



September 01, 2023

To

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400051

BSE Limited  
Department of Corporate Services/ Listing  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

SYMBOL: POLICYBZR

SCRIP CODE: 543390

**Sub.: Annual Report for the financial year 2022-23**

Dear Sir/Madam,

This is to inform that the 15<sup>th</sup> Annual General Meeting (“AGM”) of the Company is scheduled to be held on Saturday, September 23, 2023 at 11:00 A.M. (IST) through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder read with General Circular Nos. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 10/2021 dated 23.06.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 20/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022, issued by the Ministry of Corporate Affairs, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, issued by SEBI and other applicable circulars issued in this regard (collectively referred to as “Circulars”).

Pursuant to Regulation 34 of SEBI Listing Regulations, we are enclosing herewith the following:

1. Annual Report of the Company for the financial year ended March 31, 2023.

In accordance with the aforesaid circulars, the Notice convening the 15<sup>th</sup> AGM and the Annual Report are being sent through electronic mode only to all the members of the Company whose e-mail addresses are registered with the Company / Depositories/Depository Participant(s).

The Notice convening the 15<sup>th</sup> AGM along with the Annual Report will also be uploaded on the Company's website at [www.pbfintech.in](http://www.pbfintech.in) and on the website of Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

The Company has decided to provide the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions (as set out in the AGM notice) to those members, who will hold share(s) either in physical or in electronic form as on Friday, September 15, 2023 (“Cut-off

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paisabazaar<sup>®</sup>.com

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prime

## PB FINTECH LIMITED

(Formerly Known As PB Fintech Private Limited/Etechaces Marketing And Consulting Private Limited)

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

Telephone No. : 0124-4562907, Fax : 0124-4562902 E-mail : [enquiry@policybazaar.com](mailto:enquiry@policybazaar.com)

Website : [www.pbfintech.in](http://www.pbfintech.in) CIN : L51909HR2008PLC037998



date”). The remote e-voting shall commence on Tuesday, September 19, 2023 at 09:00 A.M. (IST) and ends on Friday, September 22, 2023 at 05:00 P.M. (IST).

The above said disclosure will also be hosted on the website of the Company at [www.pbfintech.in](http://www.pbfintech.in).

You are requested to kindly take the same in your records.

Thanking you,

Yours faithfully  
**For PB Fintech Limited**

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**(Bhasker Joshi)**  
**Company Secretary and Compliance Officer**

**Encl.: A/a**

policybazaar<sup>com</sup>

paisabazaar<sup>com</sup>

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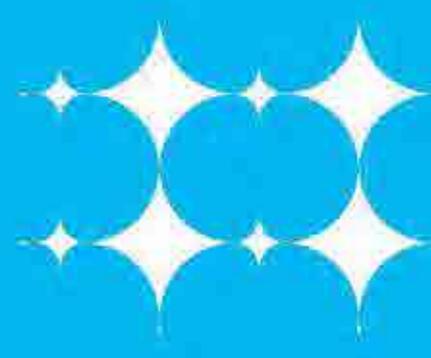
policy bazaar 

paisabazaar 

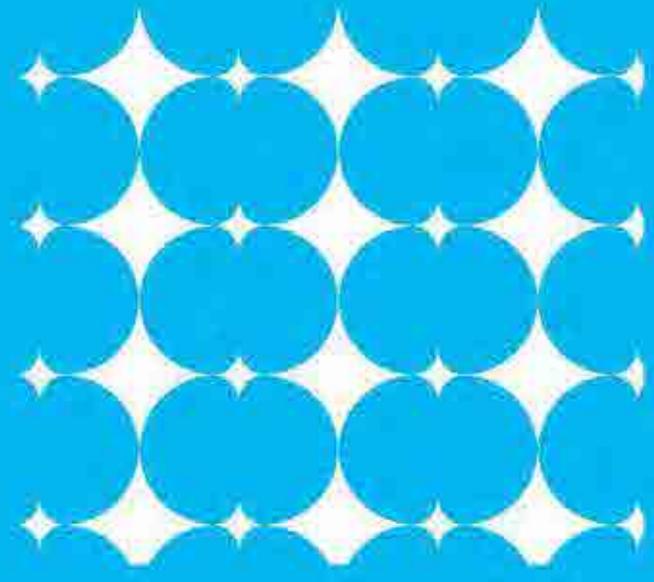


**PB Fintech Limited**

**ANNUAL REPORT 2022-2023**



**PB FINTECH** IS THE UMBRELLA ENTITY COMPRISING OF INDIA'S LEADING ONLINE MARKETPLACES, POLICYBAZAAR AND PAISABAZAAR, THAT OFFER END-TO-END INSURANCE AND CREDIT SOLUTIONS TO CONSUMERS. OUR PLATFORMS SIMPLIFY COMPLEX CHOICES, PRESENT PERSONALIZED SOLUTIONS AND ENABLE SMART FINANCIAL DECISIONS. WE LEVERAGE TECHNOLOGY AND DATA TO DRIVE PRODUCT AND PROCESS INNOVATION FOR OUR PARTNERS AS WELL FOR OUR OWN OPERATIONS. OUR BUSINESS MODEL BENEFITS FROM NETWORK EFFECTS RESULTING FROM CONSUMER-FULL, DEEP UNDERSTANDING OF RISK AND BEST-IN-CLASS SERVICE



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## **C FINANCIAL STATEMENTS**

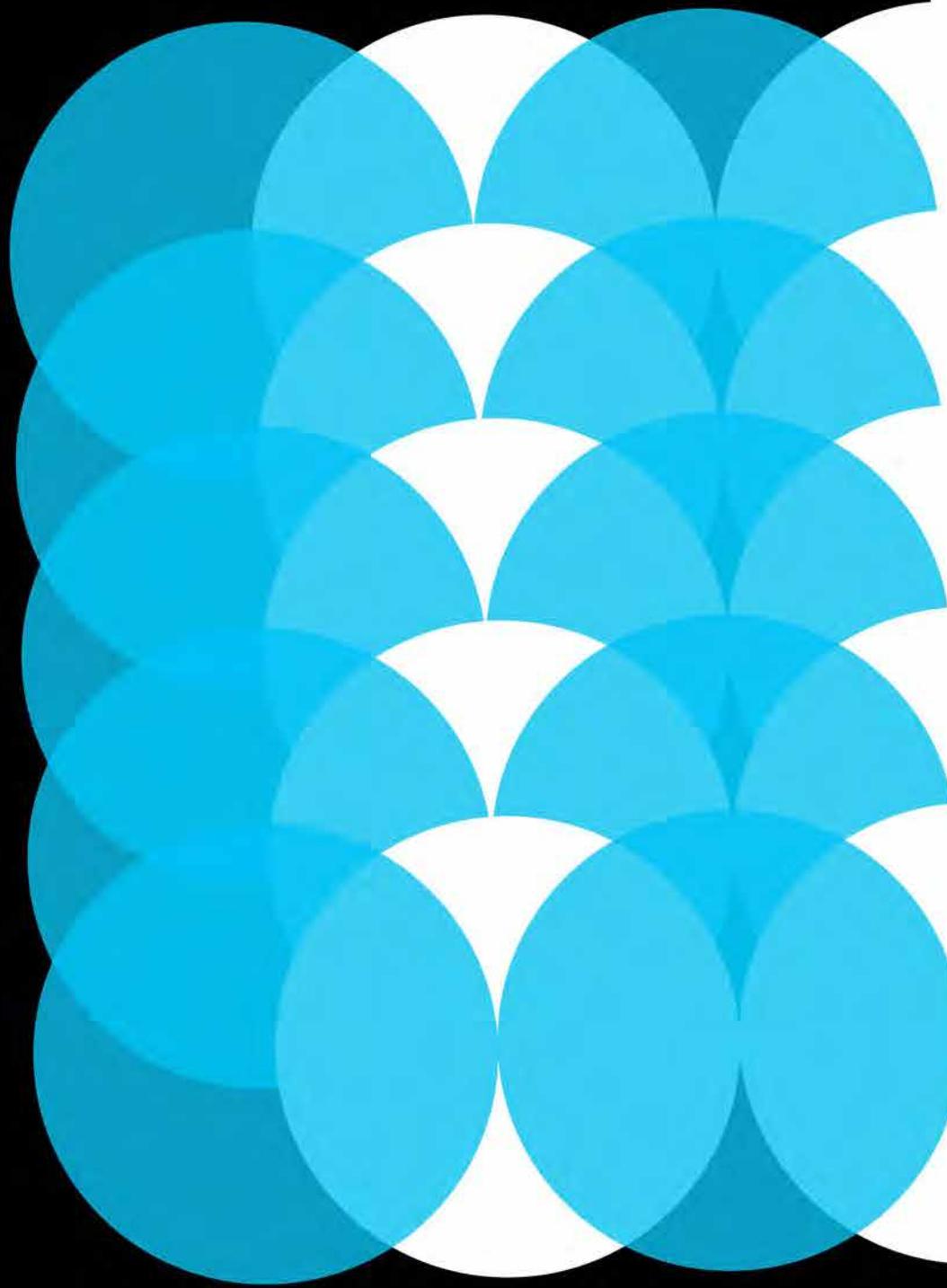
17	Standalone	160
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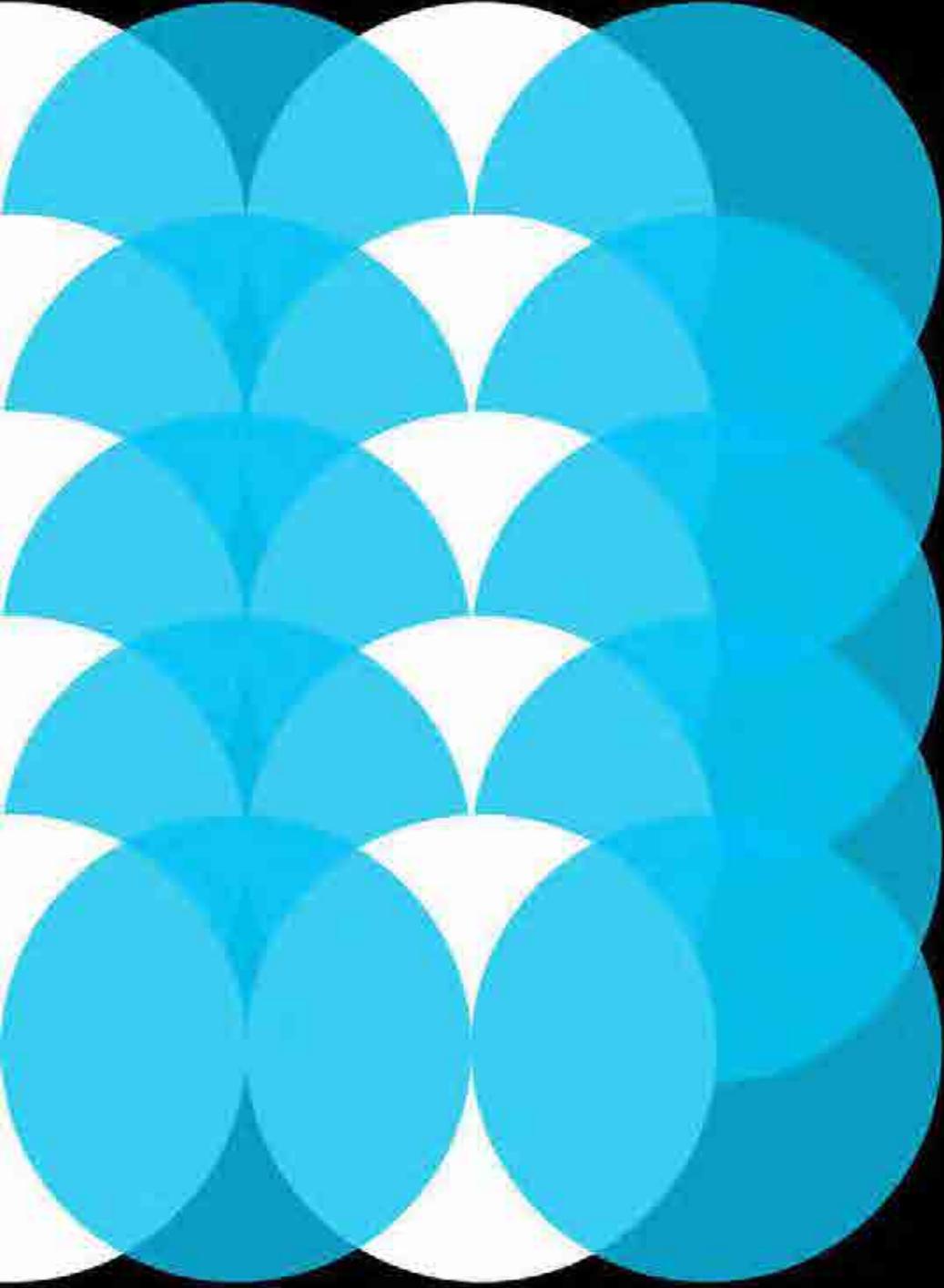


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### **Forward-looking statements**

Some of the information in this report may contain forward-looking statements, which include statements regarding the Company's expected financial position and results of operations, business plans and prospects, and so on. They are generally identified by forward-looking words, such as 'believe', statements are dependent on assumptions or the basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that the actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.





CORPORATE OVERVIEW

## The Network's Nucleus

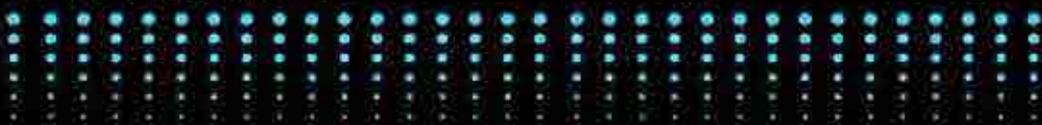
# 11,589cr

INSURANCE PREMIUM



# 11,619cr

LOAN DISBURSAL



# 3.5cr

CREDIT SCORE CONSUMERS



# About PB Fintech

**We have developed the largest online marketplaces in India for insurance and credit products, Policybazaar.com and Paisabazaar.com, and aim to provide end-to-end solutions to our consumers by leveraging technology & data capabilities, while acting as their trusted advisors.**

**We offer a wide range of product / solution choices that are customized to suit the consumers' needs. We aim to be the ultimate consumer champions, thus our advisory is fair and purely based on product-consumer suitability while being commission (or take rate) agnostic.**

The advisory is rendered through the quotes (choices) that are shown to the consumer on the web portals based on data-backed algorithms. These algorithms leverage data of 15 years of our experience with consumers as well as insurance & lending partners. We also provide sales assistance through telephone, video, chats and in-person appointments. We extend assistance throughout the post-sales process by facilitating a tech-enabled fulfilment experience. Our consumers trust us because we are available throughout the lifecycle: during renewals, upgrades, endorsements and claims processes. Our deep system integrations with our suppliers help us offer self-help features in our apps to consumers, and a large portion of queries & endorsements are completed in an unassisted fashion by them. Our strong grievance redressal mechanisms enable us to consistently maintain high customer satisfaction scores.

We have invested consistently in various modes of advertising, primarily through television brand campaigns to improve consumer awareness over the years. This has helped us become the first port of call whenever consumer thinks of insurance or financial products. We have access to varied consumer profiles and leverage them to generate insights which are uniquely available to us, thus act as an ideal partner for our suppliers to facilitate product & process innovation. We take pride in being the first movers in the industry for many technology driven transformations for our consumers & suppliers. Our aim is to constantly evolve the product solutions available for our consumers in line with their changing needs.

We have an asset-light capital strategy as we do not underwrite any insurance or retain any credit risk on our books.

