Twenty Three Lakh Thirteen Thousand Two Hundred Ninety Six only).
Nature of shares. (i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible)	Fully and Compulsorily Convertible Cumulative Preference Shares
Object of the issue	To expand the business operations of the Company and to meet the working capital requirement of the Company.
Manner of issue of shares	Preferential allotment basis through private placement.
The Price at which the shares are proposed to be issued allotment is proposed	Rs. 1,83,024/- (Rupees One Lakh Eighty Three Thousand and Twenty Four only) per Series G Preference Share.
Basis on which the price has been arrived	On the basis of the valuation report dated January 25, 2021 issued by Resurgent India Limited, SEBI Registered Category I Merchant Banker.
Terms of issue, including terms and rate of dividend on each share etc.	Dividend: As per paragraph 1 of the Terms of Series G Preference Shares, set out as Exhibit 1. Term: As per paragraph 3 of the Terms of Series G Preference Shares, set out as Exhibit 1.
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Term of Redemption: Not Applicable Term of Conversion: As per paragraph 3 of the Terms of Series G Preference Shares, set out as Exhibit 1.
Manner and modes of redemption	Not Applicable
Current shareholding pattern of the Company	Attached as <b>Exhibit A</b>
Expected dilution in equity share capital upon conversion of preference shares	Attached as <b>Exhibit B</b>



**B. Disclosures in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014:**

Description	Response
The object of the issue	To expand the business operations of the Company and to meet the working capital requirement of the Company.
The total number of preference shares or other securities to be issued	23,179 (Twenty Three Thousand One Hundred and Seventy Nine) Series G Preference Shares having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only), aggregating to Rs.424,23,13,296 (Rupees Four Hundred Twenty Four Crore Twenty Three Lakh Thirteen Thousand Two Hundred Ninety Six only).
The price or price band at/within which the allotment is proposed	Rs. 1,83,024/- (Rupees One Lakh Eighty Three Thousand and Twenty Four only) per Series G Preference Shares.
Basis on which the price has been arrived at along with the report of the registered valuer	The price has been arrived at by the Registered valuer by using the Discounted Cash Flow (DCF) method.
Relevant date with reference to which the price has been arrived at	January 08, 2021. On the basis of the valuation report dated January 25, 2021 issued by Resurgent India Limited, SEBI Registered Category I Merchant Banker.
The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to Falcon Q LP
Intention of promoters /directors / key managerial person to subscribe to the offer	The promoters/directors/key managerial person will not subscribe to the offer
Proposed time within which allotment will be completed	The allotment is proposed to be completed within a period of 60 days from the date of passing of resolution by the shareholders.
The names of the proposed allottees and percentage of post preferential offer capital that may be held by them	Name of the proposed allottee: Falcon Q LP. Post preferential offer capital held by Falcon Q LP in the Company shall be 2.82% (Two point Eight Two percent) on a fully diluted basis.
The change in control, if any, in the Company that would occur consequent to the preferential offer	There is no change in control subsequent to the private placement.
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not applicable
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
Shareholding pattern of the Company and other classes of shares before and after the offer	Attached as <b>Exhibit C</b>





**C. Disclosures in terms of the proviso to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:**

Description	Response
Particulars of the offer including the date of passing of board resolution	23,179 (Twenty Three Thousand One Hundred and Seventy Nine) Series G Preference Shares having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only), aggregating to Rs. 424,23,13,296 (Rupees Four Hundred Twenty Four Crore Twenty Three Lakh Thirteen Thousand Two Hundred Ninety Six only).  Date of board resolution: February 01, 2021.
Kinds of securities offered and the price at which the security is being offered	Fully and Compulsorily Convertible Cumulative Preference Shares having a face value of Rs. 20 (Rupees Twenty only) each per share at a premium of Rs. 1,83,004/- (Rupees One Lakh Eighty Three Thousand and Four only).
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Price is based on the valuation report dated January 25, 2021 issued by Resurgent India Limited, SEBI Registered Category 1 Merchant Banker.
Name and address of the valuer who performed valuation	<b><u>Resurgent India Limited, SEBI Registered Category 1 Merchant Banker</u></b>  903-906, 09 <sup>th</sup> Floor, Tower C, Unitech Business Zone, Sector 50, Gurgaon, Haryana-122018
Amount which the Company intends to raise by way of such securities	Rs. 424,23,13,296 (Rupees Four Hundred Twenty Four Crore Twenty Three Lakh Thirteen Thousand Two Hundred Ninety Six only).
Material terms of raising such securities, proposed time schedule, propose or objects of the offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	Material terms of raising such securities: Attached as <b><u>Exhibit 1</u></b>  <b>Proposed time schedule:</b> The allotment is proposed to be completed within a period of 60 days from the date of passing of resolution by the shareholders.  <b>Objects of the offer:</b> To expand the business operations of the Company and to meet the working capital requirement of the Company.  <b>Contribution by promoters/ director:</b> The promoters/directors/key managerial person will not subscribe to the offer  <b>Principal terms of the assets charged:</b> Not applicable

