



## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PB FINTECH PRIVATE LIMITED (FORMERLY KNOWN AS ETECHACES MARKETING AND CONSULTING PRIVATE LIMITED) (THE "COMPANY") IS SCHEDULED TO BE HELD ON SATURDAY, 19<sup>TH</sup> JUNE, 2021 AT 11.30 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

### SPECIAL BUSINESSES:

#### 1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

**"RESOLVED THAT** pursuant to the provisions of sections 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 and the provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each and 9,50,000 (Nine Lakh Fifty Thousand) Preference Shares of Rs. 20/- (Rupees Twenty Only) each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 49,05,00,000 (Forty Nine Crores Five Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each and 9,50,000 (Nine Lakh Fifty Thousand) Preference Shares of Rs. 20/- (Rupees Twenty Only) each by creation of additional 49,00,00,000 (Forty Nine Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each.

**RESOLVED FURTHER THAT** pursuant to Section 13, 61 and 64 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. *"The Authorised Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 49,05,00,000 (Forty Nine Crores Five Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each and 9,50,000 (Nine Lakh Fifty Thousand) Preference Shares of Rs. 20/- (Rupees Twenty Only) each."*

**RESOLVED FURTHER THAT** the Board or Company Secretary of the Company be and are hereby is authorized to take all steps for giving effect to the aforesaid resolution."

#### 2. TO APPROVE THE ISSUANCE OF BONUS SHARES TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), the relevant



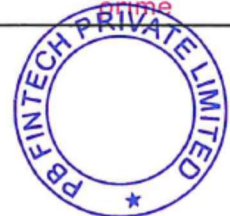
## PB FINTECH PRIVATE LIMITED

(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





provisions of the Shareholders' Agreement dated February 1, 2021 as amended from time to time ("SHA") and the provisions of the Articles of Association of the Company ("AOA") and the recommendation of the Board of Directors of the Company and subject to such other approvals, consents, permissions as may be necessary, consent of the members be and is hereby accorded for capitalization of such sum standing to the credit of the securities premium account of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 2/- (Rupees Two Only) each, credited as fully paid-up shares to the holders of the equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) as on 19<sup>th</sup> June, 2021 i.e. the record date fixed in this regard by the Board, in the proportion of 499 (Four Hundred Ninety Nine) equity shares for every 1 (One) existing equity share held by such equity shareholders."

**RESOLVED FURTHER THAT**, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under ESOP Scheme 2014 and ESOP Scheme 2020 of the Company administered through Etechaces Employees Stock Option Plan Trust, such that the exercise price for all outstanding options as on the 'record date' (i.e. 19<sup>th</sup> June, 2021 as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (i.e. 19<sup>th</sup> June, 2021 as determined by the Board) shall be appropriately adjusted.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus shares, the Company will make suitable arrangements to deal with such fractions for the benefit of the eligible shareholders, including but not limited to, allotting the total number of fractional bonus shares to a person(s) to be appointed by the Board who would hold them in trust for such shareholders and shall, as soon as possible, sell such Equity Shares at the prevailing market rate and the net sale proceeds of such Equity Shares, after adjusting the cost and the expense in respect thereof, be distributed among such shareholders who are entitled to such fractions in the proportion of their respective fractional bonus shares.

**RESOLVED FURTHER THAT** in the case of equity shareholders whose shareholding is held in dematerialized form, their respective bonus shares shall be credited to the beneficiary accounts of such shareholders with their respective depository participant(s) and equity shareholders whose shareholding is held in physical form, the share certificate(s) in respect of the bonus shares shall be dispatched in compliance with applicable law.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary under applicable law, and the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.



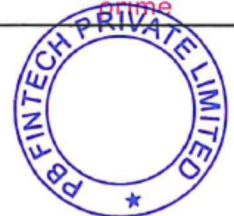
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**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

**3. TO CONSIDER AND TAKE NOTE OF THE EFFECT OF ISSUE OF BONUS SHARES ON CCPS ISSUED BY THE COMPANY**

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

“**RESOLVED THAT** pursuant to the bonus issue to the equity shareholders of the Company at a ratio of 1:499, i.e. 499 equity shares of the Company for every equity share held by an equity shareholder as on the record date as provided in item no. 2 above, the number of equity shares to be issued to the preference shareholders upon subsequent conversion is adjusted and increased proportionately, and shall be at a conversion ratio of 1:500, i.e. 500 equity shares of the Company for every preference share held by a preference shareholder. Accordingly, the conversion ratio pursuant to the Shareholders’ Agreement dated February 1, 2021 and the Articles of Association of the Company shall be 1:500, i.e. upon conversion of the preference shares, every preference shareholder shall be issued 500 equity shares of the Company in respect of every preference share held, and the same be and is hereby approved by the members of the Company.

