

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51909HR2008PLC037998

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCE0182A

(ii) (a) Name of the company

PB FINTECH LIMITED

(b) Registered office address

PLOT NO. 119, SECTOR 44
GURGAON
Gurgaon
Haryana
122001

(c) *e-mail ID of the company

bhasker@policybazaar.com

(d) *Telephone number with STD code

01244562907

(e) Website

www.pbfintech.in

(iii) Date of Incorporation

04/06/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

26/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	POLICYBAZAAR INSURANCE B	U74999HR2014PTC053454	Subsidiary	100
2	PAISABAZAAR MARKETING AN	U74900HR2011PTC044581	Subsidiary	100

3	DOCPRIME TECHNOLOGIES PR	U74999HR2016PTC064312	Subsidiary	100
4	ACCUREX MARKETING AND CO	U74900HR2011PTC044633	Subsidiary	100
5	ICALL SUPPORT SERVICES PRIV	U72400HR2008PTC038134	Subsidiary	100
6	PB MARKETING AND CONSULT	U74900HR2008PTC038523	Subsidiary	100
7	PB FINANCIAL ACCOUNT AGGI	U67100HR2022PTC101081	Subsidiary	100
8	MYLOANCARE VENTURES PRIV	U65100DL2013PTC258637	Associate	24.93
9	PB FINTECH FZ-LLC		Subsidiary	100
10	VISIT INTERNET SERVICES PRIV	U72900DL2012PTC231178	Subsidiary	100
11	VISIT HEALTH PRIVATE LIMITED	U72200DL2018PTC333356	Associate	30.46

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	490,500,000	449,499,806	449,499,806	449,499,806
Total amount of equity shares (in Rupees)	981,000,000	898,999,612	898,999,612	898,999,612

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	490,500,000	449,499,806	449,499,806	449,499,806
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	981,000,000	898,999,612	898,999,612	898,999,612

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	950,000	0	0	0
Total amount of preference shares (in rupees)	19,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	950,000	0	0	0
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	19,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	79,315	148,880	228195	456,390	456,390	
Increase during the year	0	449,350,926	449350926	898,701,852	898,701,852	37,434,166,2
i. Public Issues	0	38,265,306	38265306	76,530,612	76,530,612	37,423,469,2
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	176,735,820	176735820	353,471,640	353,471,640	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	234,144,500	234144500	468,289,000	468,289,000	8,429,202
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify	0	205,300	205300	410,600	410,600	2,267,730
Conversion of 125985 CCPS of softbank and Dem						
Decrease during the year	79,315	0	79315	158,630	158,630	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	79,315		79315	158,630	158,630	
Demat of then outstanding 79315 Equity Shares						
At the end of the year	0	449,499,806	449499806	898,999,612	898,999,612	
Preference shares						
At the beginning of the year	119,364	474,910	594274	11,885,480	11,885,480	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	119,364	474,910	594274	11,885,480	11,885,480	0
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	119,364	474,910	594274	11,885,480	11,885,480	
594274 CCPS converted into Equity shares						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE417T01026

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input type="text"/>			
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,031,835,951

(ii) Net worth of the Company

68,948,011,058

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	33,267,681	7.4	0	
	(ii) Non-resident Indian (NRI)	20,333,687	4.52	0	
	(iii) Foreign national (other than NRI)	100	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	3,165,962	0.7	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	13,657,527	3.04	0	
8.	Venture capital	25,737,500	5.73	0	
9.	Body corporate (not mentioned above)	263,402,783	58.6	0	
10.	Others AIF,FPI,ESOP TRUST,NBFC,T	89,934,566	20.01	0	
	Total	449,499,806	100	0	0

Total number of shareholders (other than promoters)

200,729

**Total number of shareholders (Promoters+Public/
Other than promoters)**

200,729

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	182	200,729
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	6	5.91	0.06
(i) Non-Independent	2	4	2	1	5.91	0.06
(ii) Independent	0	0	0	5	0	0
C. Nominee Directors representing	0	4	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	4	0	1	0	0
Total	2	8	2	7	5.91	0.06

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Yashish Dahiya	00706336	Director	19,008,349	
Alok Bansal	01653526	Whole-time director	7,538,078	
Sarbvir Singh	00509959	Director	287,500	
Kitty Agarwal	07624308	Nominee director	0	
Gopalan Srinivasan	01876234	Director	0	
Nilesh Bhaskar Sathe	02372576	Director	0	
Lilian Jessie Paul	02864506	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kaushik Dutta	03328890	Director	0	
Veena Vikas Mankar	00004168	Director	0	
Yashish Dahiya	00706336	CEO	19,008,349	
Alok Bansal	01653526	CFO	7,538,078	
Bhasker Joshi	AKIPJ4129P	Company Secretar	1,710	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