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The Board of Directors recommends the resolution stated at Item No. 1 of the accompanying notice for the approval of the Members of the Company by way of a special resolution.

None of the Directors, key managerial persons of the Company, or their respective relatives are concerned or interested in the resolution at Item No. 1 of the accompanying notice.

**By Order of the Board of Directors**

**For PB Fintech Private Limited**  
**(formerly known as Etechaces Marketing and Consulting Private Limited)**

  
**(Bhasker Joshi)**  
**Company Secretary**  
**FCS-8032**  
**Add: Plot No. 119, Sector 44,**  
**Gurgaon-122001, Haryana**



**Place: Gurgaon**  
**Date: February 03, 2021**

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## EXHIBIT 1

### TERMS OF SERIES G PREFERENCE SHARES

The terms and conditions of the Series G Preference Shares shall be as set out in this Schedule 1.

#### 1. Dividend Rights

1.1 Each Series G Preference Share is issued at a preferential dividend rate of 0.1% per annum (the “**Preferential Dividend**”). The Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon Shares of any other class or series in the same Fiscal Year.

1.2 In addition to and after payment of the Preferential Dividend, each Series G Preference Share would be entitled to participate *pari passu* in any dividends paid to the holders of Shares of any other class (including Equity Shares) or series on a pro- rata share basis.

1.3 No dividend or distribution shall be paid on any share of any class or series of shares of the Company if and to the extent that as a consequence of such dividend or distribution any Series G Preference Share would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid in respect of preference shares of an Indian company held by a non-resident under Applicable Laws (including without limitation, the Foreign Exchange Management ((Non-debt Instruments) Rules 2019).

#### 2. Liquidation Preference

Each Series G Preference Share shall enjoy liquidation preference, if and to the extent provided in Clause 6 of the Agreement dated February 01, 2021.

#### 3. Conversion of the Series G Preference Share.

##### 3.1 Conversion

(a) Each Series G Preference Share may be converted into **one** equity share at any time at the option of the holder of the Series G Preference Share.

(b) Subject to compliance with applicable laws, each Series G Preference Share shall automatically be converted into equity shares upon the earlier of (i) the expiry of 20 (twenty) years from the date of issue of such Series G Preference Share; or (ii) upon the completion of a qualified initial public offering and listing of all equity shares of the Company on the relevant stock exchange after such completion.

##### 3.2 Conversion Procedure.

The procedure is as follows:

(a) Before any holder of Series G Preference Share shall be entitled to convert the same into equity shares, it shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company, and shall give written notice by mail or postage prepaid, to the Company at its registered office, of the election to

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convert the same and shall state therein, the name or names of any nominee for such holder in which the certificate or certificates for equity shares are to be issued. Any conversion (in the case of a conversion at such holder's option) shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate representing the Series G Preference Share to be converted, and the person or persons entitled to receive the equity shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such equity shares as of such date.

- (b) Any conversion made pursuant to Clause 3.1.2 shall subject to applicable laws be deemed to have taken place automatically regardless of whether the certificates representing such shares have been tendered to the Company, but from and after such conversion any such certificates not tendered to the Company shall be deemed to evidence solely the equity shares received upon such conversion and the right to receive a certificate for such equity shares.
- (c) The Company shall, as soon as practicable after the conversion and tender of the certificate for the Series G Preference Share converted, issue and deliver at such office to such holder of Series G Preference Share or to the nominee or nominees of such holder of Series G Preference Share, a certificate or certificates for the number of equity shares to which such holder shall be entitled as aforesaid.