# Milestones

2008

- ◆ Started insurance aggregation platform [policybazaar.com](http://policybazaar.com)
- ◆ Seed investment from Info Edge of ₹20 Cr
- ◆ First platform to focus on life and health insurance
- ◆ Policybazaar's first TV brand campaign- 'Ullu Mat Bano'
- ◆ Insurance web aggregator license from IRDAI

2013

- ◆ Launched credit aggregation platform [paisabazaar.com](http://paisabazaar.com)
- ◆ Initiated seamless consumer journeys using end-to-end integrations with partners
- ◆ Tele-assistance for sales and service
- ◆ Offered industry-first self video inspection on mobile app
- ◆ Reached USD 1 billion valuation with series F investment

2018

◆ **Transformed into a broker from a web aggregator**  
Broker license from IRDAI

◆ **Public listing on NSE and BSE**

◆ **Expanded operations to Mumbai, Pune, Bengaluru, Hyderabad, Chennai, Kolkata**

◆ **Built risk framework for price simulation and fraud detection**

◆ **Expanded physical presence in 125 cities** through in-person appointments offering sales, service and claims support in 12 languages

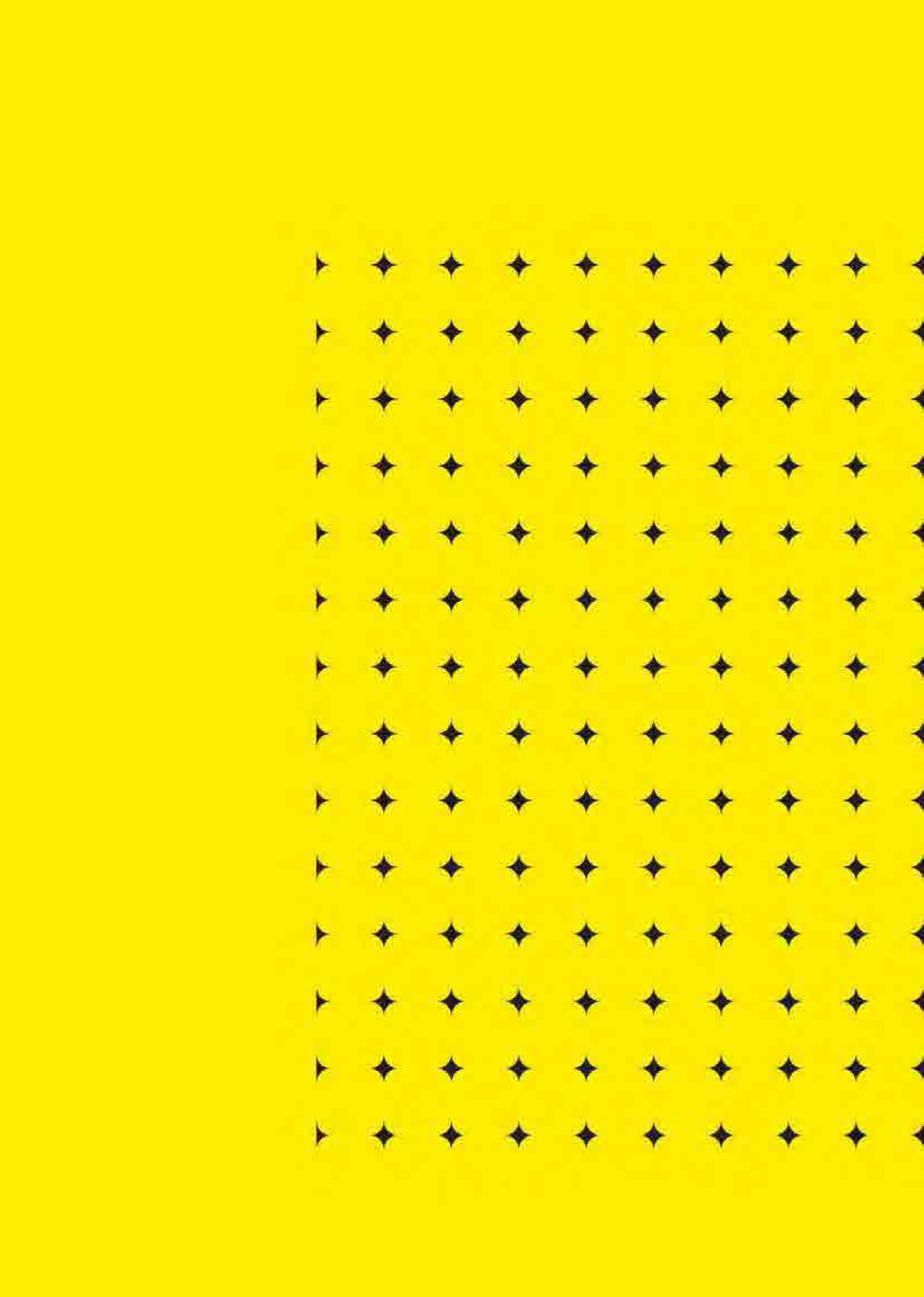
◆ **Core online businesses turned EBITDA (adj) positive**

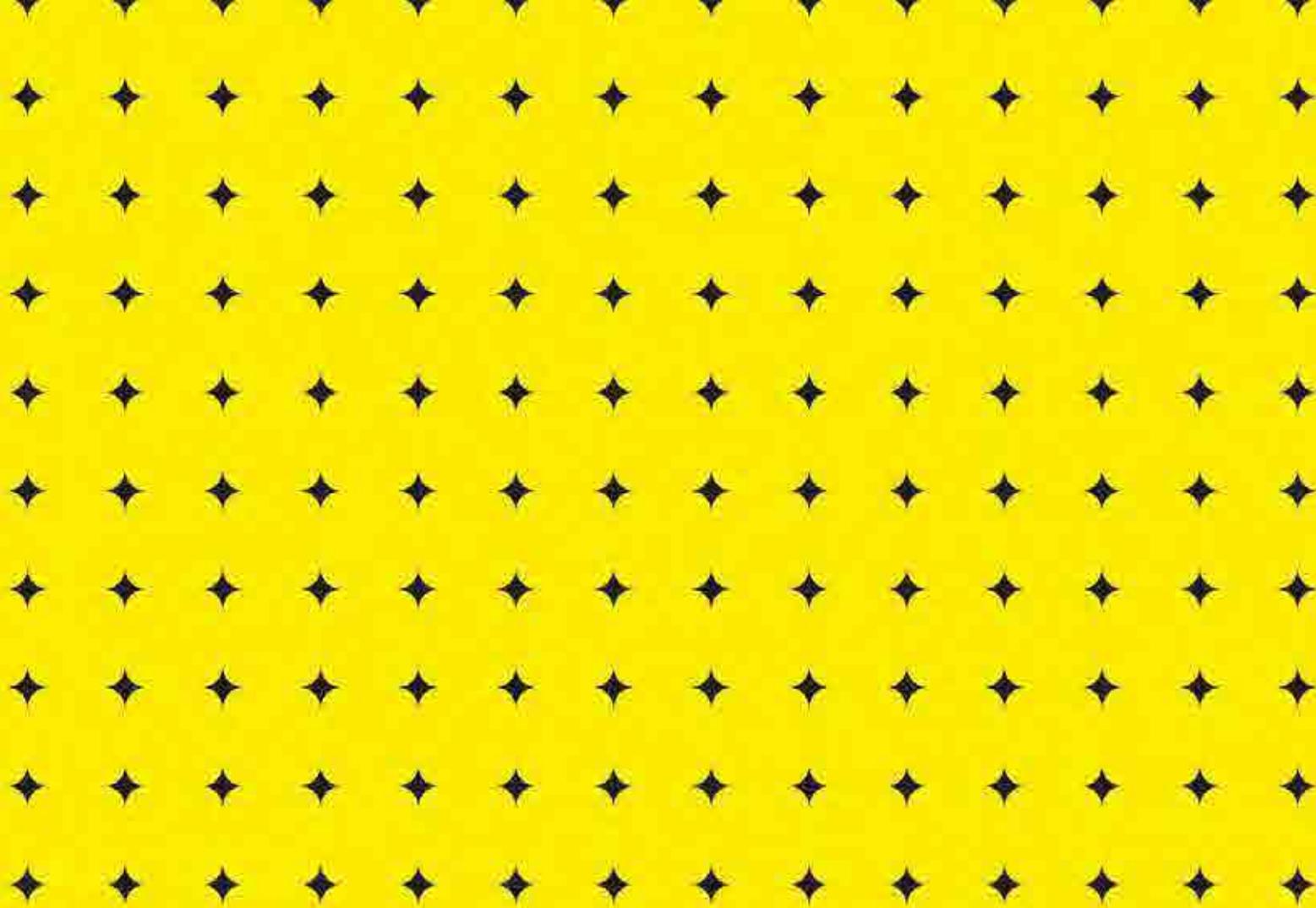
◆ **Expanded to UAE**  
Launched policybazaar.ae

◆ **Launched agent platform pbpartners.com**  
Leadership position within 6 months

◆ **Launched PB for Business Insurance for Corporates and SMEs**

2023





**PB FINTECH STORY**

## **Connecting the Dots**

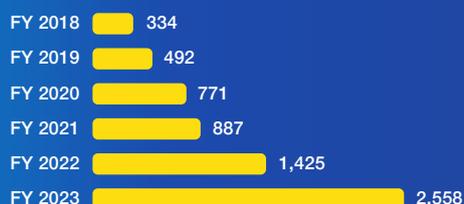
# Financial Highlights

50%

5 Year CAGR

## REVENUE (OPERATIONS)

(₹ crore)



49%

5 Year CAGR

## RENEWALS REVENUE

(₹ crore)

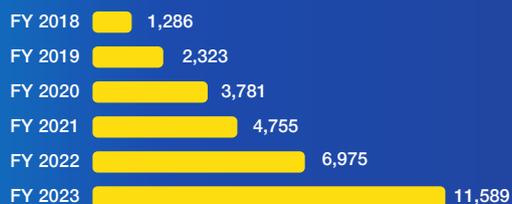


55%

5 Year CAGR

## INSURANCE PREMIUM

(₹ crore)

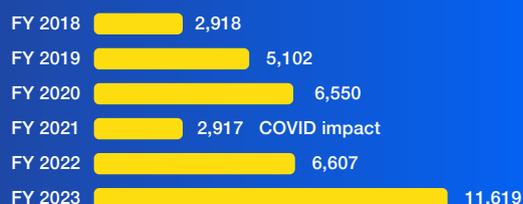


32%

5 Year CAGR

## LOAN DISBURSAL

(₹ crore)

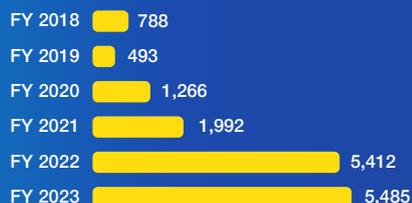


47%

5 Year CAGR

## NET WORTH

(₹ crore)



0

ZERO

DEBT\*  
(in times)

\*Debt-free company since Day 1

# Message from Founders

Dear PB Fintech Shareholders,

**Fintech landscape has evolved tremendously over the last decade and continues to transform at a fast pace. As India's leading platforms, Policybazaar and Paisabazaar, our interest spans across all the three legs of financial planning viz. protection, credit and investment. For all of us at PB Fintech, this means that we need to be cognizant of all the opportunities and the potential threats and have the right resource allocation, team and culture in place to navigate through this ever-changing environment.**

**Fintech is a very broad term being used today to describe everything from payments, risk management, distribution solutions, tech platforms among various things. At a basic level, a Fintech organisation is defined by the solution it offers, which can either be a product or a service offering. Both our platforms, Policybazaar and Paisabazaar, offer financial products to consumers who trust us with the best possible choice of products, a convenient way to transact and a world-class service.**

Our business has tremendous long-term tailwinds

1. India continues to grow at a fast rate with per capita GDP predicted to triple in the next few decades, thereby increasing the total addressable market for us.
2. With widespread and fast paced adoption of mobile phones and internet, online businesses have become mainstream in every domain.
3. The impetus provided to the digital economy by the government is conducive for businesses to deliver best-in-the-world offerings in the country.
4. The middle and upper-middle income class which we define as families earning ₹5 Lacs to 50 Lacs annually (US \$6k to \$60k) is likely to grow even faster. This demographic segment is highly aspirational and wants their children to do better than themselves, which

implies investing for them and protecting their dreams and aspirations.

5. India used to be a joint family / non-urban set-up a generation ago where adverse events were handled by family and relatives pooling in as they were our societal forms of insurance. Nuclear families are relatively a new phenomenon and with low insurance/ social security, there is an increasing realisation that death, disease and damage are omnipresent. COVID-19 further highlighted this necessity.

**Insurance spans a wide range of products, both personal and asset-based.**

**In the personal insurance category, protection products i.e. Health & Term Life Insurance have a unique proposition for the consumers, wherein they are essential purchases, however the best case scenario is for them to be never used. The nature of the products is such that it forces consumers to consider potential negative future events and demands a time commitment to understand the finer details of product at the time of purchase. These are not impulse / glamour purchases i.e. no one wakes up in the morning and thinks that they have to buy insurance, but the financial risk of death, disease or damage is to be protected against.**

**In this backdrop, our endeavour has been to educate the consumer about this critical need, which is worth a serious consideration, but not a happy purchase. It's bought out of serious consideration of risks, and takes time to sink in, as parting with money today for a future promise is hard. It has been 15 years of very serious communication and work that has led to the fact that today, when someone thinks of health or term life insurance, the journey invariably begins with policybazaar.com. However, that's just the start and it takes the consumer over 2-6 weeks to finally buy, and we attempt to stay with them during this journey and hope they finally buy through us.**

Our long-term vision is encapsulated in our tagline, which we first heard from the current IRDAI Chairman Sir, **“Har Family Hogi Insured”** (Every Family Will Be Insured), and we will not give up on that objective until it is met.



Our entire business focuses on helping customers at the time of dire difficulty like death, disease, and damage, or when they need credit. This has great social impact as we are the primary driving force in bridging India's insurance protection gap. As we say "ESG is not paid lip service here, it is our entire business."



In Insurance, "Absolute Trust" is critical, as the promise is complex and comes with its set of caveats. Miscommunication on product features and hidden costs, as well as lack of proper disclosure and in many cases, intentional fraud, are serious matters that do not allow the industry to operate comfortably. Technology and data are increasingly solving both these issues, but it's not a simple problem to solve. Both fraudsters and mis-sellers get smarter all the time. We have worked hard with our partners to ensure this is minimised, if not removed altogether. We believe that anyone who interacts with the consumer is the first line of defence against fraud and mis-selling, and we take pride in being amongst the best, with significant investments and focus in tech, data & voice analytics, facial & voice recognition and matching etc. We are crystal clear about the fact that we expect all our insurance partners to have profitability on all our book of business, and we expect them to do so using analytics and technology. We are happy to collaborate with each partner as much as they permit. Eventually it's this focus which helps us differentiate from other formats of distribution.

Lastly, the moment of truth is during claims. Today, we offer tech-enabled, on-ground claims support in all city tiers, to the extent that support is available within 30 mins at the hospital during an emergency. This, in our opinion, is a game changer, and as long as the consumer has been honest in their disclosure, we fight every corner to ensure the consumer gets their due claim. The initiative is a combination of technology and operations, but this is gaining serious consumer goodwill.

Naveen joined us in 2014 to create a platform for credit products, [Paisabazaar.com](https://Paisabazaar.com). Paisabazaar allows any individual to quickly understand the best offerings for his unsecured credit need along with the loan provider details, time to disburse, and credit terms. Paisabazaar works with 85+ partners ranging from big banks to NBFCs to new-age lending Fintechs. It turned profitable (at adjusted EBITDA level) since December 2022, and is now poised to grow these profits.

Our new initiatives will continue to be managed responsibly. We prefer "build" over "buy". This may not always be preferable in public markets as focus is higher on P&L costs vs Balance Sheet spends. However, we do not think that way and treat the company's cash reserves as our own money and would rather build, which provides organisational learning than buy something, which we eventually struggle to control as interests diverge. We are an objective-driven young team, which is transforming the industry as a force for good. It takes courage and time, and we are grateful for all your support.

We operate in a regulated industry and engage with the regulators on all matters. Since we promote insurance awareness, transparency, consumer research, superior disclosure and analytics, we expect the regulations to incrementally support us, as has been our experience over the last decade and a half. The direction is positive and is gaining momentum.

Our long-term vision is encapsulated in our tagline, which we first heard from the current IRDAI Chairman Sir, "Har Family Hogi Insured" (Every Family Will Be Insured), and we will not give up on that objective until it is met.

On our core businesses, every quarter we deliver approximately ₹50Cr more adjusted EBITDA than the same quarter previous year. This has been consistently happening with very little deviation and these numbers are becoming bigger. This implies incremental adjusted EBITDA of ₹200Cr a year and we see no reason of this slowing down. This will eventually make us a significantly profitable business.

## CORPORATE OVERVIEW

Within our core businesses, contribution margin on new business is positive and as we scale, this will continue to enlarge. The other significant source of profitability is the renewal business, which has predictable persistency and growth, based on our cumulative volumes. Together, these will add significantly to the profits. As time progresses, the investment in new initiatives will reduce and so will the ESOP charges (a large chunk of which we have already accounted for). All this put together gives us reasonable comfort about our future profitability. The focus is and must stay on business growth, and efficiency.

Most importantly, we are blessed to lead the team we have. We will lay out the core traits of our culture. Firstly, we have a culture to put the company ahead of oneself. This was always part mission, part business (though to sustain a mission you must have profits). This is an important trait and we discuss transparently whenever we feel a breach in this characteristic. We are transparent to a fault, and that truly sums it up. The other characteristics we cherish are patience, trust in team, yet urgency in execution. We have over 100 people who are over 10 years old in the company, but we have an equal ability to infuse new talent, visibly displayed in the number of new people leading serious change projects (we classify under 5 years as new). Carrying the vintage with fresh blood is always a challenge and we are increasingly getting very good at it.

Our entire business focuses on helping customers at the time of dire difficulty like death, disease, and damage, or when they need credit. This has great social impact as we are the primary driving force in bridging India's insurance protection gap. As we say "ESG is not paid lip service here, it is our entire business."

We believe in thinking long term, while delivering short term. We are grateful for your support that allows us to keep building towards our eventual mission of "Har Family Hogi Insured".

Best wishes,  
Alok, Yashish

The Policybazaar model is designed to be a virtuous circle where we onboard customers by creating awareness about the need for insurance and subsequently provide them with a seamless experience throughout the product lifecycle, thereby ensuring that they not only keep coming back to us for all their insurance needs but also recommend the company to their friends and family.



# Message from President Policybazaar

At Policybazaar, it is our mission to help the Indian middle class protect themselves from the financial impact of the three Ds - death, disease and damage. Over the last 15 years, we have worked relentlessly towards this mission. I am pleased to report that over the last 5 years, our company has helped protect about 13 Lacs households through Life insurance and 26 Lacs lives through health insurance. Fiscal year 2023 was an excellent year for the company in which premium grew 66% to ₹11,589 Cr from ₹6,975 Cr in the previous year coupled with enhanced underlying economics. Core business premium grew at 48% with an EBITDA of ₹118 Cr, up ₹185 Cr over last year. It was particularly heartening to see the strong growth of the Protection (Term and Health insurance) and Savings businesses. Our new initiatives, PB Partners and PB for Business also exhibited strong growth momentum. Premium from these initiatives grew 2.5 times over last year and profitability metrics improved sharply. The year gone by was marked by accelerating expansion, innovation, and strengthening of our brand promise and consumer-centric, pull-based business model.

The Policybazaar model is designed to be a virtuous circle where we onboard customers by creating awareness about the need for insurance and subsequently provide them with a seamless experience through the product lifecycle, thereby ensuring that they not only keep coming back to us for all their insurance needs but also recommend the company to their friends and family.