**RESOLVED FURTHER THAT** Mr. Alok Bansal, Whole-time Director, Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as deem necessary or expedient to give effect to the above resolution.”

**4. APPROVAL OF AMENDMENT TO THE SHAREHOLDERS’ AGREEMENT**

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

“**RESOLVED THAT**, the Amendment to Shareholders Agreement be and is hereby approved and that Mr. Yashish Dahiya, Director, Mr. Alok Bansal, Whole Time Director & CFO be and are hereby severally or jointly authorised to execute the Amendment to SHA and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable (including making any further modifications or alterations to the Amendment to SHA), and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company to give effect to the above resolution.”

**5. CONVERSION OF THE COMPANY FROM PRIVATE LIMITED COMPANY TO A PUBLIC LIMITED COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 14, 18 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended, the conversion of the Company from a private limited company into a public limited company is hereby approved and consequently the name of the



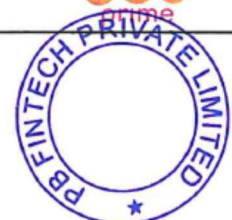
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Company be and is hereby changed from “PB Fintech Private Limited” to “PB Fintech Limited” by deletion of the word “Private” from the name of the Company.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013, the word “Private” wherever appearing in the Memorandum of Association and Articles of Association of the Company in the name of the Company be and is hereby deleted.

**RESOLVED FURTHER THAT** Mr. Alok Bansal, Whole-time Director, Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution for conversion of the Company from a private limited company to a public limited company and the consequent change in its name with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

#### **6. ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, and subject to the applicable provisions of any other applicable law, the consent and approval of the members of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, and the same be approved and adopted as the new articles of association of the Company, in light of the proposed initial public offering of the Equity Shares of the Company (the “Offer”) and the amendment to the Shareholders Agreement being undertaken, in total exclusion and substitution of the existing articles of association of the Company.”

**RESOLVED FURTHER THAT**, Mr. Alok Bansal, Whole-time Director, Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

#### **7. TO CONSIDER APPOINTMENT OF MR. GOPALAN SRINIVASAN (DIN-01876234) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”) and such other approval as may be required and subject to such conditions and modifications as may be prescribed or imposed by such other authority while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr.



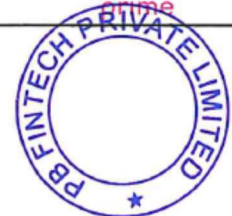
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Gopalan Srinivasan (DIN: 01876234), who is not disqualified under Section 164(2) of the Companies Act and who has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and is eligible for appointment be and is hereby appointed as non-executive independent director on the board of directors of the Company (the “**Board**” or “**Board of Directors**”) for a term of five years to be effective from the 19<sup>th</sup> June, 2021 as required and not be liable to retire by rotation. Mr. Gopalan Srinivasan (DIN: 01876234) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mr. Gopalan Srinivasan and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** Mr. Yashish Dahiya, Whole Time Director, Mr. Alok Bansal, Whole Time Director & CFO and Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Gopalan Srinivasan as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

**8. TO CONSIDER THE APPOINTMENT OF MR. KAUSHIK DUTTA (DIN- 03328890) AS INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”) and such other approval as may be required and subject to such conditions and modifications as may be prescribed or imposed by such other authority while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Kaushik Dutta (DIN:03328890), who is not disqualified under Section 164(2) of the Companies Act and who has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and is eligible for appointment be and is hereby appointed as non-executive independent director on the board of directors of the Company (the “**Board**” or “**Board of Directors**”) for a term of five years to be effective from 19<sup>th</sup> June, 2021 and not be liable to retire by rotation. Mr. Kaushik Dutta (DIN: 03328890) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mr. Kaushik Dutta (DIN: 03328890) and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** Mr. Yashish Dahiya, Whole Time Director, Mr. Alok Bansal, Whole Time Director & CFO and Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Kaushik Dutta as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

**9. TO CONSIDER THE APPOINTMENT OF MRS. VEENA VIKAS MANKAR (DIN-00004168) AS INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:



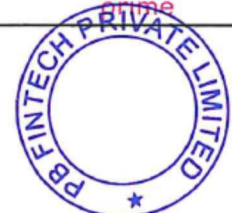
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**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (**“Companies Act”**) and such other approval as may be required and subject to such conditions and modifications as may be prescribed or imposed by such other authority while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Veena Vikas Mankar (DIN:00004168), who is not disqualified under Section 164(2) of the Companies Act and who has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and is eligible for appointment be and is hereby appointed as non-executive independent director on the board of directors of the Company (the **“Board”** or **“Board of Directors”**) for a term of five years to be effective from 19<sup>th</sup> June, 2021 and not be liable to retire by rotation. Ms. Veena Vikas Mankar (DIN: 00004168) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Ms. Veena Vikas Mankar (DIN: 00004168) and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** Mr. Yashish Dahiya, Whole Time Director, Mr. Alok Bansal, Whole Time Director & CFO and Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Ms. Veena Mankar as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

**10. TO CONSIDER THE APPOINTMENT OF MR. NILESH BHASKAR SATHE (DIN-02372576) AS INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (**“Companies Act”**) and such other approval as may be required and subject to such conditions and modifications as may be prescribed or imposed by such other authority while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Nilesh Bhaskar Sathe (DIN:02372576), who is not disqualified under Section 164(2) of the Companies Act and who has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and is eligible for appointment, be and is hereby appointed as non-executive independent director on the board of directors of the Company (the **“Board”** or **“Board of Directors”**) for a term of five years to be effective 19<sup>th</sup> June, 2021 and not be liable to retire by rotation. Mr. Nilesh Bhaskar Sathe (DIN:02372576) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mr. Nilesh Bhaskar Sathe (DIN:02372576) and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** Mr. Yashish Dahiya, Whole Time Director, Mr. Alok Bansal, Whole Time Director & CFO and Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Nilesh Sathe as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”



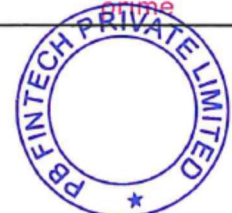
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**11. TO CONSIDER THE APPOINTMENT OF MS. LILIAN JESSIE PAUL (DIN- 02864506) AS INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”) and such other approval as may be required and subject to such conditions and modifications as may be prescribed or imposed by such other authority while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Ms. Lilian Jessie Paul (DIN:02864506), who is not disqualified under Section 164(2) of the Companies Act and who has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and is eligible for appointment be and is hereby appointed as non-executive independent director on the board of directors of the Company (the “**Board**” or “**Board of Directors**”) for a term of five years to be effective from 19<sup>th</sup> June, 2021 and not be liable to retire by rotation. Ms. Lilian Jessie Paul (DIN:02864506) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Ms. Lilian Jessie Paul (DIN:02864506) and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** Mr. Yashish Dahiya, Whole Time Director, Mr. Alok Bansal, Whole Time Director & CFO and Mr. Sarbvir Singh, Director and Mr. Bhasker Joshi, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Ms. Lilian Jessie Paul as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.”

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR PB FINTECH PRIVATE LIMITED**  
**(formerly known as Etechaces Marketing and Consulting Private Limited)**



**NAME: Bhasker Joshi**  
**DESIGNATION: Company Secretary**  
**MEMBERSHIP NO.: F8032**  
**ADDRESS: Plot No. 119, Sector-44,**  
**Gurugram-122001, Haryana**

**Date: 03.06.2021**  
**Place: Gurugram**

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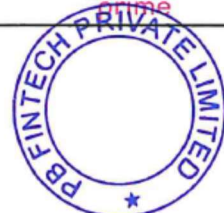
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**NOTES:**

(a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Extra General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the EGM of the Company is being held through VC / OAVM.

(b) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(c) Body Corporates members intending to send their authorized representatives to attend the Extra-Ordinary General Meeting are requested to send to the Company at [bhasker@policybazaar.com](mailto:bhasker@policybazaar.com), a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting.

(d) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto as Annexure-I.

(e) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

(f) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(g) Members may Join the Meeting through the link provided below:

Meeting ID: [meet.google.com/ixt-wpti-pfd](https://meet.google.com/ixt-wpti-pfd)

(h) Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM.

(i) Members who need assistance before or during the EGM, can contact Mr. Bhasker Joshi, Company Secretary of the Company at [bhasker@policybazaar.com](mailto:bhasker@policybazaar.com).