(d) Conversion Price:

The Conversion Price for the Series G Preference Shares shall be the Series G Conversion Price (as defined in the Shareholders Agreement). The conversion price for each Series G Preference Share shall be adjusted from time to time in accordance with the provisions provided herein. Each Series G Preference Share shall be converted into equity shares at the conversion price as provided herein. No fractional shares shall be issued upon conversion of any Series G Preference Share, and the number of equity shares to be issued shall be rounded to the nearest whole number.

(e) Adjustments to Conversion Price:

- (a) If the Company subdivides or combines its shares, the conversion price shall be proportionately reduced, in case of subdivision of shares, as at the effective date of such subdivision, or if the Company fixes a record date for the purpose of so subdividing, as at such record date, whichever is earlier, or shall be proportionately increased, in the case of combination of shares, as the effective date of such combination, or, if the Company fixes a record date for the purpose of so combining, as at such record date, whichever is earlier.
- (b) If at any time or from time to time there shall be a recapitalization of the shares (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Clause 3.2.5), provision shall be made so that the holders of the Series G Preference Share shall thereafter be entitled to receive upon conversion of the Series G Preference Share the number of equity shares or other securities or property of the Company or otherwise, to which a holder of equity shares deliverable upon conversion of the Series G Preference Share would have been entitled immediately prior to such recapitalization. In any such case, appropriate adjustments shall be made in the application of the provisions of this Clause 3.2.5(b) with respect to the rights of the holders of the Series G Preference Share after the recapitalization to the end that the provisions of this Clause 3 (including adjustments of the conversion price then in effect and the number of shares issuable upon conversion of the Series G Preference Share) shall be applicable after that event as nearly equivalent as may be practicable.

- (c) Adjustment for Non Cash Distributions of Equity Shares. If, whilst any Series G Preference Share remain



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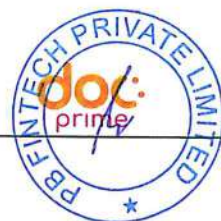
capable of being converted into equity shares, the Company shall make or issue rights issue of shares, bonus shares, conversion of stocks into Shares or other non-cash dividends/distribution of equity shares to the holders of equity shares (not covered under Clause 1 of this Schedule 1), the number of equity shares to be issued on any subsequent conversion of Series G Preference Share shall be increased proportionately and without the payment of additional consideration therefore by the holder of Series G Preference Share, subject to any further adjustment as provided in this Clause 3.2.

- (d) Reclassification or Conversion. If the Company, by reclassification or conversion of shares, securities or otherwise, shall change any of the shares into the same or a different number of shares or securities of any other class or classes, the right to convert the Series G Preference Share into shares shall thereafter represent the right to acquire such number and kind of shares or securities as would have been issuable as the result of such change with respect to the equity shares that were subject to the conversion rights of the holder of Series G Preference Share immediately prior to the record date fixed by the Company for such reclassification or conversion, subject to further adjustment as provided in this Clause 3.2.
- (e) Adjustment for Merger or Reorganization, etc. Subject to the provisions of sub-clause 2, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Company in which the equity share capital (but not the preference share) is converted into or exchanged for securities, cash or other property (other than a transaction already covered under this Clause 3.2.5), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each Series G Preference Share shall thereafter be convertible in lieu of the equity share(s) into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of equity share of the Company issuable upon conversion of the Series G Preference Share immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the board) shall be made in the application of the provisions in this Clause 3.2.5(e) with respect to the rights and interests thereafter of the holders of the Series G Preference Share, to the end that the provisions set forth in this Clause 3.2.5(e) (including provisions with respect to changes in and other adjustments of the conversion price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series G Preference Share
- (f) Conversion and Related Procedures.
- (i) In the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (including a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of any class or any other securities or property, or to receive any other right, the Company shall mail to each holder of Series G Preference Shares, at least 20 (twenty) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.
- (ii) The Company shall at all times reserve and keep available out of its authorized but unissued equity shares, solely for the purpose of effecting the conversion of the Series G Preference Shares, such number of its equity shares as shall from time to time be sufficient to effect the conversion of all issued and outstanding Series G Preference Shares; and if at any time the number of authorized but unissued equity shares shall not be sufficient to effect the conversion of all then outstanding Series G Preference Shares, the Company

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will take such corporate action as may be necessary to increase its authorized but unissued equity share capital to such number of shares as shall be sufficient for such purposes.