Building "trust" in insurance is key to driving insurance penetration. We conducted a nationwide consumer insights study - 'How India Buys Insurance'. The study covering 3,327 respondents across tier 1, 2 and 3 cities brought to light several interesting conclusions with industry-wide ramifications. 80% of the respondents told us that they started thinking about insurance purchase after talking to people they trusted (friends/ family/ a known agent). To our delight, 80% of all respondents said that they turned to online channels for research and policy comparison. This notwithstanding, a significant majority ended up making the purchase offline.

At Policybazaar, we recognise that this confluence of online and offline is intrinsic to how our customers want to buy insurance. Our Phygital strategy launched 18 months ago was designed to blend both the physical and digital worlds to fulfil the lofty but achievable goal of insurance for all Indians. While consumers research products online, they appreciate the ability to meet our well-trained advisors in person, in the comfort of their homes and offices. Not surprisingly, our physical salesforce continues to gain momentum and now accounts for almost 20% of our new premium in life and health insurance. Our advisors serve consumers in 125 cities while speaking in 12 languages, leading to a better conversion.

Our company's pull-based model has significant benefits for our insurer partners. Over the years, we have empirically established that consumers who conduct their own research and buy, have higher disclosure levels and lower churn. This leads to better quality of business (lower claim rates, higher renewal rates) for our insurance partners. Our consumers in turn get a better level of service and in many cases, higher claims settlement ratios from insurers.

We also pride ourselves in collaborating with our insurance partners in driving innovation in the industry. We work closely with them to spot new opportunities, unserved market segments and unmet customer needs. Over the last year, we have helped our insurance partners design and launch several industry-first products like term insurance for homemakers, day-one health insurance for customers with pre-existing diseases, savings solutions with guaranteed income plans and usage-based motor insurance.

Technology and data are at the heart of everything that we do at Policybazaar. Given that we are the first point of contact for consumers, we have built a rich dataset with digital variables that are exclusive to Policybazaar. In addition to enhancing our technology infrastructure, we continuously deploy emerging technologies including AI, Machine Learning, NLP and face/voice biometrics to mine this data to serve our customers better and help our insurer partners in preventing fraud. Generative AI has taken the world by storm, and we have started leveraging this exciting new technology to deliver enhanced customer experience. The deep behavioural insights that this technology can derive from consumer interactions has the potential to further improve conversion and drive operational efficiencies.

Our new initiatives are just completing their second year since launch. PB Partners, our dedicated platform for insurance agents, strengthened its leadership position, and PB for Business, providing insurance solutions for large corporates & SMEs, remained the fastest growing corporate insurance business in the country. We continue to balance growth and investment in these initiatives, and both are poised to deliver strong results in the years ahead.

At Policybazaar, we are blessed to have a committed and dedicated team. Our ten thousand strong team works round the clock to further our mission of insuring Indians and ensuring that they are serviced seamlessly especially when they need to make a claim. Our CORE (Courtesy, Ownership, Resilience, Empathy) values form the bedrock of our interactions with both customers and partners. We have claims capability in 114 cities and offer a 30 minute service promise to reach the hospital. Our CSAT scores continue to improve and stood at 88% as we ended the year. We take special pride in thousands of messages of appreciation that we get via email, social media mentions and calls every month.

We are cognisant of the fact that these are still early days for insurance in India with low levels of penetration. There is need for both more households to be protected and for each household to have adequate amount of protection. Reputed industry studies put the protection gap at 83% in Life Insurance and 97% in Health Insurance. This is a multi-decade opportunity and we have just got started on this very important journey. Our market position is strong and we are fully committed to realising the potential of insurance in India.

I would like to extend my sincere gratitude to our consumers and insurance partners for their trust and confidence in us. I would like to thank our regulator, IRDAI, for their continued guidance and support. The Policybazaar team works hard day in and day out – I would like to thank them for their continued efforts and dedication.

A special word of thanks to you, our shareholders, for your trust and look forward to your continued support as we partner the industry to help shape the future of insurance in India.

Regards,  
Sarbvir

# Message from Co-founder & CEO Paisabazaar

Dear Shareholders,

India today stands as one of the most exciting markets in the world. We have emerged as one of the fastest-growing economies. And with over 65% the total population under the age of 35, we are also a young and vibrant country. India's financial services market too has witnessed a strong upsurge across segments and geographies in the last few years. Within financial services, lending is at an exciting cusp, with some key aspects emerging clearly:

- India is a large market already, with the retail consumer credit market at a significant large scale at about ₹8 lac crores of Personal Loans and 2.5 crores credit cards disbursed / issued on an annualized basis.
- But it remains underpenetrated. For a population of over 140 crore, the reach of formal credit continues to be low. Only 5% of the population holds a credit card. Our household debt to GDP ratio is below 15%, signifying severe under-penetration of credit. Mature markets like US, China and UK are well over a 60% ratio.
- The lending industry has witnessed steady growth, growing at around 15% CAGR and this growth rate is likely to continue over the next 4-5 years. Increased digitization would lead to reduced acquisition costs along with higher efficiency in risk assessment and lending decisions, resulting in more inclusive growth for the industry.
- Rapid digitization would boost digital lending. According to a Google Temasek & Bain Report, digital lending currently contributes 12% of the industry's total unsecured loan disbursements, and is expected to reach 40% by FY 2030. So, while the total unsecured lending market is expected to grow at around 15%, digital lending will grow much faster at a CAGR of 34% for the next few years, becoming an even more significant part of the consumer credit market.
- The new data ecosystem is also going to help the industry expand with more accurate underwriting models coming into play, at lower costs. India's data-rich ecosystem, powered by credit bureaus, Aadhaar, GST and Account Aggregator, would not only streamline lending processes but also empower the industry to cater to the needs of the traditionally credit-starved segments, driving inclusion.

With that context, we, at Paisabazaar, aim to play a pivotal role within the fast-evolving lending industry. Right from inception, we have remained 'consumer focused', building a number of core value propositions that define our fundamental DNA as a consumer platform. Paisabazaar has been built as a platform for India that offers wide choice with 65+ partners, neutral comparison, unbiased and accurate advice along with end-to-end assistance. With strong partnerships in place, we have focused on deep segmentation, which enables us to cater to consumer segments across salaried, SME, super-prime/prime, sub-prime and new-to-credit population, offering accurate and personalized lending solutions.

We are also very proud of our credit awareness initiative, which has helped over 3.5 crore consumers check, track and build their credit score.

We, at Paisabazaar, aim to play a pivotal role within the fast-evolving lending industry. Right from inception, we have remained 'consumer focused', building a number of core value propositions that define our fundamental DNA as a consumer platform.



## CORPORATE OVERVIEW

### Creating a healthier business in the post-pandemic world

Covid-19, which was a rude jolt for the entire lending industry, also helped us re-shape our business for the long-term. In the last 3 years, we have solely focused on our core credit products, strengthened our digital capabilities and built end-to-end digital processes.

The pandemic provided us with a couple of clear insights. The first one was the need to build end-to-end digital products that offer superlative consumer experience and lead to higher adoption. And with progressive regulations coming in, the time for digital credit products had clearly arrived. Second, as a distributor, the importance of building trail revenue became evident, when we saw a sharp fall in our revenues as Covid-19 hit.

Since the pandemic, we have focussed on our co-created strategy, building a robust pipeline of first-in-market and best-in-class products that create long-term value for the organization. Our co-created strategy has been designed to - expand the market and serve more consumers (as enabled by our Step UP Credit Card), offer a seamless digital experience both during and post-acquisition leading to higher engagement, create innovative products like our Duet Credit Card and Credit Line products, put the brand in the customer's pocket and crucially, create trail revenue streams, equivalent to renewal streams in insurance. The co-created strategy puts more of our skin in the game as revenue is linked to spends, and also builds a healthy back-book from the future perspective, making us more robust as a business.

### Scaling for the future with focus on long-term growth & profitability

We are proud to have served varied segments at scale, where 9% of all consumers in the country, who are looking to access credit, visit Paisabazaar first. Our business has scaled to reach over ₹15,000 crore of loan disbursements and 5.3 lac credit cards issued, on annualized basis, growing at 50% annually. Our aim is to consistently grow at 2-3X the industry growth.

As we enter our next phase of growth, Our strategy would continue to evolve, keeping our consumers and their needs at the core of everything we do. We believe our innovative co-created products in Personal Loans and Credit Cards would contribute to over a third of our business volume, purely on the basis of superior products and stronger consumer experience. We are also now profitable which elevates us into a rare league of profitable B2C Fintechs in India with large scale, consistent growth and brand trust.

In the end, I would like to thank all our consumers and partners for their trust, confidence and goodwill. In February, Paisabazaar would complete 10 years and we are extremely proud of the people and culture we have built over the decade. A testimony to that is the fact that we have over 200 employees who have been part of the Paisabazaar journey for over 5 years and counting. I would like to thank them and the rest of the Paisabazaar family for their contribution. I would also like to extend my gratitude towards the regulator for continuing to make progressive regulations that has encouraged digitization and helped strengthen the lending industry.

Warm regards,  
Naveen



Both the Insurance and Credit marketplace businesses have grown well, leading to an 80% growth in consolidated revenue in FY23 over FY22. Our profit signatures are getting stronger with core business EBITDA (adjusted) being positive for the last 5 consecutive quarters. Our new initiatives are also scaling up with a focus on gaining sustainable critical mass.



# Message from CFO

## Dear Shareholders

Financial Year 2022-23 has been a pivotal year for us. Both the Insurance and Credit marketplace businesses have grown well, leading to an 80% growth in consolidated revenue in FY23 over FY22. Our profit signatures are getting stronger with core business EBITDA (adjusted) being positive for the last 5 consecutive quarters. Each of the core businesses, the Insurance and Credit Marketplace, exited the last quarter of the financial year with a positive EBITDA (adjusted) margin and continued to grow further. Our new initiatives are also scaling up with a focus on gaining sustainable critical mass. We now cover more than 15,000 pin codes in India through our point of sale and phygital network which enhances our network at scale and our positioning as a trusted and default search engine for insurance and personal credit products in India. Our brand along with a mix of online and physical reach, integration of technology, expanding customer services, and claims handling capabilities makes up for a strong moat.

During the year, RBI granted an in-principle LOI for an Account Aggregator license. We are in the process of determining and implementing the most efficient approach to set up infrastructure and process to enable the finalization of the Account Aggregator license.

Growth in new and renewal business aided by business efficiencies allowed us to reduce our losses significantly. With our PAT loss being in the single digit for the last quarter of the financial year and a very low cash-burn, the stage is set for us to turn sharp corners.

Our commitment to deploying innovative solutions and technologies has helped us offer a wide choice, transparency, and the ability for consumers to research and access insurance and personal credit products offered by our insurer and lending partners. Our advanced technology solutions are helping our partners handle some of the key complex issues, such as disclosures, fraud detection, and risk assessment. Further, investment in brand, technology, new initiatives, and relationship with our partners helps us to provide unique offerings and experience to customers to make an informed decision.

The Financial Services sector (including insurance) has witnessed a rapid pace of regulatory development and continues to evolve further. Advancement of the regulatory framework along with the significant reach of India Stack (public digital infrastructure) is an acknowledgment of the impact of digital and online businesses on a growing economy. The development of enabling regulations and policies addressing data privacy and cyber security will further enhance consumers' confidence in technology-led businesses. Our company will continue to invest and equip itself with the latest relevant technologies and processes in information security to ensure effective custody of customers' trust with us.

It is said that what gets measured gets done. In May 2021, SEBI mandated certain listed companies to report on 9 broad principles of Business Responsibility Sustainability Reporting (BRSR) in specified temp. Accordingly, the Company also presents its first Business Responsibility and Sustainability Report (BRSR) in this Annual Report. This report emphasizes the core nature of our business in line with our tagline, "Har Family hogi insured", i.e. financial protection and inclusion of the masses. The impact may be noted in terms of reach and depth of protection business across demography, geography and we expect that BRSR to mature with the evolution of standards as well as practices over a period. BRSR assurance that may be mandated from the next financial year onwards will also help in a deeper understanding of such reports across industries.

As we progress into the next financial year, we cannot thank our customers, stakeholders, and partners enough for the trust they have in us.

Regards  
Mandeep

# Policybazaar Platform

**Our flagship platform Policybazaar.com is an insurance market place focused on the Indian middle-class families buying protection against the three Ds (Death, Disease and Damage).**

This journey began in 2008 as we realized that insurance distribution was facing challenges from both ends: consumers as well as the insurance partners. For the insurers, the cost of physical distribution was high and lack of data from the consumers was hindering risk assessment, thus leading to blanket portfolio underwriting rather than customized product pricing. The human intensive operations had a massive scope of overhaul with the use of technology.

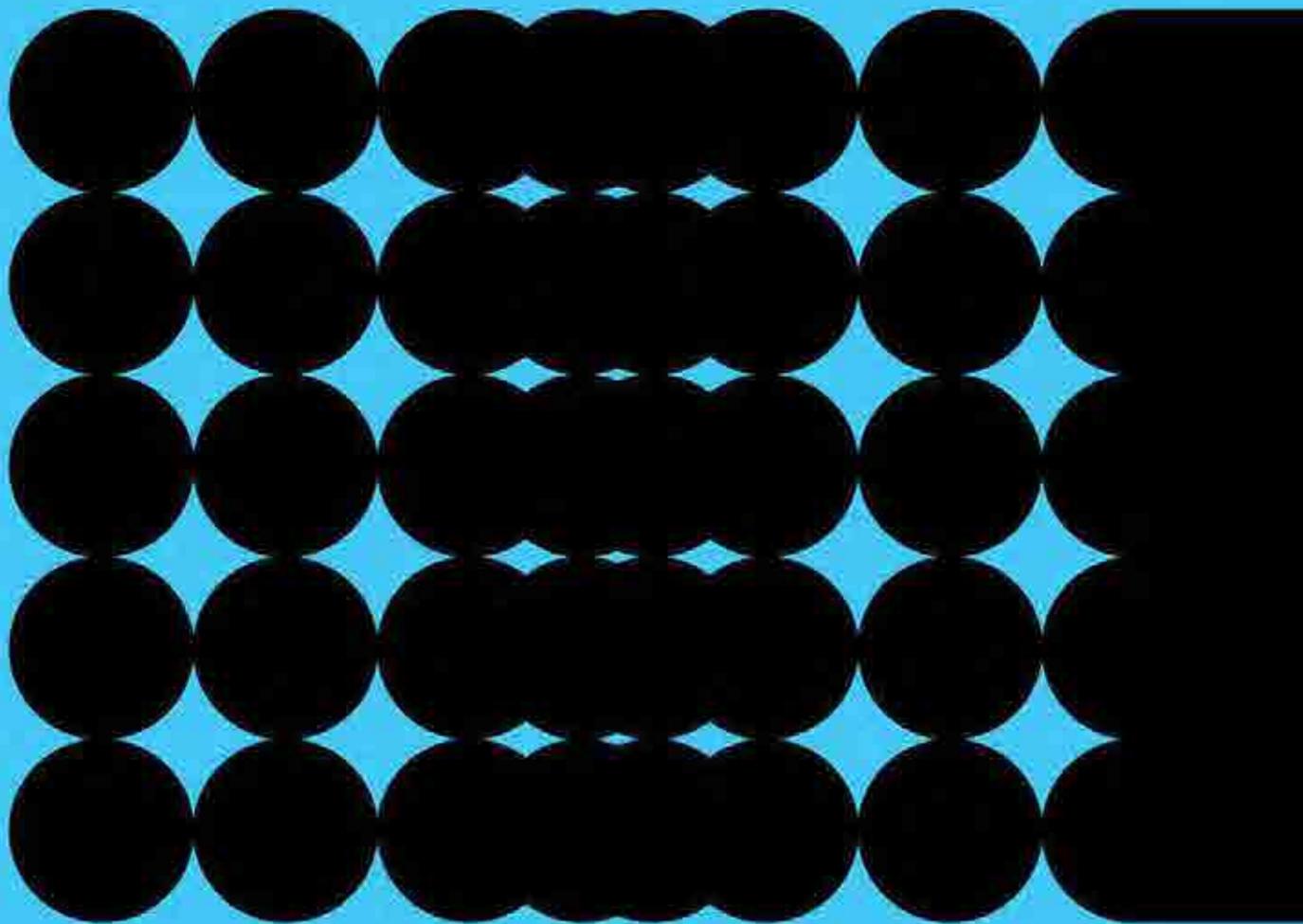
For the consumers, there was an opportunity for a distributor to make the process of product discovery transparent thus ensuring efficient (consumer-centric) products to be made available. The purchase mechanism could be modernised with use of technology. We started offering comparison of motor insurance products from different insurers to help our consumers save money. There was value to comparison. This marked the beginning of our distribution based model, to which we gradually added sales assistance, servicing and eventually claims support, thus completing the whole insurance value chain from the consumer viewpoint.

Simultaneously, we kept engaging deeply with our insurance partners to transform legacy processes to suit the needs of the online consumer who is typically used to instant gratification. Today, we provide our insurance partners with access to our consumer base along with deep behavioral and data insights. This helps with risk assessment and underwriting variables, allowing new product creation. Therefore, we are able to offer the best product and combo solutions possible to our consumers. We also provide operational process insights to our partners to increase efficiency, reduce TATs, improve risk-assessment and detect frauds.

Throughout our journey, we focused on being consumer champions while leveraging the power of technology & data. Our proprietary technology solutions (including but not limited to the CRM systems that our advisors use while assisting the consumers, the booking management systems, the dialer, and advanced voice / facial biometrics & analytics solutions), have stood the test of time and scale. This approach of creating and continually enhancing proprietary systems has helped us stay agile & nimble, especially during challenging times like COVID-19 when we were able to switch to Work-From-Home mode overnight for the entire organization while ensuring similar productivity levels.