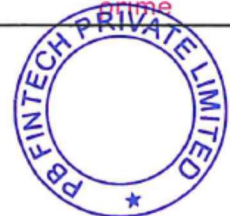
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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1:**

At present the Authorised Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each and 9,50,000 (Nine Lakh Fifty Thousand) Preference Shares of Rs. 20/- (Rupees Twenty Only) each out of which paid up share capital of the Company is Rs. 1,23,41,870/- (Rupees One Crore Twenty Three Lakh Forty One Thousand Eight Hundred Seventy Only) divided into 2,28,195 (Two Lakh Twenty Eight Thousand One Hundred Ninety Five) Equity Shares of Rs. 2/- (Rupees Two Only) each and 5,94,274 (Five Lakh Ninety Four Thousand Two Hundred Seventy Four) Preference Shares of Rs. 20/- (Rupees Twenty Only) each.

The Board of Directors of the Company in its meeting held on Thursday, June 3, 2021 have recommended the issuance of bonus shares in the ratio of 1:499 [i.e. 499 (Four Hundred Ninety Nine) fully paid up equity shares for every 1 (one) equity share held.] If the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional 11,38,69,305 (Eleven Crore Thirty Eight Lakh Sixty Nine Thousand Three Hundred Five) paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up equity share capital post bonus issue shall be Rs. 22,81,95,000/- which shall exceed the present Authorised Share Capital of the Company.

Further, pursuant to the bonus issue to the equity shareholders of the Company being undertaken in a ratio of 1:499, the number of equity shares to be issued to the preference shareholders upon subsequent conversion is adjusted and increased proportionately, and shall be at a conversion ratio of 1:500, i.e. upon conversion of the preference shares, every preference shareholder shall be issued 500 (Five Hundred) equity shares of the Company in respect of every preference share held by them.

Therefore, in view of the proposed issuance of bonus shares and the subsequent deemed conversion of preference shares in the ratio 1:500, the present Authorised Share Capital of the Company is required to be increased from Rs. 2,00,00,000/- (Rupees Two Crore Only) to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only) by creation of additional 49,00,00,000 (Forty Nine Crore) equity shares of Rs. 2/- (Rupees Two Only) each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 2,00,00,000/- (Rupees Two Crore Only) to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only).

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

None of its Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.



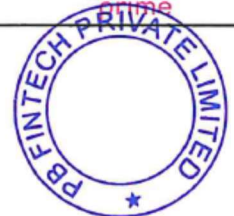
## **PB FINTECH PRIVATE LIMITED**

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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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### **Item No. 2:**

The members may be aware that the operations of the Company have grown significantly during the last three years, which has generated considerable interest in the Company's Equity Shares. The Board of Directors of the Company (the '**Board**') at their meeting held on June 3, 2021, considered it desirable to recommend issue of Bonus shares in the ratio of 1:499, subject to the approval of the shareholders and such other authorities as may be necessary.

With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on June 3, 2021 have proposed to issue bonus shares in the ratio of 1:499 [i.e. 499 (Four Hundred Ninety Nine) fully paid up equity shares for every 1 (One) equity share held]. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the Company.

In terms of Clause 3.2.5 (c) of Schedule 1.1 (a) (Terms and Conditions of the Preference Shares) of the Shareholders Agreement, if the Company makes an issuance of bonus shares while any preference shares of the Company are capable of being converted into equity shares, then the number of equity shares to be issued on any subsequent conversion of the preference shares shall be increased proportionately, subject to an adjustment in the conversion price. Thus, further to the bonus issue of equity shares being undertaken by the Company to its equity shareholders in a ratio of 1:499, the conversion ratio as provided in the terms of issue of the preference shares is also adjusted accordingly to 1:500, i.e. 500 equity shares of the Company for every preference share held by a preference shareholder, such that on subsequent conversion, the number of equity shares issued to the preference shareholders is increased proportionately.

The issue of Bonus shares, *inter alia*, require appropriate adjustments with respect to all options under different Employee Stock Option Plans, such that all the options outstanding on the Record Date (i.e. 19<sup>th</sup> June, 2021 as determined by the Board of Directors of the Company), both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

None of its Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

### **Item No. 3**

In terms of Clause 3.2.5 (c) of Schedule 1.1 (a) (Terms and Conditions of the Preference Shares) of the Shareholders Agreement dated 1<sup>st</sup> February, 2021, if the Company makes an issuance of bonus shares while any preference shares of the Company are capable of being converted into equity shares, then the number of equity shares to be issued on any subsequent conversion of the preference shares shall be increased



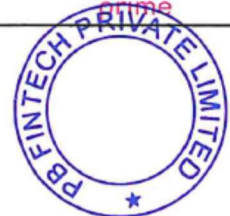
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proportionately and without the payment of additional consideration by the holder of the preference shares, subject to an adjustment in the conversion price.