#### 4. Voting Rights.

Subject to Applicable Laws, the holders of the Series G Preference Shares shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of equity shares). Each shareholder and the Company hereby acknowledges that the holders of the Series A Preference Shares and Series B Preference Shares have agreed to subscribe to the respective Preference Shares on the basis that they will be able to exercise voting rights on such Preference Share as if the same were converted into equity shares. Furthermore, each Shareholder and the Company hereby acknowledges that the holders of the Series C Preference Shares, the Series D Preference Shares, the Series E Preference Shares, Series F Preference Shares and Series G Preference Shares have agreed to subscribe to the Series C Preference Shares, Series D Preference Shares, the Series E Preference Shares, the Series F Preference Shares and Series G Preference Shares on the basis that, notwithstanding that the Series C Preference Shares, Series D Preference Shares, the Series E Preference Shares, the Series F Preference Shares and the Series G Preference Shares may not have voting rights under Applicable Laws, they will be able to exercise voting rights on such Preference Shares as if the same were converted into equity shares. Each Preference Share shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Preference Share could then be converted. To this effect, each shareholder holding shares with voting rights agrees that, if Applicable Law does not permit any holder of Preference Shares to exercise voting rights on all or any shareholder matters submitted to the vote of the shareholders of the Company (including the holders of equity shares) (the “**Non-Voting Preference Shares**”), then until the conversion of all such Non-Voting Preference Shares into Equity Shares, each shareholder shall vote in accordance with the instructions of the holders of such Non-Voting Preference Shares at a general meeting or provide proxies without instructions to the holders of the Non-Voting Preference Shares for the purposes of a general meeting, in respect of such number of equity shares held by each of them such that a Relevant Percentage of the equity shares of the Company are voted on in the manner required by the holders of the Non-Voting Preference Shares. For the purposes of this Clause 4, the “**Relevant Percentage**” in relation to a holder of the Non-Voting Preference Shares shall be equal to the percentage of equity shares in the Company that the holder of such Non-Voting Preference Shares would hold if such holder was to elect to convert its Non-Voting Preference Shares into equity shares based on the then applicable conversion price. The obligation of the shareholders to vote their shares as aforesaid shall be pro-rated in accordance with their inter se shareholding in the Company.

Except as set out in the Agreement, the Preference Shares of the Company shall be in priority over the Equity Shares of the Company in all respects, and the Preference Shares shall rank *pari passu* with each other.



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## PB FINTECH PRIVATE LIMITED

(Formerly Known As Etechaces Marketing And Consulting Private Limited)

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

Telephone No. : 0124-4562900, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com

Website : www.policybazaar.com CIN : U51909HR2008PTC037998





# EXHIBIT A

## CURRENT SHAREHOLDING PATTERN OF THE COMPANY

S. No	Name of the Shareholder	Equity Shares		Preference Shares		Overall Shareholding	
		Number of Shares	Shareholding %	Number of Shares	Shareholding %	Number of Shares	Shareholding %
1	Alok Bansal	11,570	5.07%	-	0.00%	11,570	1.45%
2	Yashish Dahiya	17,420	7.63%	-	0.00%	17,420	2.18%
3	Etechaces Employees Stock Option Plan Trust	77,980	34.17%	-	0.00%	77,980	9.76%
4	Tiger Global Eight Holdings	15,205	6.66%	22,860	4.00%	38,065	4.76%
5	PI Opportunities Fund – I	2,925	1.28%	2,400	0.42%	5,325	0.67%
6	PI Opportunities Fund – II	50	0.02%	31,000	5.43%	31,050	3.88%
7	Steadview Capital Mauritius Limited	115	0.05%	19,510	3.42%	19,625	2.46%
8	LTR Focus Fund	25	0.01%	5,735	1.00%	5,760	0.72%
9	ABG Capital	40	0.02%	8,730	1.53%	8,770	1.10%
10	Internet Fund III Pte Limited	25	0.01%	25,770	4.51%	25,795	3.23%
11	Founder United Trust	535	0.23%	-	0.00%	535	0.07%
12	Makesense Technologies Limited	59,750	26.18%	60,030	10.51%	1,19,780	14.99%
13	Employees (Current & Ex) (60)	20,200	8.85%	-	0.00%	20,200	2.53%
14	Other Individuals (35)	6,730	2.95%	-	0.00%	6,730	0.84%
15	Raay Global Investments Private Limited	475	0.21%	-	0.00%	475	0.06%
16	L J N K TRUST	540	0.24%	-	0.00%	540	0.07%
17	Choosy Impex LLP	325	0.14%	-	0.00%	325	0.04%
18	Nisa Family Trust	315	0.14%	-	0.00%	315	0.04%
19	Beeline Impex Private Limited	200	0.09%	-	0.00%	200	0.03%
20	Prudent Advisors through its Partner Deep Kalra	135	0.06%	-	0.00%	135	0.02%