Our platform provides a uniform & convenient experience to our consumers for research and purchase of insurance policies using the website, mobile site or mobile application, while simultaneously offering an option to be assisted through telephone, video-call, chat, or in-person appointment.

The post-purchase processes are also facilitated by using technology, for instance, if a motor vehicle has to be inspected in-person for a motor insurance policy to be issued, the same is done by the consumers by creating a video on our mobile app, thus significantly reducing the turnaround time for the transaction from days to a few minutes and reducing human-intensive operations. Similarly, on the health and term insurance side, scheduling/re-scheduling of medical check-ups, and document collection is done using an online mechanism. The same mobile apps are also utilized for cross-product category purchases, renewals, endorsements, cancellations, refunds and claims.



## SIMPLIFYING INSURANCE

### Challenges faced by the insurance industry

• Human intensive operations

• Dependence on high cost physical distribution

• Information asymmetry

• Blanket portfolio underwriting

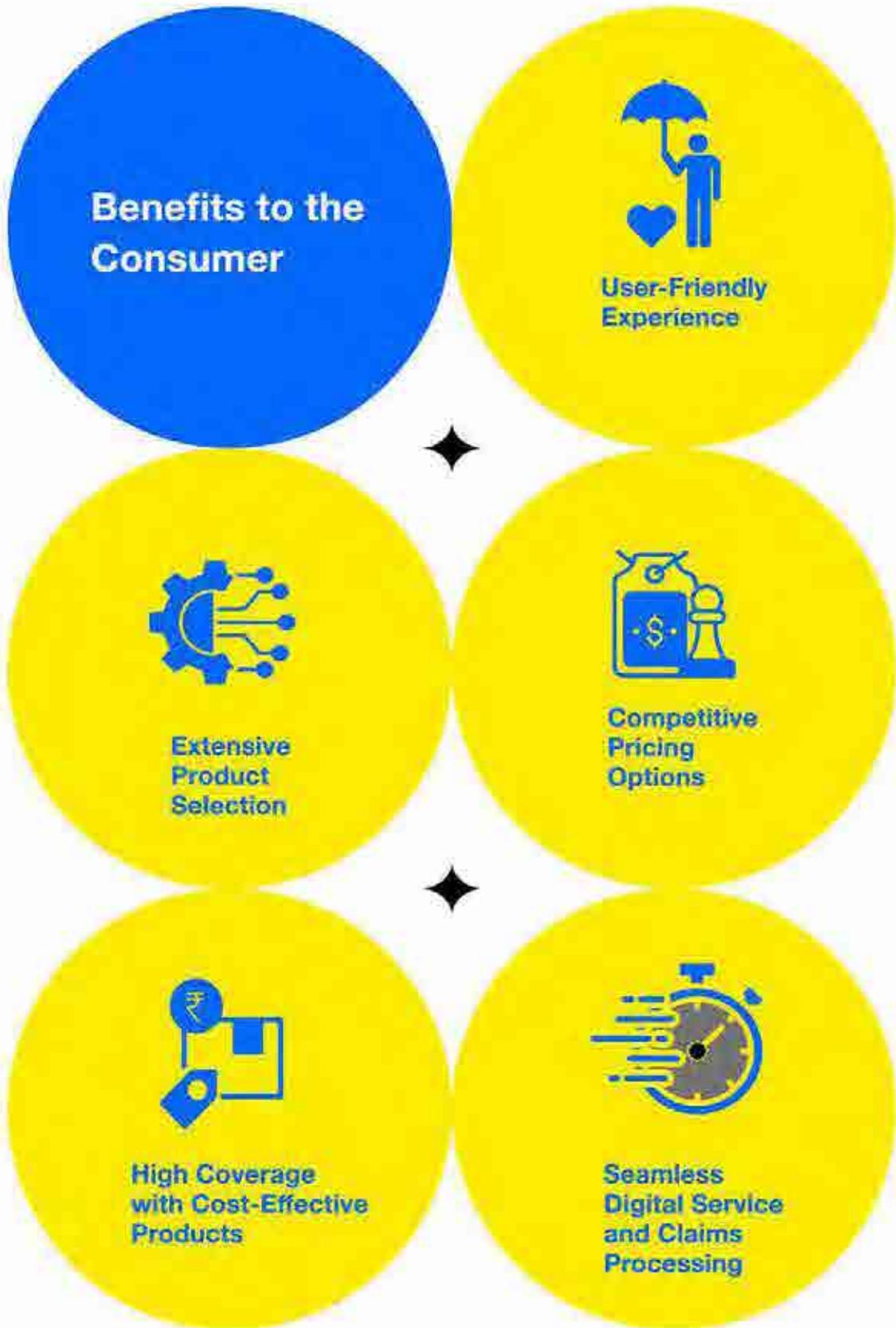
### Our offerings

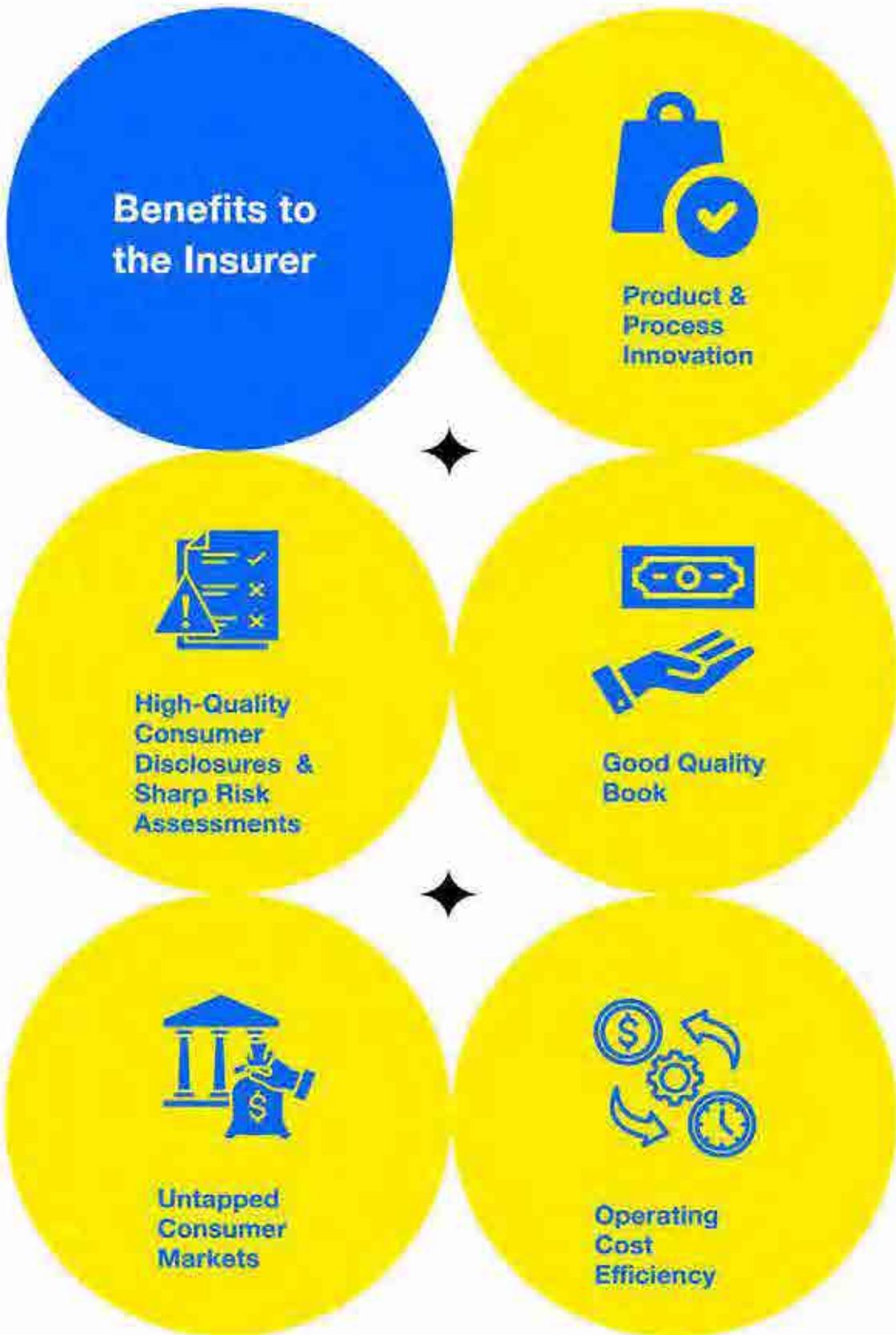
- Tech-enabled processes
- Data-backed innovation

- Digital distribution
- Sharp risk assessment

- Product & process transparency for consumers
- Risk transparency for insurance partners

- Data-based customised underwriting
- Digitised & personalised claims experience





## Our Business Model

Our business model has evolved over the years from just being a distribution-led entity to now one which captures the entire insurance value chain.

Owing to our investment in consumer awareness campaigns for years, today we have become the de facto search engine for a consumer searching for insurance in India. This is evident from the fact that over 80% of our business comes from consumers coming directly to our platform.

Insurance is a trust product (trust that the claim will be paid when there is a need) and in most cases it is a multi-year contract, and buying decisions are typically made after deliberation rather than impulsively. Thus it is a “considered purchase category” and not just an “attachment product category”. The inbound consumer who is searching for insurance has a higher intent to research and buy. Direct enquiries also mean high disclosure rates about risk i.e. existing diseases, hereditary illnesses, accurate body-mass index, financial documents etc.

This culminates into

1. higher operational conversions for us, the distribution platform because of higher intent of the consumer
2. lower loss ratios and better mortality experience for the insurance partners because of the right risk-assessment, due to good disclosures and eventually
3. higher renewal rates/persistency and lower lapse rates because the consumer has researched the product well before buying and knows what he/she has bought

The vast amount of data insights help our insurance partners with creation of customized products for different kinds of consumer profiles, thus helping us offer unparalleled advisory in terms of solutions with best product suitability. This further ensures consumer stickiness.

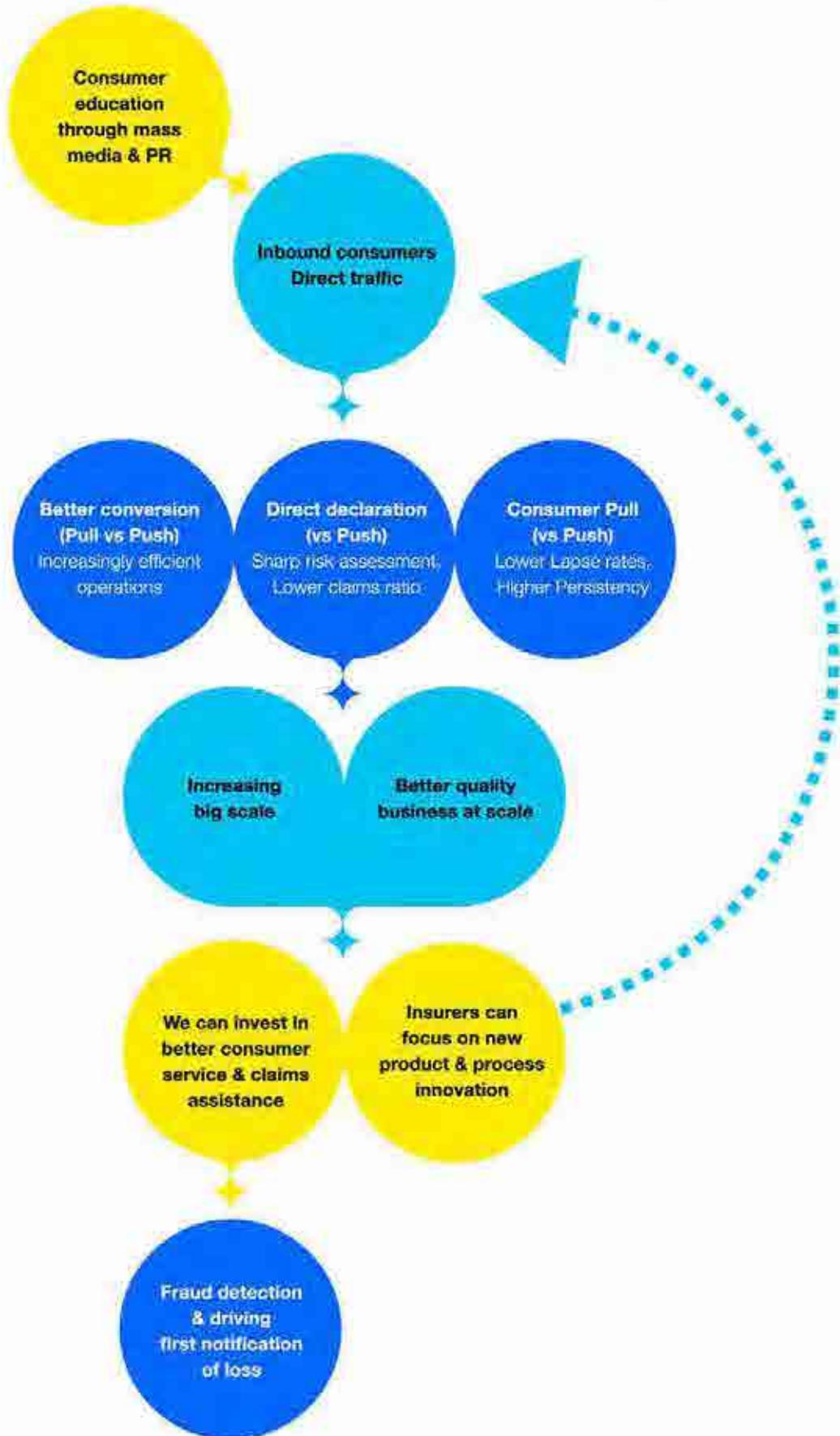
On the other hand, sharp risk assessment & fraud detection help our insurance partners in creating good quality business while building scale, thereby incentivising them to align/modify processes for a superlative consumer experience. Again, this leads to more direct consumers for us. This is the virtuous flywheel of the business model.

In a recent survey conducted, it was revealed that more than 85% respondents were aware about benefits of insurance, however only 25% bought.

The 3 main reasons revealed for the inertia to purchase were recognized to be:

1. Affordability (high premiums/lack of sufficient funds)
2. Difficulty in understanding the product and cumbersome process
3. Procrastination (lack of urgency)

Policybazaar addresses all these issues by offering unbundled products, jargon-free advisory, tech-enabled processes, and consistently investing in awareness campaigns.



## The Phygital Approach

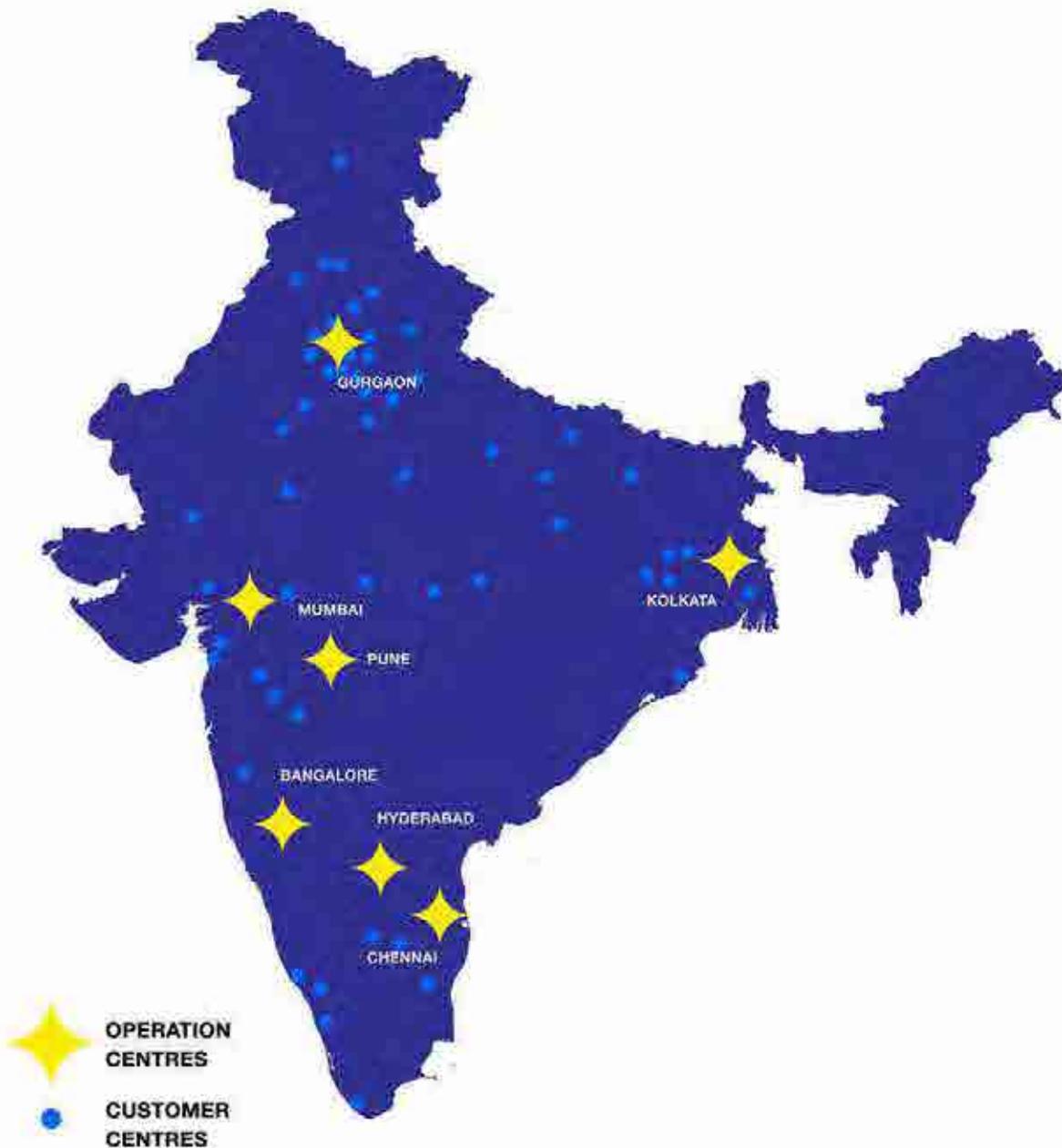
Insurance is a trust-based product; trust that the claim will be paid when the need arises and in-person engagement plays a massive role in creating that trust.