15

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Yashish Dahiya	00706336	Whole-time director	01/04/2021	Change in Designation
Anil Kumar Choudhary	00133249	Nominee director	10/06/2021	Cessation
Atul Gupta	06940578	Director	18/06/2021	Cessation
Parag Dhol	02641114	Director	18/06/2021	Cessation
Daniel Joram Brody	08605989	Nominee director	18/06/2021	Cessation
Mohit Naresh Bhandari	02528942	Nominee director	18/06/2021	Cessation
Kaushik Dutta	03328890	Director	19/06/2021	Appointment
Nilesh Bhaskar Sathe	02372576	Director	19/06/2021	Appointment
Veena Vikas Mankar	00004168	Director	19/06/2021	Appointment
Gopalan Srinivasan	01876234	Director	19/06/2021	Appointment
Lilian Jessie Paul	02864506	Director	19/06/2021	Appointment
Yashish Dahiya	00706336	Director	05/07/2021	Appointed as CEO
Alok Bansal	01653526	Whole-time director	28/06/2021	Appointed as CFO
Bhasker Joshi	AKIPJ4129P	Company Secretar	28/06/2021	Appointed as Compliance Officer
Munish Ravinder Varma	02442753	Director	14/03/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	19/06/2021	191	20	10.47
Extra Ordinary General Meeting	05/07/2021	191	16	8.37
Extra Ordinary General Meeting	17/09/2021	225	12	3.11
Annual General Meeting	11/09/2021	225	7	5.33

B. BOARD MEETINGS

*Number of meetings held

19

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2021	10	4	40
2	21/05/2021	10	4	40
3	03/06/2021	10	5	50
4	18/06/2021	9	4	44.44
5	28/06/2021	10	9	90
6	26/07/2021	10	10	100
7	10/08/2021	10	10	100
8	13/08/2021	10	10	100
9	10/09/2021	10	9	90
10	23/09/2021	10	10	100
11	19/10/2021	10	7	70
12	25/10/2021	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/07/2021	3	3	100
2	Initial Public Offer	31/07/2021	4	3	75
3	Audit Committee	13/08/2021	3	3	100
4	Nomination and Remuneration	05/10/2021	2	2	100
5	Audit Committee	19/10/2021	3	3	100
6	Initial Public Offer	26/10/2021	4	3	75
7	Initial Public Offer	29/10/2021	4	4	100
8	Audit Committee	10/12/2021	3	3	100
9	Audit Committee	29/12/2021	3	3	100
10	Nomination and Remuneration	06/02/2022	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/09/2022
								(Y/N/NA)
1	Yashish Dahiya	19	17	89.47	11	10	90.91	Yes
2	Alok Bansal	19	19	100	2	2	100	Yes
3	Sarbjit Singh	19	19	100	0	0	0	Yes
4	Kitty Agarwal	19	15	78.95	3	3	100	Yes
5	Gopalan Srinivasan	15	15	100	11	11	100	No
6	Nilesh Bhaskar	15	14	93.33	3	3	100	Yes
7	Lilian Jessie P	15	14	93.33	2	2	100	No
8	Kaushik Dutta	15	15	100	9	9	100	Yes
9	Veena Vikas M	15	12	80	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Alok Bansal	Whole Time Director	17,112,642	0	3,609,227,790	0	3,626,340,432
	Total		17,112,642	0	3,609,227,790	0	3,626,340,432

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Yashish Dahiya	CEO	0	0	6,138,331,140	0	6,138,331,140
2	Alok Bansal	CFO	17,112,642	0	3,609,227,790	0	3,626,340,432
3	Bhasker Joshi	Company Secretary	3,500,000	0	49,980,000	0	53,480,000
	Total		20,612,642	0	9,797,538,930	0	9,818,151,572

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sarbvir Singh	Director	0	0	693,837,500	0	693,837,500
2	Veena Vikas Mankar	Independent Director	0	1,880,000	0	1,400,000	3,280,000
3	Nilesh Bhaskar Sathe	Independent Director	0	1,880,000	0	1,700,000	3,580,000
4	Gopalan Srinivasan	Independent Director	0	1,880,000	0	2,600,000	4,480,000
5	Kaushik Dutta	Independent Director	0	1,880,000	0	2,400,000	4,280,000
6	Lilian Jessie Paul	Independent Director	0	1,880,000	0	1,600,000	3,480,000
	Total		0	9,400,000	693,837,500	9,700,000	712,937,500

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Dhananjay Shukla

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8271

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

19

dated

03/06/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ALOK

BANSAL

DIN of the director

01653526

To be digitally signed by

Bhasker

Joshi

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

8032

 Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT8.pdf

Meetingdetails.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company