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21	K V Realty Venture through its Partner Karan Virwani	200	0.09%	-	0.00%	200	0.03%
22	Nimesh Sudhir Kampani	5	0.00%	65	0.01%	70	0.01%
23	Srihari Kumar	-	0.00%	205	0.04%	205	0.03%
24	Rishabh Harsh Mariwala	-	0.00%	205	0.04%	205	0.03%
25	Rishabh Bhatia	-	0.00%	200	0.04%	200	0.03%
26	Shruti Arihant Patni	-	0.00%	200	0.04%	200	0.03%
27	Parbro Trading LLP	150	0.07%	-	0.00%	150	0.02%
28	Omega Finhold Private Limited	150	0.07%	-	0.00%	150	0.02%
29	Graviss Food Solutions Private Limited	150	0.07%	-	0.00%	150	0.02%
30	Mauryan First	500	0.22%	-	0.00%	500	0.06%
31	Tristar Remedies Private Limited	484	0.21%	-	0.00%	484	0.06%
32	Vikramaditya Mohan Thapar Family Trust through its Trustee Piano Forte Fiduciary Services Private Limited	150	0.07%	-	0.00%	150	0.02%
33	HM Estates through its Partner Mudit Gupta	286	0.13%	-	0.00%	286	0.04%
34	Renu Sehgal	555	0.24%	-	0.00%	555	0.07%
35	Claymore Investment (Mauritius) Pte Ltd	25	0.01%	51,450	9.01%	51,475	6.44%
36	Inventus Capital Partners Fund II, Limited	25	0.01%	12,850	2.25%	12,875	1.61%
37	Abhimanyu Munjal	170	0.07%	-	0.00%	170	0.02%
38	RK Munjal and Sons Trust	25	0.01%	2,535	0.44%	2,560	0.32%
39	Ithan Creek MB	25	0.01%	15,005	2.63%	15,030	1.88%
40	True North Fund V LLP	10	0.00%	10,135	1.77%	10,145	1.27%
41	IDG Ventures India Fund III LLC	10	0.00%	3,110	0.54%	3,120	0.39%
42	Chiratae Trust	520	0.23%	4,440	0.78%	4,960	0.62%

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43	Technology Venture Fund	200	0.09%	855	0.15%	1,055	0.13%
44	Chiratae Ventures India Fund IV	920	0.40%	-	0.00%	920	0.12%
45	Chiratae Ventures Master Fund IV	915	0.40%	-	0.00%	915	0.11%
46	Sanjay Kukreja	995	0.44%	1,515	0.27%	2,510	0.31%
47	Select Unicorn LLP	380	0.17%	1,515	0.27%	1,895	0.24%
48	Startup Investments (Holding) Limited	25	0.01%	17,300	3.03%	17,325	2.17%
49	Motherson Lease Solutions Limited	2,275	1.00%	6,920	1.21%	9,195	1.15%
50	SVF India Holdings (Cayman) Limited	25	0.01%	51,855	9.08%	51,880	6.49%
51	Diphda Internet Services Limited	20	0.01%	37,740	6.61%	37,760	4.72%
52	True North Fund VI LLP	5	0.00%	18,875	3.31%	18,880	2.36%
53	Tencent Cloud Europe B.V.	795	0.35%	75,330	13.19%	76,125	9.52%
54	SVF Python II (Cayman) Limited	3,625	1.59%	74,130	12.98%	77,755	9.73%
55	Alpha Wave Incubation LP	15	0.01%	8,625	1.51%	8,640	1.08%
		2,28,195	100%	5,71,095	100%	7,99,290	100%