After we received the insurance broker's licence, we started offering in-person appointments by expanding our physical presence.

We noticed an increased conversion as well higher average ticket size, thus an increased average insurance premium per enquiry, which is a critical indicator of the operational efficiency of the channel.

New insurance premium per enquiry reached ₹1,754 in quarter four of the year ended March 31, 2023 from ₹1,210 in quarter one of the year ended March 31, 2022, marking a 45% jump within eight quarters.

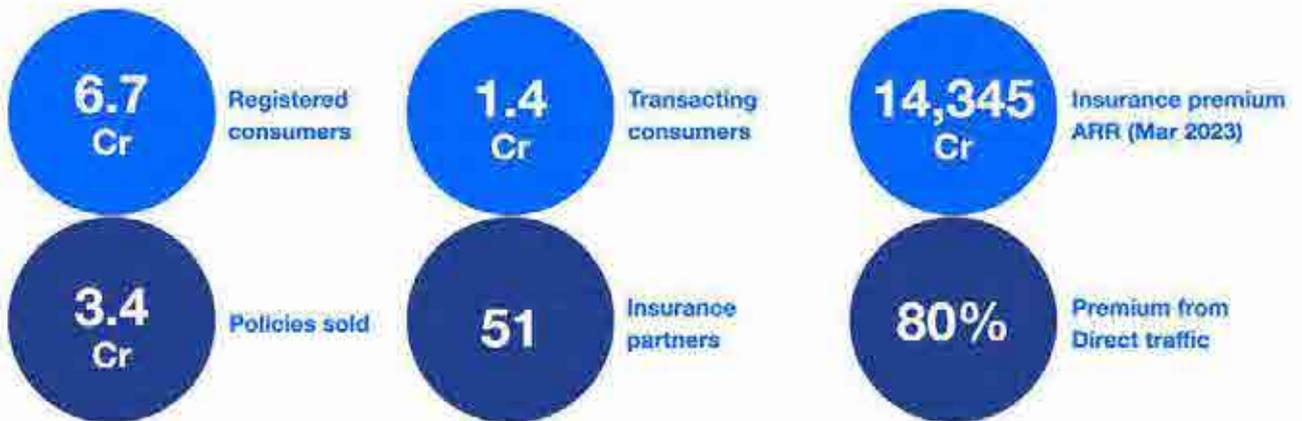
We offer in-person sales support in 125 cities and on-ground claims assistance in 114 cities in 12 languages. As of March 31, 2023, we had 77 insurance centres in 55 cities. This omni-channel presence is not just helping in improving efficiency but also strengthening the brand.





- Trust is the most important factor in insurance
- Physical meetings (human touch) with consumers helps in trust building
- PB experience extended from telephone, video call & chat assistance to include in-person engagement to human-touch & physical accessibility
- On-ground sales, service and claims assistance in 125 cities
- Support available in 12 languages
- 20% of new business is through the physical channel in life and health insurance

**KEY HIGHLIGHTS**



## Product offerings & innovation

We provide a wide of insurance products from 51 insurer partners to our retail consumers

These are categorized into three categories:

- 1 **Protection products:** health insurance, term insurance
- 2 **Compliance-led products:** motor insurance, travel insurance
- 3 **Savings & investments products**

We offer unbiased, commission-agnostic advisory for product solutions. As we receive insurance enquiries of varied profiles, and our historical data & claims experience feeds back into our algorithms, we are able to run complex matching processes to find the most suitable product. The data insights, as shared with our insurance partners, further help in creating targeted products.

Increasingly, we are able to offer solutions at both ends of the spectrum:

- **unbundled products which have a better price point**
- **solutions which combine multiple products from the same category or different categories**

This is a unique offering by us as distributor which has been tested to work at a scale. Our data insights on the product as well as the process sides help us create joint research labs in collaboration with our insurance partners, thereby aiding unparalleled innovation.

### Protection products

#### Health insurance



from



Our health insurance portfolio offers a variety of plans for individuals in different phases of life. We provide coverage for healthy people, individuals with pre-existing conditions, and senior citizens.

Each of our special health insurance products offers a comprehensive range of benefits to consumers, ensuring they receive extensive coverage and peace of mind.

Some of the key features include:

- a Room Rent Waiver
- b Hospital Cash Benefit
- c Critical Illness Cover
- d Personal Accident Cover
- e OPD Care
- f No Claim Bonus Protection
- g Inflation Protection
- h Domiciliary Hospitalization

Our insurance partners use our data-backed analytics to design tailored products that meet the unique needs of our consumers. To improve affordability of health insurance plans, we have started unbundled offers which give the flexibility to the consumer to choose the features they desire. These modular plans account roughly 60% of the New Health insurance premium that we source.



**Consumers with pre-existing diseases**

Our data insights help our insurance partners to continually evolve their product offering. For instance, there are options like "Day One Cover", wherein coverage is provided from the very first day, ensuring that customers with pre-existing diseases receive the necessary protection without waiting periods.



**Senior Citizens**

There are special plans catering to the unique needs of senior citizens. Children can purchase insurance coverage for their ageing parents, ensuring their well-being and financial security during their golden years and avail tax benefits as well.



**Special Plans**

We offer niche insurance products for specific diseases and organs, such as COVID-19 insurance, maternity cover, diabetes cover, critical illness cover, and cancer insurance.

To improve affordability, we also offer super top up plans with deductibles, especially for people who have insurance cover from their employers.

**Riders options**

In addition to the regular plans, consumers are also provided with options to choose apt rider features for a complete cover including peripheral expenses as well. Some of the popular riders are:

- a. Home Care wherein a qualified nurse can be hired without any charges for providing care to the insured person on recommendation of the doctor
- b. PED BuyBack which reduces existing illness coverage waiting period
- c. Preventive care which includes health check-ups and vaccinations
- d. Discounts on Tele-consultation / Out Patient Doctor consultation / Diagnostics
- e. Consumables cover
- f. Reinstatement of Sum Insured
- g. Convenience Cover to increase pre and post hospitalisation cover duration
- h. Air ambulance / radio taxi cover
- i. Smart Cover to increase coverage for modern treatment methods, medical expenses incurred towards vision correction, and a second opinion from a medical practitioner

### Unbundled Offers and Personalized Options

As an alternative to pre-designed insurance plans, we provide unbundled offers for consumers to customize their coverage according to their preferences. Our approach is focused on offering flexibility and choice, enabling consumers to select insurance plans that align perfectly with their desired benefits and requirements. Consumers can also lock in prices and benefit from additional discounts and significant cost savings when they opt for multi-year plans which also eliminate the hassle of remembering yearly renewals. In fiscal year ended March 31, 2023, we also started offering plans which have global coverage.



Amit Chhabra, Head, Health Insurance

**"Product co-creation with our Insurance partners is at the core of our health insurance business. Modular products allow faster creation and launch of marketing leading products, almost on a monthly basis. This earlier used to happen once a year. This is helping improve affordability of the product and grow insurance penetration"**



Term insurance

**90+**  
Products

from

**15**  
Insurance  
Partners

Our company offers term insurance policies from our insurance partners, ensuring high-quality disclosures for a smooth underwriting process. To assist our partners, we use simulation models for superior underwriting. Our partners use the data we collect, including credit scores,

to assess risk and create pre-approved products. As the risk assessment is sharper, claims ratio for the channel is lower thereby a lifetime discount of upto 20% is made available to online consumers by our insurance partners.



Term insurance for Indians, and NRI consumers



Surrogate underwriting for self-employed individuals and homemakers

Innovative products like Zero Cost Term are offered, which provide the benefits of regular term insurance along with the return of premium benefit option. There also is an option to buy limited pay plans for which life cover is longer than premium paying term.

We also collaborate with our partners to facilitate surrogate underwriting using lifestyle indicators for special segments such as self-employed individuals and homemakers.

Today, homemakers can purchase term insurance plans for a sum assured of ₹1 Cr. Additionally these plans are designed to cater to specific health concerns that women may face, including critical illnesses like cervical cancer and breast cancer. In the fiscal year ended March 31, 2023, share of women buyers of term insurance rose to 12% from 9% in the fiscal year ended March 31, 2019.

We place special focus to cater to the needs of our NRI consumers. We understand the challenges faced by them in physically fulfilling policy procedures. To simplify the processes, we offer video medicals to the consumers and at the backend deploy liveliness testing, face & voice biometrics for proper risk assessment. This also helps bring down the cost of operations. Roughly 10% of term insurance premium is contributed by NRI consumers.



Santosh Agarwal, Chief Business Officer, Life Insurance

"Safeguarding the financial well-being of every household and empowering individuals and communities to face life uncertainties with confidence is what we are committed to and hence we have collaborated with insurance partners to launch programs like Term Plan for homemakers, Saral Jeevan Bima for the underprivileged, Term Plan for NRIs. As an insurance distributor, managing risk is a critical aspect of our role in the industry. We have heavily invested in building a risk management framework in-house which essentially filters out bad risk and leads to superior mortality experience. This then paves the way for both product and process innovation keeping us ahead in the game."

## Compliance led products



### Motor insurance

Our platform offers a wide range of insurance products, with motor insurance being the most dominant in number of transactions. We provide insurance for four-wheelers, two-wheelers, and commercial vehicles from over 20 insurance partners. Our coverage includes both own damage and third-party liability. Our insurance partners can conduct precise risk assessment and selection due to our deep data insights and price simulation mechanism. Our deep integrations with insurance systems and public/government databases have helped us simplify the purchasing process to the extent that a transaction can be completed in 60 seconds, including the KYC document verification. In break-in cases, where policy is renewed post expiry of the previous insurance policy, we assist insurance partners to simplify policy administration by using video inspection through our mobile application. This can be done without human intervention and allows for speedier and unaided transactions. We also assist our consumers in renewing their policies on-time by sending them reminders prior to the expiration date and have enabled one-click renewals. We suggest beneficial add-ons like personal accident, engine replacement and key replacement for wholesome coverage. In the year ended March 31, 2023, we started offering usage based insurance solutions to improve the affordability of the products.



### Usage Based Plans: Pay-As-You-Go & Switch on/off

Our Pay-As-You-Go motor insurance presents a flexible and innovative option, allowing customers to align their coverage with their driving habits. Traditional motor insurance policies do not provide any advantage to consumers who drive less frequently or use their cars less often. Since the premiums remain the same for both low mileage and high mileage customers, the high-risk and high mileage customers end up receiving subsidized premiums, thereby putting the low mileage and low-risk customers at an unfair disadvantage. With this unique plan, customers have the option to insure their vehicles up to a specified driving limit within a year. This coverage remains active only within the designated limit, and for those nearing the threshold, there are convenient top-up options available to upgrade the insurance amount.

The other option is for consumers who do not use their vehicles regularly. By simply switching off the policy 'motor' during periods of non-usage, they become eligible for attractive discounts. For each day the cover is switched off, the consumer earns bonus days, which can be utilized as an additional discount when renewing the policy. These plans provide a way for consumers to save on their premiums when their car has a limited use, making it a more cost-effective option.

The usage-based insurance products formed more than one-third of the motor insurance premium generated in the fiscal year ended March 31, 2023.



**Tarun Mathur, Chief Business Officer, General Insurance**

"This year saw the industry shift from a distribution-led approach to a product-led approach. The 'Use and File' ability from the IRDAI has allowed Insurance companies to design modular products with support from Policybazaar. This facilitates customizing products for different segments. For instance, motor insurance has transformed into the Pay-As-You-Go avatar. This is the simplest yet most useful innovation in motor insurance allowing customers to save money without compromising on the benefits. One version of this product allows you to switch off your insurance when not needed. For those taking vacations or staying out of town for longer durations, this helps save a lot of money."

Our mobile app and the website are equipped to handle the lifecycle management of the policies including but not limited to refunds, renewals, upgrades, endorsements.



After payment, upload odometer reading on the Policybazaar app



**5000Km**

Your car is covered only if it is within the chosen driving limit (2500 km, 5000km, 7500 km 10000 km & more)



You can get a topup when you are about to exhaust your yearly driving limit.



You can switch off the insurance when you are not using the car for an extended period

Travel insurance



from



Our travel insurance products offer protection against health-related incidents, flight delays, passport loss, personal accidents, trip cancellations, and other losses.

We have customized offerings for special segments like students, families, frequent fliers, and senior citizens.

Savings and Investment Products

We offer a variety of insurance solutions to help consumers create wealth for the future and achieve their financial objectives. These solutions are aligned to cater to different kinds of risk appetites of consumers, ranging from capital guarantee solutions to Unit Linked Investment Plans (ULIPs), along with targeted products to meet special needs such as child care, retirement

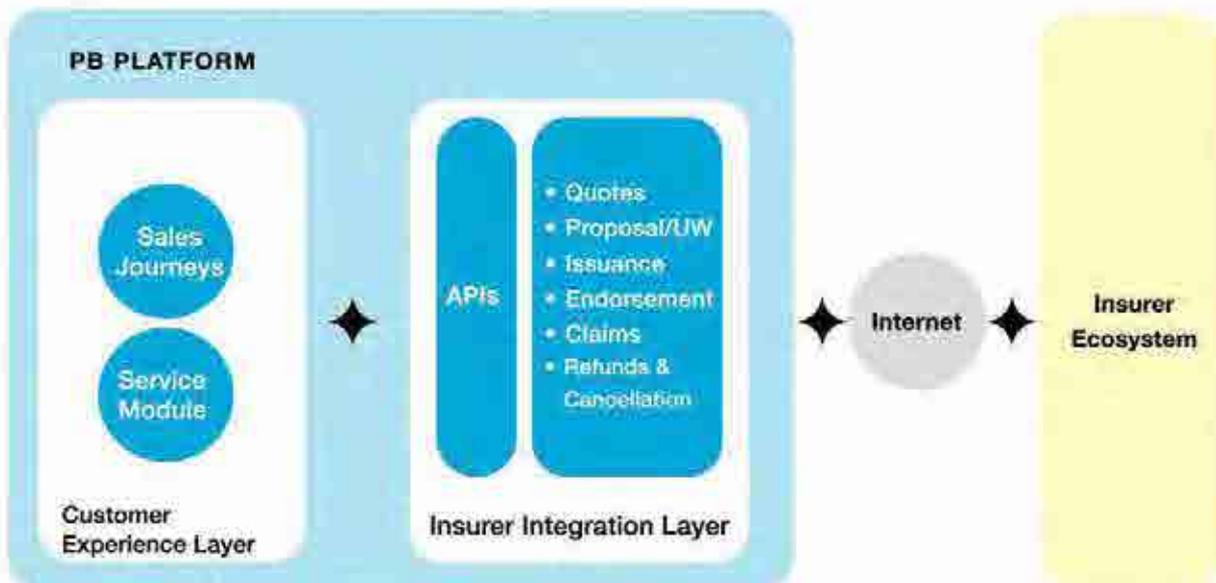
pensions, and endowment. We offered guaranteed solutions that had an associated return higher than fixed term deposits. Our platform assists our consumers in calculating returns across several plans, making the comparison process easier. In the fiscal year ended March 31, 2023, industry-first composite solution of health insurance and savings was launched on our platform.



from



Technology For Consumers & Insurance Patners



Our service-oriented architecture technology stack leverages robust infrastructure and advanced technologies including AI and machine learning to create seamless solutions for a superlative consumer experience. Our deep digital integrations with partners, which we have built and evolved over the last 15 years, help us drive smooth interactions with our consumers. We also rely on technology to drive marketing & operational efficiency, thereby reducing costs for ourselves as well as for our insurance partners.

## Technology Solutions For Consumers

### 1. Customized Solutions

Policybazaar offers insurance solutions, customized in a way that caters to individualistic needs of the consumers. The algorithm used for displaying the quotes takes into account various explicit as well as implicit variables in an order conducive for convenient selection & purchase. For instance, in a price sensitive category like motor insurance, products are listed in the ascending order of their prices by default. The consumers also have an option to change their view to their liking. In a category like health insurance, the listing is based on the product with the most suitable features for the given profile (considering the age, gender, and health condition amongst other variables). These are complex algorithms which also consider consumers' preferences for certain brands. The issuance turnaround times, claims settlement, historical acceptance/rejection rates for particular profiles and other parameters pertaining to the insurance partners also form an input for the listing order.

Leveraging deep integrations with the insurance partners' systems along with our proprietary simulation models, our consumers are offered a seamless experience with instant underwriting.

Our mobile application also has Product Cards for easy access and knowledge sections which help in understanding critical parameters for choosing the best plan. Furthermore, we explain products using videos during the journey on the platform.

### 2. Self-aided consumer journeys

#### a. Documentation

The consumer interaction with our product is structured to maximise transactions with minimal human intervention. We use Optical Character Recognition (OCR) and computer vision technology to auto-fill proposal forms by extracting key information from uploaded documents. Users can upload their previous policies, KYC documents etc., and the proposal form is auto-filled, significantly reducing the policy issuance time. We can extract 50+ attributes from previous policy documents and government-authorized IDs using this technology.