Accordingly, further to the bonus issue of equity shares being undertaken by the Company to its equity shareholders in a ratio of 1:499, i.e. 499 equity shares of the Company for every equity share held by an equity shareholder, the conversion ratio as provided in the terms of issue of the preference shares is also adjusted accordingly to 1:500, i.e. 500 equity shares of the Company for every preference share held by a preference shareholder, such that on subsequent conversion, the number of equity shares issued to the preference shareholders is increased proportionately.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.3 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No. 4**

In order to undertake the proposed initial public offering of the Equity Shares of the Company (the “Offer”), the Company is required to amend certain provisions of the shareholders’ agreement dated February 1, 2021 entered into by and amongst the Company, PB Fintech Private Limited, Mr. Yashish Dahiya, Mr. Alok Bansal, Etechaces Employees Stock Option Plan Trust, SVF India Holdings (Cayman) Limited, SVF Python II (Cayman) Limited, Diphda Internet Services Limited, True North Fund VI LLP, Startup Investments (Holdings) Limited, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Tiger Global Eight Holdings, Internet Fund III Pte. Ltd, Ithan Creek MB, Tencent Cloud Europe B.V, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Limited, Alpha Wave Incubation LP and FalconQ LP (the “Shareholders’ Agreement”).

The Board of Directors accordingly recommends the Special Resolution set out at Item No.4 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No. 5**

Pursuant to the provisions of Sections 13, 14, 18 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended, the Company is proposed to be converted from a private limited company into a public limited company and thereby the name of the Company shall change from “PB Fintech Private Limited” to “PB Fintech Limited” by deletion of the word “Private” from the name of the Company.”

Consequently, the new set of Articles of Association of the Company shall be adopted and the word “Private” wherever appearing in the Memorandum of Association and Articles of Association of the Company in the name of the Company shall be deleted.



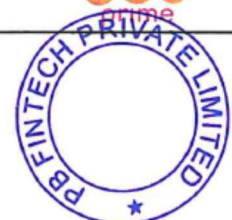
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The Board of Directors accordingly recommends the Special Resolution set out at Item No.5 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No. 6**

In order to undertake the proposed public issue, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended). The new set of Articles of Association of the Company shall comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the commencement of the listing of the Equity Shares pursuant to the Offer. Part B of the new Articles of Association shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares pursuant to the Offer and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.6 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No. 7**

Mr. Gopalan Srinivasan (DIN-01876234) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013. Mr. Gopalan Srinivasan is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority and has given his consent to act as a Director of the Company.

Mr. G. Srinivasan is a Commerce Graduate from Madras University, and an Associate of Institute of Cost and Management Accountants of India, and a Fellow member of Insurance Institute of India. He is ex-CMD of The New India Assurance Company Limited. Prior to his joining The New India Assurance Company Ltd., he was the CMD of The United India Insurance Company Limited. He is the longest serving CMD of Public Sector Insurance Companies. He has more than 38 years of experience in General Insurance Industry both in India and



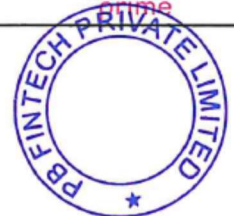
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abroad and during his tenure he has been conferred with number of national and international awards for his extraordinary achievements and for taking the organization in each of his assignment at new heights.

In this connection, the Board is of the opinion that Mr. Srinivasan fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Mr. Srinivasan is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder, and shall not be liable to retire by rotation.

Your Board believes that Mr. Srinivasan's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.7 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No. 8**

Mr. Kaushik Dutta (DIN-03328890) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013. Mr. Dutta is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority and has given his consent to act as a Director of the Company.

Mr. Dutta has a rich experience in the field of Finance. He is fellow member of the Institute of Chartered Accountants of India with over 25 years of experience. He retired from Price Waterhouse Coopers after spending over 22 years in the practice out of which 17 years have been as a partner. Since retirement, he has been retained as an expert on Corporate Governance by the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs in matters relating to future of corporate governance in India.