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# EXHIBIT B

## EXPECTED DILUTION UPON CONVERSION OF PREFERENCE SHARES

S. No	Name of the Shareholder	Equity Shares		Preference Shares		Overall Shares after expected dilution upon conversion of Preference shares into Equity Shares in the ratio (1:1)	
		Number of Shares	Share-holding %	Number of Shares	Share-holding %	Number of Shares	Share-holding %
1	Alok Bansal	11,570	5.07%	-	0.00%	11,570	1.41%
2	Yashish Dahiya	17,420	7.63%	-	0.00%	17,420	2.12%
3	Etechaces Employees Stock Option Plan Trust	77,980	34.17%	-	0.00%	77,980	9.48%
4	Tiger Global Eight Holdings	15,205	6.66%	22,860	3.85%	38,065	4.63%
5	PI Opportunities Fund – I	2,925	1.28%	2,400	0.40%	5,325	0.65%
6	PI Opportunities Fund – II	50	0.02%	31,000	5.22%	31,050	3.78%
7	Steadview Capital Mauritius Limited	115	0.05%	19,510	3.28%	19,625	2.39%
8	LTR Focus Fund	25	0.01%	5,735	0.97%	5,760	0.70%
9	ABG Capital	40	0.02%	8,730	1.47%	8,770	1.07%
10	Internet Fund III Pte Limited	25	0.01%	25,770	4.34%	25,795	3.14%
11	Founder United Trust	535	0.23%	-	0.00%	535	0.07%
12	Makesense Technologies Limited	59,750	26.18%	60,030	10.10%	1,19,780	14.56%
13	Employees (Current & Ex) (60)	20,200	8.85%	-	0.00%	20,200	2.46%
14	Other Individuals (35)	6,730	2.95%	-	0.00%	6,730	0.82%
15	Raay Global Investments Private Limited	475	0.21%	-	0.00%	475	0.06%
16	L J N K TRUST	540	0.24%	-	0.00%	540	0.07%
17	Choosy Impex LLP	325	0.14%	-	0.00%	325	0.04%

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18	Nisa Family Trust	315	0.14%	-	0.00%	315	0.04%
19	Beeline Impex Private Limited	200	0.09%	-	0.00%	200	0.02%
20	Prudent Advisors through its Partner Deep Kalra	135	0.06%	-	0.00%	135	0.02%
21	K V Realty Venture through its Partner Karan Virwani	200	0.09%	-	0.00%	200	0.02%
22	Nimesh Sudhir Kampani	5	0.00%	65	0.01%	70	0.01%
23	Srihari Kumar	-	0.00%	205	0.03%	205	0.02%
24	Rishabh Harsh Mariwala	-	0.00%	205	0.03%	205	0.02%
25	Rishabh Bhatia	-	0.00%	200	0.03%	200	0.02%
26	Shruti Arihant Patni	-	0.00%	200	0.03%	200	0.02%
27	Parbro Trading LLP	150	0.07%	-	0.00%	150	0.02%
28	Omega Finhold Private Limited	150	0.07%	-	0.00%	150	0.02%
29	Graviss Food Solutions Private Limited	150	0.07%	-	0.00%	150	0.02%
30	Mauryan First	500	0.22%	-	0.00%	500	0.06%
31	Tristar Remedies Private Limited	484	0.21%	-	0.00%	484	0.06%
32	Vikramaditya Mohan Thapar Family Trust through its Trustee Piano Forte Fiduciary Services Private Limited	150	0.07%	-	0.00%	150	0.02%
33	HM Estates through its Partner Mudit Gupta	286	0.13%	-	0.00%	286	0.03%
34	Renu Sehgal	555	0.24%	-	0.00%	555	0.07%
35	Claymore Investment (Mauritius) Pte Ltd	25	0.01%	51,450	8.66%	51,475	6.26%
36	Inventus Capital Partners Fund II, Limited	25	0.01%	12,850	2.16%	12,875	1.57%
37	Abhimanyu Munjal	170	0.07%	-	0.00%	170	0.02%
38	RK Munjal and Sons Trust	25	0.01%	2,535	0.43%	2,560	0.31%
39	Ithan Creek MB	25	0.01%	15,005	2.52%	15,030	1.83%