#### b. Endorsements

With deep end-to-end integrations with the insurance partner CRM systems, post-purchase processes like endorsements can be undertaken directly by the consumers on a real-time basis.

#### c. Calendar management

Scheduling / rescheduling of medical tests and any other coordination required for reports, is all done using the mobile app, thus removing the conventional method of tele-assistance by insurance partners.

#### d. Motor vehicle inspection

Traditionally, break-in cases (where the previous policy has expired) required a physical/manual inspection before the new policy could be issued. However, we transformed this slow, human-effort intensive, offline process into a quick, self-service module. Using a simple feature of our mobile app, the consumers can create and upload a video of the vehicle and damage assessment is done utilizing artificial intelligence (AI) and machine learning (ML).

The same technology is also used during the claims process, thus shortening the turnaround time for survey, approvals & final payment settlements.

### 3. Seamless transactions

Our payment gateway integrations allow for transactions using all payment methods, including credit cards, debit cards, UPI, net banking and wallets, in an easy, convenient, and seamless manner.

We have enabled 1-click refunds which helps process refunds within minutes, as compared to a traditional window of days, sometimes months.

### 4. Lifecycle management

#### a. 360 degree consumer view

Consumers have access to their profiles on their MyAccount login. This contains a complete overview of all transactions across various categories, including details of existing/expired policies, along with the fine-print that highlights both inclusions and exclusions of each policy. To make the process engaging and enjoyable, we have gamified insurance details through interactive quizzes, ensuring that critical information is not overlooked.

Nominee details can be checked/modified/added. Family members and their contacts can be added to ensure smooth communication in times of emergency. Vital information such as KYC documents are also available in the account.

#### b. 1-click renewals

We also have deep linking with popular platforms like Whatsapp using which consumers can make renewal payments within a minute.

5. Claims Assistance

We extend our support by offering first loss notification assistance. Consumers can easily intimate our insurance partners using various channels of engagement, including our app, website, and toll-free helpline, ensuring quick and responsive actions during challenging times. The coordination required amongst insurance partners, surveyors, TPAs, garages and hospitals is also facilitated through our mobile application.

Technology Solution for Insurance Partners

Through our joint efforts with our insurance partners, we are able to streamline processes to create a smooth journey for our consumers as well as reduce costs of claims & the cost of operations for our partners as well as ourselves.

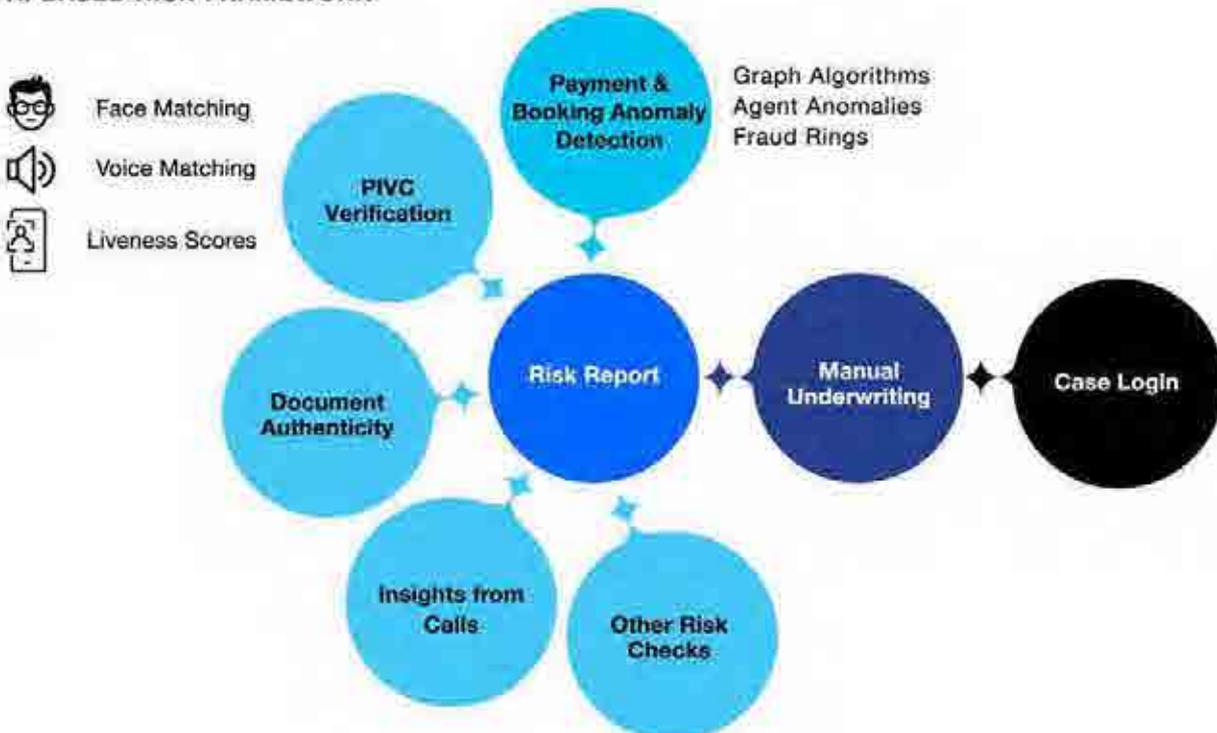
1. Fraud Detection

“Our risk framework model aids in sharp risk assessment by assigning a risk score to each consumer based on explicit and implicit variables. Explicit variables are captured during the current interactions with the consumer, while implicit variables are derived from historical interactions of the consumer and of those with similar profiles. Advanced mechanisms like device fingerprinting, payment graphs, and face/voice biometric verification further refine risk estimations, accelerating pre-issuance approvals and aiding in fraud detection.”



Santosh Bhatt, Head, Advanced Technology

AI BASED RISK FRAMEWORK



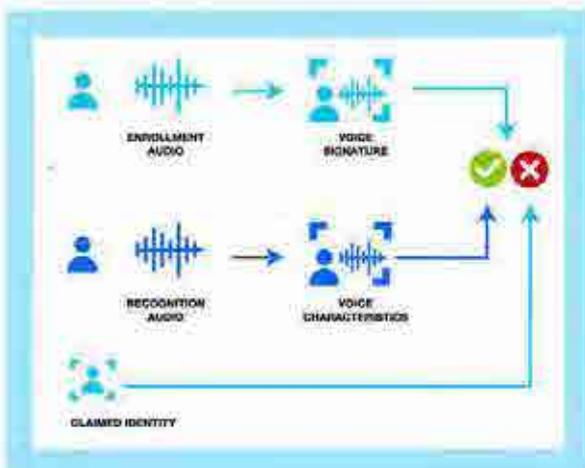
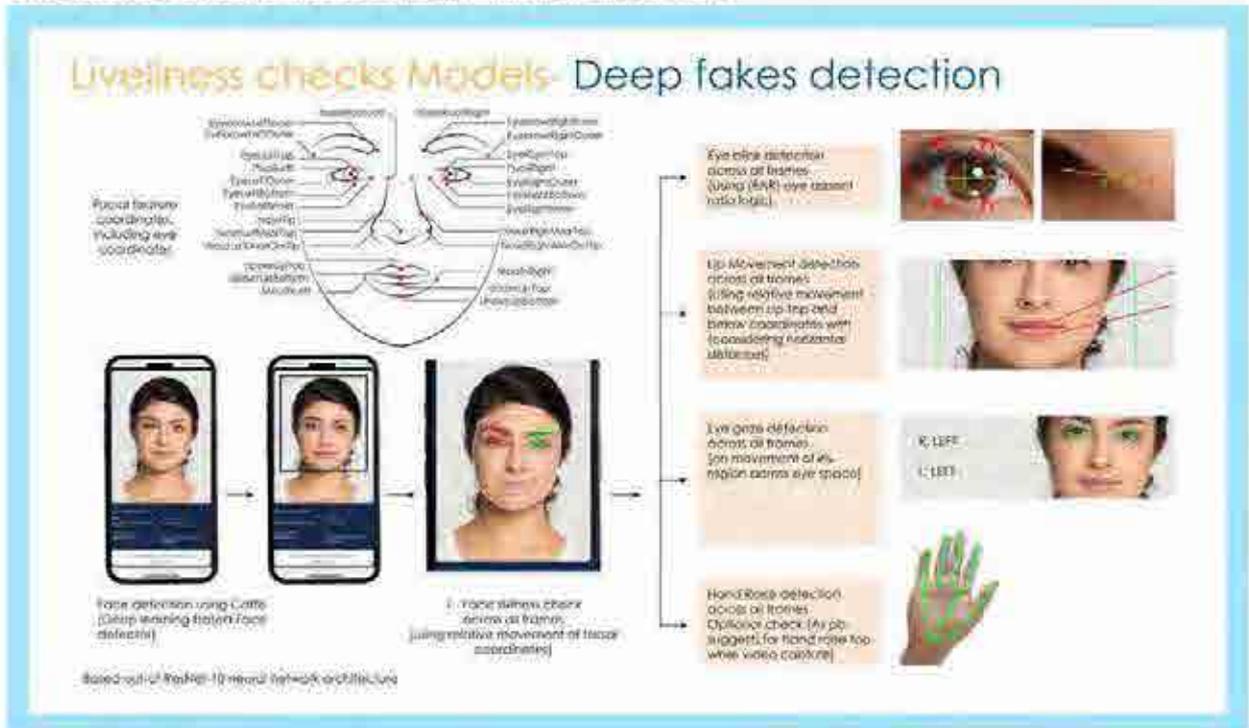
**a. Device Fingerprinting**

To detect fraudulent activity, we create a device fingerprint and capture the Internet Protocol Address of the payment device, generating a proprietary PB payment graph that analyzes other parameters and immediately flags any suspicious activity.

**b. Person and Document Authentication using Face & Voice Biometrics**

We conduct document verification at the source for all KYC documents and use Pre Issuance Video Call (PVIC) to generate a liveness score. Face-matching algorithms compare the consumer's image in the submitted documents with the image during PVIC, eliminating impersonation risk. Voice analytics perform a similar check, comparing PVIC to sales-call data for voice matching.

**LIVELINESS CHECKS MODELS: DEEP FAKES DETECTION**



**c. Other Risk Checks**

The initial verification enables disclosure-based risk heuristics. For example, we conduct an affluence check for term insurance consumers, using the information provided by them about their residence address and location to calculate a risk score for the sum insured cover they have applied for. The case files are then sent to insurance partners with risk parameters to trigger further investigation if needed.

**d. Verification with Public Databases:**

We use machine learning models to identify and restrict motor insurance frauds on a real-time basis. There is a significant difference in premiums for third-party insurance for different motor vehicle segments. This differential in pricing incentivizes fraudsters to wrongly declare the actual vehicle class for lower third-party premiums. With deep linking to the public databases, declarations are verified on a real-time basis before the policy is issued. In case of unavailability of data, additional documents are sought from the consumer. A connected graph is created with multiple parameters.

## Policybazaar Platform

The graph is auto-learning with every transaction, becoming continually intelligent in tracking suspicious transactions. Suspicious transactions can be flagged and restricted for purchase of motor insurance policy.



### 2. Claims Processing:

**a.** Our mobile app's video-inspection feature expedites motor insurance claims processing. Using the video of the vehicle, it identifies the missing parts, highlights unclear/low-light media, matches VIN and license plate numbers, and detects fraudulent inspections and damages. A video upload can be inferred in less than 15 seconds. We pass on this intel to our insurance partners and enable cashless claims processing facility for our consumers, thereby reducing turnaround times as well costs of claims for our insurance partners.

**b.** Leveraging deep integrations with insurance partner systems, garage networks and hospital networks, we help all parties to collaborate in a seamless manner. We are able to offer a real-time view of the case file to our consumers in the mobile app, thereby reducing requirement of personnel required for servicing.

### 3. Servicing Experience

We have created a hassle-free assistance module for ease of our insurance partners.

It is a WhatsApp enabled module for convenient and quick mapping, endorsement requests, queries and claims. It is an end-to-end journey of 5 clicks for every task.



## Claims Solutions

Insurance is a category where a promise is sold, i.e. a consumer pays for a promise that the claim will be paid out when the need arises. Thus when there is a claim, that is the moment of truth and we ensure we are there to support our consumers in that hour of need. We believe with an improvement in the claims experience for our consumers, we will be able to drive a higher insurance penetration in the country.

We advertise extensively about the support that we provide through TV campaigns. We actively promote claims support on our platform as well.

We send a claims kit after the policy is issued, which contains a card and other vital details that the consumer can keep handy.



### CLAIM ASSISTANCE NOMINEE CARD SENT TO EVERY CUSTOMER



### SPECIAL RECOGNITION CARD SENT TO CUSTOMERS



## Policybazaar Platform

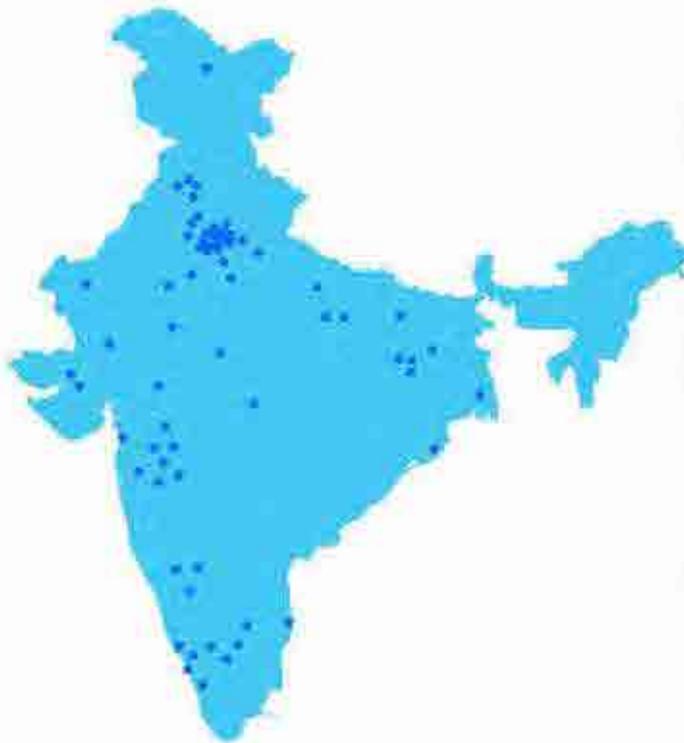
Our commitment to customer service is exemplified by our 30-minute turnaround time for claims assistance, facilitated through various communication channels. To ensure round-the-clock support, we offer a dedicated helpline that operates 24x7, ensuring prompt assistance at any hour of the day.

Each of our valued consumers is assigned a dedicated relationship manager, readily available via call or

WhatsApp, providing personalized and immediate support as and when needed. Our team of claims experts goes the extra mile by visiting the customer's home or hospital to expedite settlements within 30 minutes. With a robust on-ground presence in 114 cities, our commitment to providing comprehensive claims support remains steadfast, ensuring that our services are easily accessible to customers across diverse locations.

### ON-GROUND CLAIMS SUPPORT IN 114 CITIES

### 24X7 DEDICATED HELPLINE 1800-258-5881



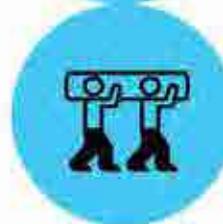
#### Dedicated Relationship Manager

Call or WhatsApp Relationship Manager at any time for any assistance



#### 30 min on-ground support

Claims expert visits home or hospital and help in claim settlement within 30 mins



#### Free grief support program

For beneficiary families of term insurance in case of demise

### Grievance Redressal

In addition, we extend our assistance to consumers whose claims are repudiated. We handhold our consumers throughout the journey by providing clarity and support, and co-ordinating with our insurance partners for reopening and resolving documentation issues if needed. Our insurance partners jointly hold "Claims Samadham Diwas" (Claims Grievance Redressal Day) to re-assess the repudiated cases in a transparent manner.

In the unfortunate event of demise, we extend our care beyond the insurance process by offering free grief support programs to families or individuals coping with the loss of their loved ones. We also facilitate the visit of our sales advisor to the house of the consumer to plant a tree in the memory of the deceased, thus helping them realize the value of the social impact their sales effort created.



CONSUMER TESTIMONIALS

Our physical presence is strengthening our brand value and this is reflected in thousands of appreciation emails that we receive from our consumers expressing gratitude for going the extra mile during the claims process.



The on-ground claims support provided by Policybazaar made my insurance experience extremely smooth. I was able to focus on the patient rather than worrying about the claim. All thanks to Policybazaar!

-VAIBHAV GATRE (MBA) (M)



The claim amount I received for my bike and I was a bit anxious till Keshav Yadav helped me with the easy processing of my bike claim amount. He was available even at odd hours for addressing my doubts or concerns. I'm deeply thankful to him!

-SAUMISH KUMAR SINGH (BSc) (M)



I had a bad experience with my local agent as my claim for my mother's cancer treatment had been rejected. With no options left, I finally decided to take Policybazaar's help and the claim was settled the next day itself.

-JAIPAL (BA) (M)

## TESTIMONIALS



"I raised a claim for my grandfather's treatment but the same was unfortunately rejected. During the Claim Settlement Drive event soon, my claim was approved within minutes. It's because of initiatives like this that common people like us feel that buying insurance is a good idea."

**WIRENORA ARORA, 60**  
Health Insurance Claimant

Mr. Chouhan was working with BHEL in Bhopal.

To take care of the financial future of his wife and 2 sons, he purchased a Term Insurance plan from Policybazaar in May 2019.

During the 2nd wave of Covid, he turned Covid positive and passed away eventually.