In this connection, the Board is of the opinion that Mr. Dutta fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Mr. Dutta is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder, and shall not be liable to retire by rotation.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.8 of the Notice for the approval of the Members.



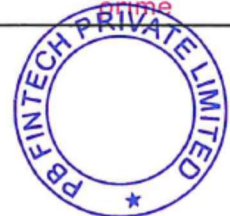
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None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No. 9**

Ms. Veena Vikas Mankar (DIN-00004168) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013. Ms. Mankar is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority and has given her consent to act as a Director of the Company.

Ms. Veena Mankar has over four decades of experience in banking and financial services. Her expertise is in financial inclusion, including agriculture and rural economy, trade and structured products and finance for MSMEs. Ms. Mankar started her career with ICICI Ltd. (the precursor to the Bank) and has worked with leading financial institutions including Emirates Bank - Dubai, West LB Group - Germany and FimBank - Malta. Ms. Mankar is also the Non-Executive Chairperson of RBL FinServe Ltd. and on the Board of IDFC Foundation. In the past, she has served as an Independent Director for Liberty General Insurance Limited, Independent non-executive Chairperson of IDFC First Bank Limited, as the Governing Board of Sa-Dhan and has been on the Boards of Factoring JVs in India, Egypt and Dubai.

She holds a Bachelors of Arts degree in Economics from Lady Shree Ram College, Delhi University and is also a post-graduate in Business Administration from the Indian Institute of Management, Ahmedabad.

In this connection, the Board is of the opinion that Ms. Mankar fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Ms. Mankar is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder, and shall not be liable to retire by rotation.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.9 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No.10**

Mr. Nilesh Bhaskar Sathe (DIN-02372576) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 Mr. Sathe is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority and has given his consent to act as a Director of the Company.



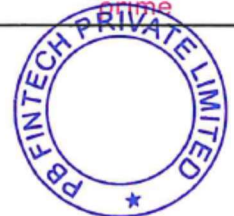
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Mr. Nilesh Bhaskar Sathe, was member, IRDAI Hyderabad from 2015-2019, during this period he headed Life insurance department along with legal, IT, HR, and admin for all four years and also headed Non-Life (General Insurance), Intermediaries, Surveyors, Health, Finance and Accounts, Inspection and Enforcement for over a year. Before joining IRDAI, he was CEO and Director of LIC Nomura Mutual Fund Asset Management Company for a period of three years. Before that he headed the Northern Zone of LIC of India as Zonal Manager, New Delhi as in charge of Marketing and Administration. He held various positions in LIC of India. He also worked with Bank of India and Canara Bank for over 5 years before joining LIC of India as a Direct Recruit Officers. He brings with him a rich experience of over decades in the Banking, Insurance & Mutual Fund Industry.

In this connection, the Board is of the opinion that Mr. Sathe fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Mr. Sathe is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder, and shall not be liable to retire by rotation.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.10 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

#### **Item No.11**

Ms. Lilian Jessie Paul (DIN- 02864506) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013. Ms. Paul is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by any other authority and has given her consent to act as a Director of the Company.

Ms. Lilian Jessie Paul is Independent & Non-Executive Director in Bajaj Consumer Care Limited. She founded Paul Writer (www.paulwriter.com), a marketing advisory firm in 2010. In 2019 that evolved into the Paul Writer Impact Network, India's first integrated B2B agency group. Her previous roles include Global Brand Manager of Infosys, head marketing for iGATE (now a part of Capgemini) and Chief Marketing Officer of Wipro Technologies. Jessie is an independent director on the boards of SQS India BFSI Ltd, and Royal Orchid Hotels. She is a graduate of IIM Calcutta and National Institute of Technology, Trichy.

In this connection, the Board is of the opinion that Ms. Paul fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Ms. Paul is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder, and shall not be liable to retire by rotation.



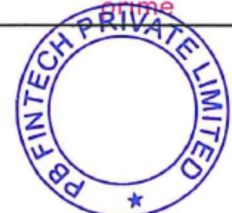
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The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.11 of the Notice for the approval of the Members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR PB FINTECH PRIVATE LIMITED**

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



**NAME: Bhasker Joshi**

**DESIGNATION: Company Secretary**

**MEMBERSHIP NO.: F8032**

**ADDRESS: Plot No. 119, Sector-44,  
Gurugram-122001, Haryana**

**Date: 03.06.2021**

**Place: Gurugram**

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