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40	True North Fund V LLP	10	0.00%	10,135	1.71%	10,145	1.23%
41	IDG Ventures India Fund III LLC	10	0.00%	3,110	0.52%	3,120	0.38%
42	Chiratae Trust	520	0.23%	4,440	0.75%	4,960	0.60%
43	Technology Venture Fund	200	0.09%	855	0.14%	1,055	0.13%
44	Chiratae Ventures India Fund IV	920	0.40%	-	0.00%	920	0.11%
45	Chiratae Ventures Master Fund IV	915	0.40%	-	0.00%	915	0.11%
46	Sanjay Kukreja	995	0.44%	1,515	0.25%	2,510	0.31%
47	Select Unicorn LLP	380	0.17%	1,515	0.25%	1,895	0.23%
48	Startup Investments (Holding) Limited	25	0.01%	17,300	2.91%	17,325	2.11%
49	Motherson Lease Solutions Limited	2,275	1.00%	6,920	1.16%	9,195	1.12%
50	SVF India Holdings (Cayman) Limited	25	0.01%	51,855	8.73%	51,880	6.31%
51	Diphda Internet Services Limited	20	0.01%	37,740	6.35%	37,760	4.59%
52	True North Fund VI LLP	5	0.00%	18,875	3.18%	18,880	2.30%
53	Tencent Cloud Europe B.V.	795	0.35%	75,330	12.68%	76,125	9.26%
54	SVF Python II (Cayman) Limited	3,625	1.59%	74,130	12.47%	77,755	9.45%
55	Alpha Wave Incubation LP	15	0.01%	8,625	1.45%	8,640	1.05%
56	Falcon Q LP	-	0.00%	23,179	3.90%	23,179	2.82%
		2,28,195	100%	5,94,274	100%	8,22,469	100%



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# EXHIBIT C

## SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE OFFER

S. No	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
	Promoters' Shareholding				
	Indian	-	-	-	-
	Individual	-	-	-	-
	Body Corporate	-	-	-	-
	Sub-Total	-	-	-	-
	Foreign promoters	-	-	-	-
	<b>Sub- Total A</b>	-	-	-	-
	Non-Promoter holding				
	Institutional Investors	-	-	-	-
	Non-Institutional Investors				
	Private Corporate bodies/ Body Corporate	648204	81.10%	671383	81.63%
	Directors and relatives	29740	3.72%	29740	3.62%
	Indian Public	-	-	-	-
	Others (including Non-resident Indians)	121346	15.18%	121346	14.75%
	<b>Sub-Total B</b>	<b>799290</b>	<b>100%</b>	<b>822469</b>	<b>100%</b>
	<b>Grand Total</b>	<b>799290</b>	<b>100%</b>	<b>822469</b>	<b>100%</b>



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**Annexure-II**

**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING -MONDAY, 8<sup>TH</sup> FEBRUARY, 2021**

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held at Plot No. 119, Sector-44, Gurgaon-122001, Haryana, India on Monday, 8<sup>th</sup> day of February, 2021 at 11:00 A.M.

.....  
Member's/Proxy's Name in Block Letters

.....  
Member's/Proxy's Signature

**Notes:** A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

\*Applicable for investor holding shares in electronic form.



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**Annexure-III**

**Form No. MGT-11**

**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member(s) of PB Fintech Private Limited (formerly known as Etechaces Marketing and Consulting Private Limited) holding ..... shares of the above named company. Hereby appoint:

1.

Name :	E-mail Id:
Address:	
Signature , or failing him	

2.