Mr. Chouhan is survived by his wife and 2 sons. Mrs. Chouhan reached out to Policybazaar regarding assistance with the claim. Policybazaar team immediately connected with the insurance company and assisted her with the documents, process and was continuously in touch with her till the claim amount of ₹1.25 Crore got disbursed to them. To convey deepest condolences from Policybazaar, a team of officers decided to visit the claimant at her residence and paid their tributes to her departed husband. She thanked the Policybazaar Team for emotional support and regular follow-up during the claim process.

Mr. Narware was working as a Deputy Manager Marketing in Bhopal region.

Around July 2020, two of his colleagues passed away in an accident and their families went into financial stress which made Mr. Narware realize the importance of term insurance and he purchased a Term Insurance plan from Policybazaar.

During the 2nd wave of Covid, he turned Covid positive and succumbed to it.

Mr. Narware is survived by his wife and daughter. His wife reached out to Policybazaar regarding assistance with the claim. Policybazaar team immediately connected with the insurance company and got the documentation completed, and was continuously in touch with the family till the claim amount of ₹1 Crore got disbursed to them.

To convey deepest condolences from Policybazaar, a team of officers decided to visit the claimant at her residence and paid their tributes to her departed husband. She thanked the Policybazaar Team for the help and regular follow-up during the claim process and the kind act of planting a tree in the memory of her late husband.

# Technology For Operations

"We make extensive use of technology to improve our operations as well reduce costs. All the tech solutions we use are proprietary and have stood the test of time and scale. The fact that these systems are proprietary keeps us agile and nimble, especially during trying times like the pandemic COVID-19 lockdown, during which we were able to shift the entire workforce to a "work-from-home" model overnight while retaining productivity levels."

Saurabh Tiwari, Chief Technology Officer



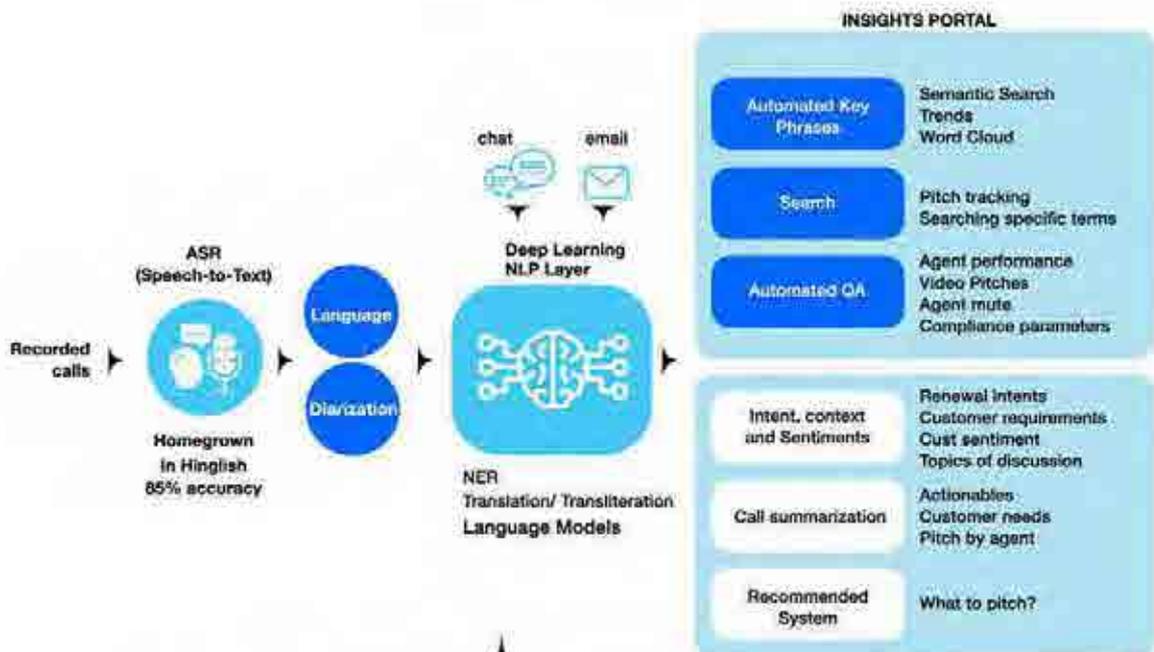
## 1. Customer Relation Management system

### a. Lead Management System: The Matrix

Our advisors use our proprietary lead management system that captures, processes and allocates the leads/enquiries to the most suitable advisor after using an algorithm to do a complex match of consumer need with product suitability & advisor expertise. We use advanced machine learning and AI programs to conduct "intent analysis" of the consumer. The system then facilitates auto-allocation of enquires to the advisors by matching lead scores and advisor scores on a real-time basis. This not only helps in better consumer experience but also helps with higher conversion. Intent classifiers are used to gauge consumer interest level and identify cross-selling/upselling opportunities.

The sales advisors are thus aligned with the recommendations made to the consumers on the website, thereby making "product suitability" the only parameter used for providing fair & commission agnostic advisory.

The Matrix provides a 360 degree view of the consumer to the agent and prompts the apt product pitch, thus



## Policybazaar Platform

aligning the advisory with the recommendation shown to the consumer on the platform. This is an advanced system which generates automated flags (e.g., "Scheduling a call back" and "Do not call") on a real-time basis.

### b. Booking Management System: The BMS

We assist our consumers during post-purchase procedures and facilitate an easy coordination with the insurance partners at the backend using the BMS. The system has features like calendar management for medical tests, document uploads, endorsements, renewals, cancellation & refunds, communication module for the insurance partners amongst many other.

### c. Analytics System: The Optimus

Optimus is the reporting & business intelligence system that is based on the vast data lake of Policybazaar. It does real time processing of the data from across the organization collecting it from a myriad of sources. It powers report generation across different systems and generates business insights.



**Rasleen Kaur, Head, Corporate Strategy & Investor Relations**

**"Our aim is to underpin the strategy and direction of the business with data, to be able to continually disrupt, innovate and stay ahead of the industry. Optimus, our proprietary system, serves as the data gatekeeper for all internal as well as external stakeholders and we leverage it to govern enterprise data, support operations, drive efficiencies through cost reduction & revenue generation, and enable analytics and reporting across and outside the organization"**

## 2. Unified Communication

Unified messaging framework preserves the omni-channel experience for the customer and creates a central repository of all the communication (via voice, video, SMS, WhatsApp & email) sent out to customer at one place.

a. The framework (includes our) proprietary integrated telephony system (PBdialer) for ease of communication over voice for both inbound and outbound channels. PBdialer accommodates lacs of calls each day. More than 50 instances of servers and several thousands of SIP channels are in use for seamless handling of thousands of hours of daily call volume.

b. Our comprehensive communication infrastructure supports a myriad of modes, encompassing telecommunication calls, video calls, chat platforms, and even physical meetings. It integrates with existing SMS and Email pipes to provide unified communication with the consumers.

## 3. Quality Management System

QMS allows Policybazaar to maintain the quality of conversations between the consumer and the advisor by constantly evaluating them and training the advisors on key feedbacks. It also flags any mis-selling done through the system without the need of any traditional live-barge-in calls. It is also used to showcase high-performing advisor techniques. This system is built upon the strong foundation of the proprietary Automated Speech Recognition (ASR) platform with downstream machine learning models to detect key quality parameter. It allows us to evaluate 100 percent of the telephonic conversations on various quality parameters. This also helps the business teams in tracking suspicious leads and monitoring advisor pitches on a real time basis.

The ASR platform is built on a combination of unsupervised and supervised learning techniques. The output of our ASR engine is a transcript of the call. These transcripts are further used for deriving insights from the calls through hundreds of downstream Deep Learning Models. Insights such as intents, Sentiments, performance of advisors, Queues of consumers et al are determined by these models. We have developed dictionaries and vocabulary for contextual understanding of Hinglish sentences. The language model with multiple deep learning classifiers is used to overcome data mining challenges in open-ended, bi-directional conversations. The Named Entity Recognition (NER) model identifies key phrases and interest indicators from conversations and enables identification of returning consumers, irate consumers, and potential fraudulent consumer.

The platform is based on Kubernetes framework to enable scale and high level of redundancy to maintain business continuity. The tech stack used comprises of Kubernetes, Jenkins, Docker, Python, Go, RabbitMQ, Redis, Kafka, SQS, S3, and MongoDB.



**4. Feet on Street Application: The MatrixGo**

Our approach to extend assistance through in-person appointments is a key lever for productivity enhancement. To support this initiative, we built an app which helps the field sales advisors in interacting with the consumer as well as managing the leads throughout the journey of appointments, visits, bookings, issuance etc. It is a one-stop solution for all sales needs of the off-line advisor.



## Tech Infrastructure

"Technology forms the backbone of our business and a robust, scalable & secure tech infrastructure is quintessential for our existence. Policybazaar operates a centralized Network Operations Center (NOC) responsible for monitoring and maintaining the network infrastructure across locations. Their primary objective is to ensure an uptime of 99.99%, thereby guaranteeing the uninterrupted availability and reliability of the network services."



**Bibhu Krishna, Head, IT Infrastructure**

The cloud infrastructure setup runs on active-active mode with different availability zones hosted miles apart to ensure business continuity. This landscape includes multiple flavours and instances of databases and hundreds of application server instances. We have a contemporary and technologically efficient stack that encompasses containerization and serverless instances. We manage about six petabytes of data on a monthly basis.

## Data Lake (DL) and Big Data Engineering

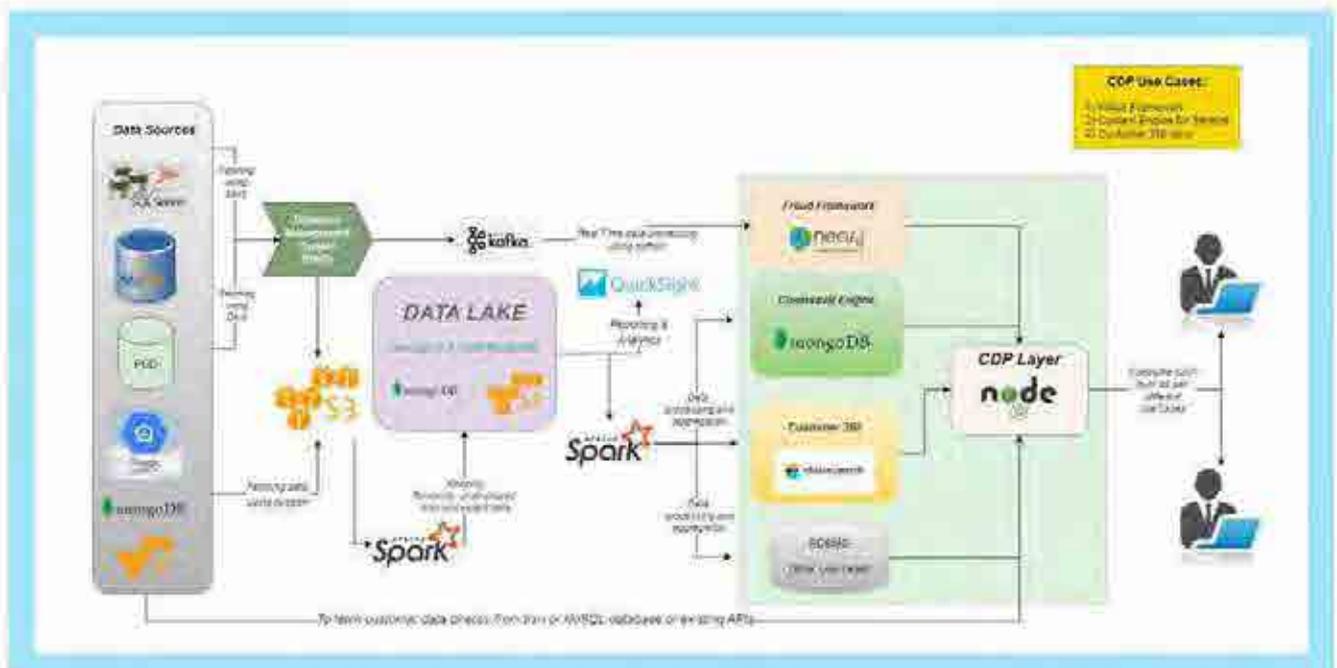
To cater multiple use cases, Policybazaar has developed a data lake using AWS platform, collecting data from multiple data sources in batch and real-time for different applications. It is a single storage of more than 35+ databases to support downstream reporting & analysis activities in addition to front-end applications. Our data lake handles both structured and unstructured data from various sources and in various formats: SQL Server, MySQL, Dynamo DB, Google Analytics, MongoDB, Kafka, Excel/CSV files from SFTP servers and S3.

The system powers the Matrix, The BMS, PBOIaler and the The Optimus. It generates more than 1,500 reports on a daily basis which are consumed across the organization (from the operations teams, to the product, business and management teams). Multiple machine learning models such as propensity models, real time fraud detection frameworks etc. are all powered by the Data Lake.

The data lake also supports Logging Analytics: Application performance monitoring, troubleshooting cloud services, user behaviour analytics, security operations, threat hunting and feed log data to visualization tools to derive insights.

Our Data lake has been built using AWS platform:

- AWS Services like EMR, EC2, S3, Athena, SQS, Lambda function, DMS, Presto
- Big Data Ecosystem: Hive, PySpark, Apache Sqoop, Hue, Apache Hudi
- Real Time Storage and Reporting: Clickhouse, Elasticsearch, Node.js, Grafana



## Cyber Security:

### Prevention, Detection and Correction

1. Web Application Firewall: Around 200+ domains are actively protected using WAF solution which has the following feature sets enabled:

- a. Bot protection, DDoS protection, Geo-location protection
- b. Anti-throttling, Application security and Client IP reputation check

2. We utilize multiple security services/solutions like SOC services, endpoint security solution, email security solution, anti-APT solution to ensure comprehensive and robust protection of its digital assets and sensitive information.

These services play crucial roles in safeguarding the infrastructure, data, and users from various cyber threats and attacks.

3. Brand Monitoring Solution is the first line of defense in the Threat Intelligence matrix and digital risk management strategy.

Brand protection solution provides the business visibility and management across the digital footprint and enable a range of responses against brand infringement and reputational risks including enforcing the common law legal rights across the internet.

#### 4. Data Security

We use a whole host of solutions/mechanisms to enhance data security, including: DLP, email DLP, encryption of data-at-rest, encryption, strict access control, access rights provisioning based on least privilege principle, privileged access monitoring of specific dataset.

#### 5. Security Assessments

We perform Dynamic and Static Application Security testing on hundreds of URLs, mobile applications and thousands of APIs to identify and remediate security vulnerabilities.

#### 6. Governance, Risk and Compliance

a. 30+ domain specific policies have been defined and documented to govern information security aspects across organizations.

b. We diligently observe "Cyber Jaagrukta Diwas" every month, a dedicated day to foster cyber awareness amongst our employees. Through engaging workshops, informative sessions, and interactive activities, we empower our workforce with the knowledge and vigilance needed to safeguard against potential cyber threats.

c. We fervently foster a learning-centric culture, wholeheartedly encouraging our employees to pursue

various certifications, such as CCNA, ISO 27001 IJ & LA, CISSP, and more. Recognizing the immense value of continuous professional development, we provide ample support and resources for our team members to enhance their expertise and stay at the forefront of their respective fields.

d. Our platform is ISO 27001 and PCI DSS compliant. Additionally, annual assurance audits on NIST cyber security framework, JSNP guidelines and CERT-In guidelines are conducted to ensure information security best practices are adhered to.



**Deepti Rustagi, Group Head, Legal & Compliance**

**"We appreciate the importance of Customer Data Protection and Privacy and have stringent mechanisms in place for maintaining strict compliance on data privacy aspects, a move that has ensured compliance with the sectoral reforms carried out by IRDAI and RBI and Digital Data Protection Act 2023. The company has focused on strengthening its IT infrastructure in line with the evolving legal ecosystem, for maintaining highest standards of data privacy for its customers."**

## Brand Reach

### Creating awareness & improving financial literacy

We are committed to create awareness about the significance of insurance in safeguarding a family's financial future. Since this is a serious category which is related to moments of distress (death, disease or damage), we actively aim to create campaigns that drive home the point albeit in a light/humorous tone. Our active promotion of Life Insurance and Health Insurance is part of our broader strategy to increase the penetration of the insurance market and cater to the evolving needs of our consumers.

Our marketing initiatives aim to serve the dual purpose of informing potential consumers about the wide array of products we offer and the inherent benefits of choice, transparency, and cost savings achieved through comparing various insurance companies on our platform.

Our marketing thrives on data-driven decision-making. By conducting comprehensive market research and leveraging data, we gain actionable insights into consumer behaviour, preferences and emerging trends. The recent launch of our report "How India Buys Insurance" garnered industry-wide acclaim for extensively breaking down India's insurance buying behaviour across tiers, regions and demographics. These insights empower us to tailor marketing strategies, ensuring our messaging reaches the right audience at the right time.

### Segmental market reach

In the fiscal year ended March 31, 2023, our strategy was to invest in states beyond HSM (Hindi Speaking Metros). We identified states which had both high conversion rates but were low in both Category and Brand Development Index (BDI and CBI). Through effective communication and relatable content in vernacular languages, we have diversified to run brand campaigns in Tamil, Telugu, Kannada and Marathi. As a result of our persistent efforts, searches on our platform have increased, leading to a remarkable brand recall for Policybazaar.

We aim to craft personalized communication in line with the evolving needs of our consumer. In the fiscal year ended March 31, 2023, we placed a special emphasis on women as special plans were made available for them. Our brand campaigns helped improve awareness about the needs of insurance specifically for women, suitable products as well as the convenient purchase mechanisms. This resulted in increasing the share of women buyers, especially in term insurance, wherein amongst the buyers, 12% were women as compared to 8% in the fiscal year ended March 31, 2019.



