



BOARD DIVERSITY POLICY

FOR

PB FINTECH LIMITED

**(FORMERLY “PB FINTECH PRIVATE LIMITED / ETECHACES MARKETING AND
CONSULTING PRIVATE LIMITED”)**

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BOARD DIVERSITY

This Policy must be read in conjunction with the applicable provisions of laws/rules/regulations/procedures, not limited to but including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Overview

The Board Diversity Policy (“Policy”) has been devised by the Board of Directors of PB Fintech Limited (“the Company”), in line with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”). It has been approved by the Board of Directors (“Board”) of the Company in its meeting held on October 19, 2021.

The Policy outlines the Company’s intent to have an optimal mix of Board members from different backgrounds, to leverage their expertise and opinions on important aspects and enable long-term sustainable growth of the Company.

2. Definitions

- a. “Act” shall mean the Companies Act, 2013 read with the relevant Rules framed thereunder and amended from time to time.
- b. “Board of Directors” or “Board” shall mean the Board of Directors of the Company.
- c. “Company” shall mean PB Fintech Limited.
- d. “Nomination and Remuneration Committee / Committee” means the Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Act read with Regulation 19 of LODR.

3. Policy

An effective Board, through its expert members with diverse skill sets and backgrounds, helps the Company achieve its vision and mission through:

- Enhancing the decision making process, thereby enabling optimum utilization of time and facilitating structured outcomes.
- Effectively channelizing the inputs and opinions of the Board members, to arrive at viable solutions for the business challenges and setting strategic outcomes.
- Enabling self-development for Board members in terms of gaining from varied skillsets, with the aid of shared expertise of members.
- Ensuring compliance of the highest standards of Ethics and Corporate Governance and compliance with applicable law.
- Bringing a large spectrum of viewpoints for decision making.
- Promoting views keeping gender sensitivity in mind.
- Understanding and adopting leading practices from various industries.

Appointments of the distinguished members of the Board will be done post an in-depth assessment of the business requirements, where the skill set of the members from diverse backgrounds will serve the purpose of this Policy. In this regard the Committee will play a pivotal role.

4. Responsibility of the Committee

With regard to this policy, the Committee of the Board shall be responsible for:

- Assessing composition of the Board and scouting for prospective members based on relevant qualification background and expertise.
- Identifying diversity requirements on the Board in terms of skill-set and expertise, by analyzing the nature of future undertakings and projects.
- Ensuring that the Board member selection process is structured and bias-free.

The Committee shall ensure that no individual is discriminated on the basis of religion, race, gender, medical conditions, national origin or ancestry, marital status or any other personal or physical attribute, which is not indicative of an individual's ability to duly perform as a Board member.

Accordingly, the Committee shall:

- Arrive at an optimal mix of diversity, expertise, skill set and background, and assess the representation of the varied skills on the Board.
- Ensure appropriate mix of non-independent and independent directors meeting the criteria set out in Act and LODR.
- Review recommendations of the Board with respect to diversity and implement those to attain the objectives of the policy.
- Make recommendations to the Board for appointment of members based on an optimal mix of diversity, skills, experience and expertise.

The size of the Board in terms of number of members and composition with respect to executive, non-executive and independent directors, shall be reviewed by the Board in accordance with the Company's Articles of Association, Act, LODR and any other applicable laws, rules and regulations.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

5. Reporting and Review

The policy and associated disclosures shall be made in accordance with the Act, LODR and any other applicable laws, rules and regulations.

Periodic review of the policy will be under the purview of the Committee. This review will include discussion on the efficacy of the policy and approval of any inclusions / modifications suggested, not restricted to any other material topic associated with the policy. The Committee will recommend any suggested changes to the Board, for review.

The Company shall disclose this Policy on its website. The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the



Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.