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extra ordinary general meeting of the company, to be held on Monday, the 8<sup>th</sup> day of February, 2021 at 11:00 a.m. at the registered office of the Company at Plot No. 119, Sector-44, Gurgaon-122001, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:



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No.	Resolutions	For	Against
Special Business			
1.	Offer of Fully and Compulsorily Convertible Cumulative Preference Shares		

Affix Revenue  
Stamp

Signed this ..... day of ..... 2021 \_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> proxy holder

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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## PB FINTECH PRIVATE LIMITED

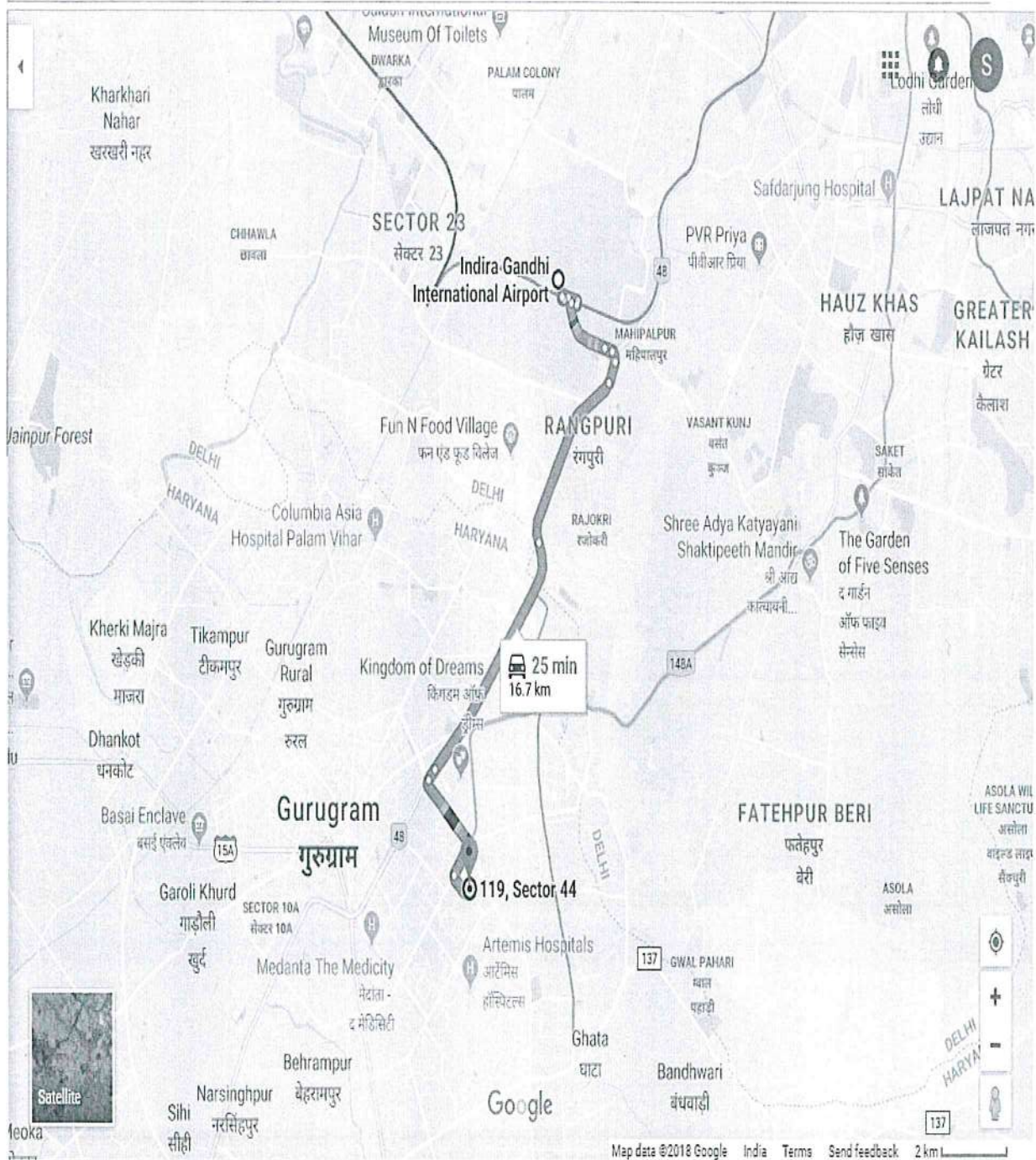
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