## A wholesome offering

Claims process is considered to be the moment of truth for policyholders. Policybazaar has always stayed true to its brand philosophy of putting customers first, especially during the claims assistance process. Our campaign featuring "real customers with real stories" is a testament to the brand standing by their side when they need it the most. The ad films have captured the consumers' emotions as they recount how Policybazaar's infallible support was a saviour in their moment of adversity. The campaign featured real consumers who turned brand ambassadors for us and vouched for the brand's commitment to claims like none other.



Sai Narayan, Chief Marketing Officer

"The Indian insurance market is highly underpenetrated. People either believe that nothing adverse will happen to them or fear that if it did, the insurance claim wouldn't come through. These are two of the biggest barriers for buying insurance. At Policybazaar.com, we address this twin issue of mindset and trust through our marketing efforts. Becoming the default destination for all things insurance has been our ultimate goal. Our TV and digital campaigns run round the year, helping consumers understand the importance of buying insurance. In the recent past, we have taken this a notch higher inspiring trust with our 30-minute claim initiative and 24X7 customer support campaign. These help build awareness and trust both at the same time."

# Paisabazaar Platform

Paisabazaar is a digital marketplace for consumer credit which also offers free credit scores.

As of March 31, 2023, about

**3.5<sub>cr</sub>** consumers accessed their

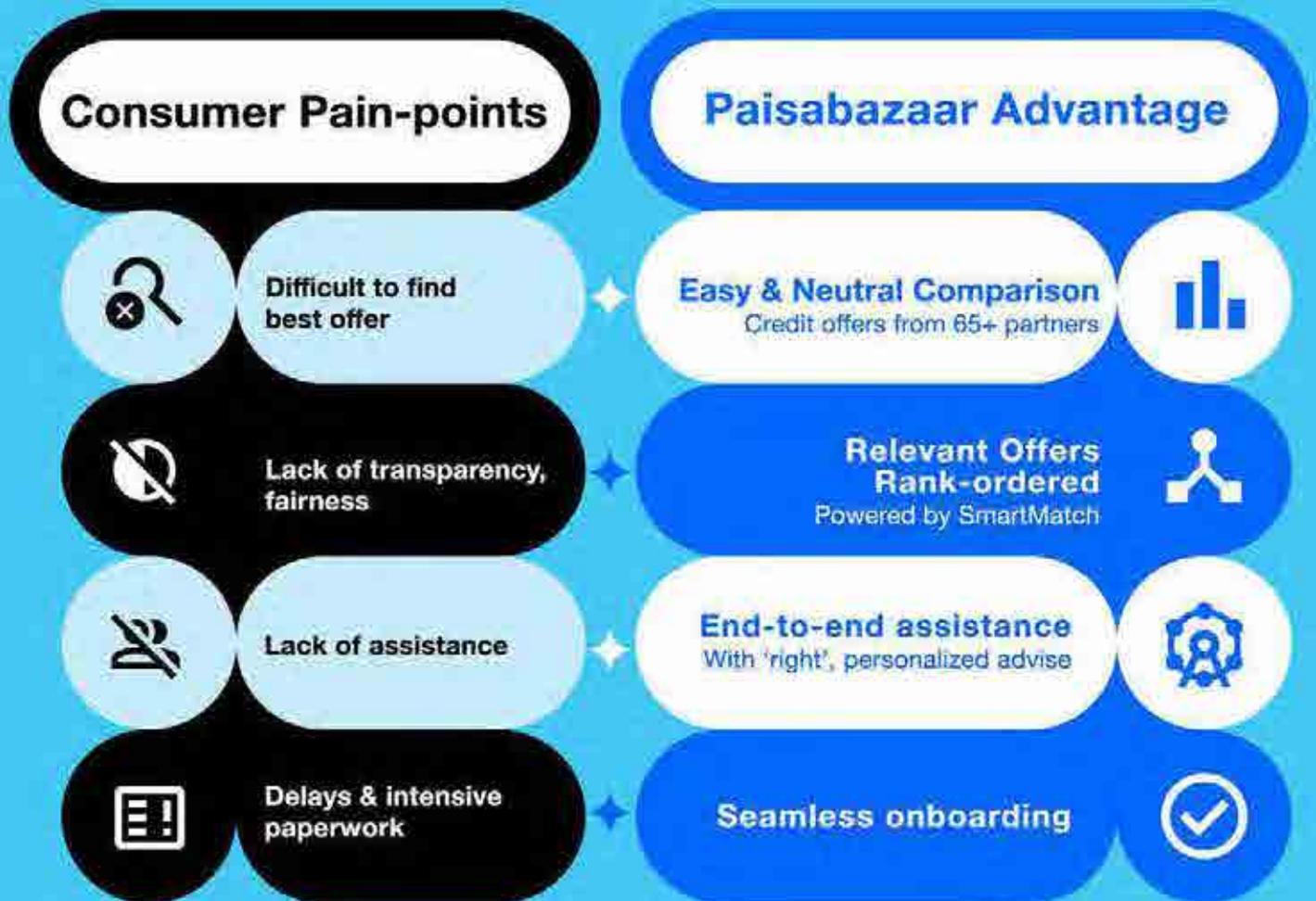
credit scores through our platform,

out of which **38<sub>Lacs</sub>** consumers made

**54<sub>Lacs</sub>** transactions with us for a lending solution.

We address the structural problems of the offline lending industry by providing our consumers a wide range of choices and the ability to compare with ease. We leverage technology and data to disrupt the entire lending journey with our end-to-end solutions on the platform. As we deeply engage with our 65+ lending partners, we are uniquely able to cater to about 80% of the enquiries that we receive across segments ranging from New-to-Credit, Sub-prime to Super-prime. Following our overarching motto of being consumer champions, we keep the consumer at the heart of every decision i.e. to provide the "best offer" in the "easiest way".

# UNIQUE PROPOSITION OFFERING CONSUMERS WIDE CHOICE & EASE OF COMPARISON



## WHAT HELPS PAISABAZAAR COMPETE, DIFFERENTIATE & WIN

### a. India's platform of preference offering wide choice

Over the years, Paisabazaar has emerged as India's platform of choice for varied credit needs. We receive about 20-lac credit enquires in a month from over 1,000 cities and towns.

As a result, our loan disburseals grew to ₹ 11,619 crores marking a 76% growth during the fiscal year ended March 31, 2023 as compared to the fiscal year ended March 31, 2022. Loan disburseals were over ₹ 15,000 crores on an annualized run-rate basis for the month ended March 31, 2023.

Our credit cards business grew over 180% during the fiscal year ended March 31, 2023 as compared to the fiscal year ended March 31, 2022. 5.3 lac credit cards were issued during the year based on the annualized run-rate for the quarter ended March 31, 2023.

We uniquely work across the spectrum of lenders, from the largest private bank to the newest Fintech with over 65 partnerships. Our end-to-end integrations with Banks, NBFCs, Fintechs and Credit Bureaus, help us in creating a seamless journey for our consumers. They facilitate instant underwriting decisions, tech-enabled fulfillment processes and eventually quick disburseals.

Leveraging these deep partnerships, we run Pre-Approved Programs with Banks and NBFCs for Super Prime and Prime consumer segments. These pre-approved programs not just have a completely end-to-end digital process, but also lead to significantly higher underwriting and process efficiency for our partners.



Sahil Arora, Chief Business Officer, Unsecured Loans

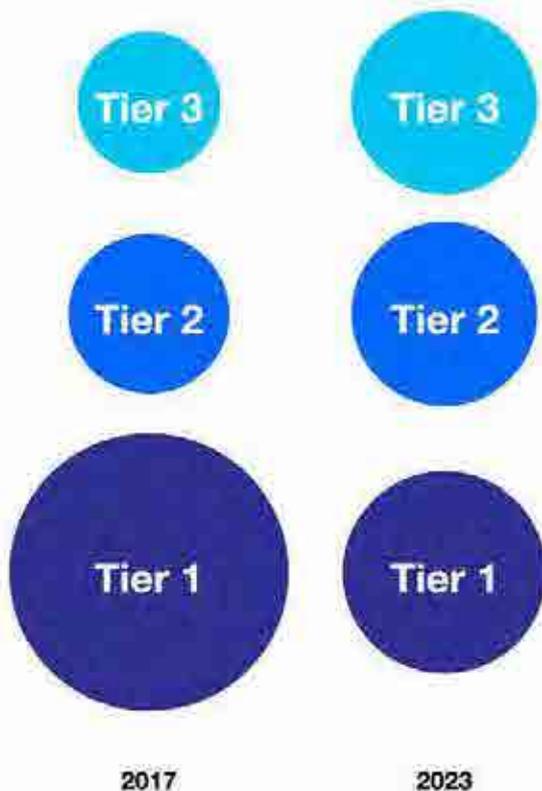
"While deep focus on partnerships and a strong brand has helped scale the lending business, we still have a lot of headroom for growth. Post the pandemic, we have seen the industry double down their focus on building digital capabilities, which augurs well for us as a platform and digital lending as a whole. As digitization grows, the ecosystem becomes stronger and consumer demand for credit rises, we see massive potential to further scale our business."

**b. India's largest credit awareness initiative**

Improving access to credit for varied consumer segments, especially the credit-starved ones, is key towards India's goal of financial inclusion. Along with expanding the supply of credit to these under-served segments, it is also imperative for the industry to drive credit awareness. We have been the pioneers of the Free Credit Score product in the country. Our product has been built on global benchmarks, to help consumers check, track and build their credit score seamlessly. We started offering the product in 2017 and have evolved to a stage that today our consumers can check their credit score within 30 seconds without any cost and continue to track them for a lifetime. We have partnerships with all 4 credit bureaus in the country.

**3.5 crore consumers accessed their credit scores on our Paisabazaar platform with 76 lac new consumer additions in the fiscal year ended March 31, 2023.**

We are the only player to provide consumers their free credit report in regional languages. Today, a consumer can download his credit report from Paisabazaar in English, Hindi, Marathi, Telugu and Kannada. By providing consumers access in their preferred language, we aim to deepen the understanding around credit and take it beyond metros and Tier 1 & 2 cities. We witnessed 5X growth in consumers from Tier 2 and 3 cities accessing their credit score through the Paisabazaar platform during the fiscal year ended March 31, 2023.



Our credit score platform has empowered us to build a strong recommendation engine that provides accurate and relevant offers to consumers, according to their need, life-stage and credit history. It also gives us the intelligence to identify consumer need gaps and provides insights to create new products that can cover existing supply gaps for different consumer segments. Increased awareness is also helping consumers make the right credit decisions and access credit more seamlessly. According to Paisabazaar's credit insights report 'Making India Credit Fit 2', 45% of consumers took at least 1 credit product within 6 months of checking their credit score from Paisabazaar. Along with enabling consumers to check and track their score seamlessly, we also help those with low score improve their score. The monthly updated credit report is sent with clear insights on a consumer's credit behavior, likely impact of key factors on the score and recommendations on how to improve credit score, thereby encouraging consumers to take actions and behave responsibly with credit. According our data, over 58 lacs consumers have increased their credit score by 25 points over a period of 6 months since April 2022. For sub-prime consumers with poor credit health, we offer credit advisory services, involving personalized recommendations and advise to build score. We also have co-created a credit builder product – Step UP Credit Card – a secured card that helps New-to-Credit and sub-prime consumers improve their score.

A key reason behind low credit scores and rejection of a loan application is unpaid debt and delinquencies of consumers. According to our internal data, over 1 crore consumers, who checked their free credit score from our platform and had DPD (Days Past Due) in their report, have cleared their outstanding debt in the last 5 years. DPD usually has an adverse impact on credit score, making it a big challenge for consumers to access credit. Conversations with consumers indicated a major reason behind these delinquencies was the lack of consumer awareness around it. Enabling consumers to track their credit score actively has led to an increased number of consumers became more aware of their outstanding debt, and the detrimental impact it can have on their credit score and overall financial life. Reduced delinquencies ultimately help the lending ecosystem in becoming healthier.

Our Credit Score Platform is not just a product offering, but a gateway to driving inclusiveness and awareness across Bharat at scale and building a stronger ecosystem.

## Paisabazaar Platform



**Radhika Binani, Chief Product Officer**

**"We had realized the imperative need for credit education early in our journey. Over the last 5-6 years, our credit score initiative has created a significant social impact across Bharat. As we continue to deepen awareness, we aim to make impactful lending innovations for varied segments. Our mission is to make India increasingly credit aware and credit healthy and curate sharp and accurate personalized solutions for segments across the credit spectrum."**

### **C. Depth & width of product offerings helping drive Economies of Segmentation**

As a platform of choice, we receive enquiries from consumers with varied credit profiles, demographics, employment type, incomes and geographies. In the last few years, we have endeavoured to offer personalized lending solutions on our platform for large yet specific consumer segments, through razor-sharp segmentation.

Segmentation has helped build, deepen and widen our products, processes and partnerships, to offer tailor-made lending solutions for each consumer segment.

Super-prime and prime consumers get seamless access to credit, through pre-approved programs and exclusive credit lines built with multiple Banks and NBFCs on Paisabazaar.

We have also built an Emerging Credit Strategy, designed to meet specific consumer need gaps, enable underserved segments to access credit, build robust digital capabilities and help strengthen the overall lending ecosystem over the long term.

By offering options like Short Term Personal Loans, credit builder and advisory services, expanding supply by co-creating new products and building digitized processes, we are focusing on solving challenges typically faced by credit starved segments like high rejection rates, low credit supply and unviable physical processes.

### **d. Strong digitization capabilities enhancing consumer experience**

Since inception, building digital processes through deep integrations with partner banks and NBFCs has been a key focus area for us. However, physical and broken processes that lead to poor and time-consuming processes for the consumer had been persistent challenges for the entire industry.

The COVID-19 pandemic and the resultant lockdown was a wake-up call for the industry and gave the much-needed impetus towards digitization. Since then, lenders have significantly sharpened their focus on building digital capabilities. We were one of the early movers and launched our Digital Stack - a bunch of capabilities that facilitates end-to-end digital solutions for loans & credit cards. It is an innovative industry-first initiative to simplify the lending process for consumers and has added to the operational efficiency. It digitizes each leg of the process from the application stage to documentation, income validation, setting up repayment mandate and signing of the agreement etc. The stack is configurable, can be consumed through APIs and is completely secure & compliant with all current regulations.

On our platform Paisabazaar, 13 partner journeys are end-to-end digital, representing 77% and 43% transactions in the credit cards and unsecured lending segments respectively in quarter ended March 31, 2023.

We have witnessed some decisive steps towards digitization in the ecosystem in the last 2-3 years. Key innovations like eKYC, Digitalocker and Account Aggregator are also becoming mainstream, and will further strengthen digitization.

### **e. Co-created strategy covering need gaps & building long-term value**

Over the last couple of years, we have built a robust pipeline of co-created products, aimed to cover underserved segments and innovation gaps that we see in the current ecosystem. We launched 6 exclusive products across loans and credit cards co-created with partner Banks and NBFCs.

Our co-created products offer a completely digital and seamless consumer experience along with product management on the Paisabazaar platform. Our co-created strategy is helping us build long-term value for the organization by driving trail revenue, thereby building a steady revenue stream and improving margins. In March 2023, 36% loan disbursements and 53% credit cards through Paisabazaar was with trail revenue.

## CORPORATE OVERVIEW

Since Paisabazaar has ownership of the co-created process and products, we are ensuring a seamless consumer experience. The insights related to usage and behaviour of consumers with these co-created products provide deep intelligence, which feeds back into the innovation engine.



**Gaurav Aggarwal, Chief Product Officer,  
Credit Products**

**"As a consumer credit marketplace that has large consumer scale along with deep industry partnerships, Paisabazaar is at a vantage point in the ecosystem. We are uniquely placed to fill critical market gaps and deliver genuine value to varied consumer segments. Our co-created strategy is deeply focussed on building a comprehensive product suite across segment gaps that not just adds long-term value for the organization through trail revenue streams and offers a seamless consumer experience, but also helps expand the market by catering to traditionally under-served consumer segments."**

### **f. Credit Analytics & Technology working strongly under the hood**

Paisabazaar, over the last few years, has been using data analytics extensively to offer consumers sharper recommendations and an enhanced experience. This is enabled by a set of diverse and deep analytics based solutions working in the background, powered by billions of data points generated in the last 9+ years.

Our proprietary model **"SmartMatch"** is an industry-first initiative that solves a fundamental consumer problem by rank-ordering offers from multiple lenders, according to chances of approval. It analyses 250+ data points for each consumer enquiry and uses deep machine learning

based regression techniques to create a powerful and robust recommendation engine, which helps in suggesting the right lender offer. The SmartMatch model helps us fulfil our brand promise of finding each consumer his "best offer, always".

Today, we are using deep analytics and segmentation to drive decision-making across all aspects of business. We have built a robust business intelligence data lake by analysing data ranging from credit data to demographics for our campaign and call data. This helps us understand consumer needs more accurately and offer personalized solutions and also drives organizational efficiency. The overlay of AI and ML models on the data lake helps us serve multiple use cases. Analytics-led segmentation is helping drive engagement and monetization by helping varied segments find the right product on our platform.



**Rohit Chhibbar, Chief Business Officer,  
Credit Cards**

**"To solve real consumer problems at scale, quickly and efficiently, continuous innovation through analytics and cutting-edge technologies is essential. At Paisabazaar, we are focussed on developing intelligence to help serve consumers across segments seamlessly, and also sharpen our accuracy of offers. We would continue to harness the power of data analytics extensively, using billions of data points to provide consumers with intuitive tools, sharper recommendations, and an exceptional experience."**

# PAISABAZAAR TECHNOLOGY

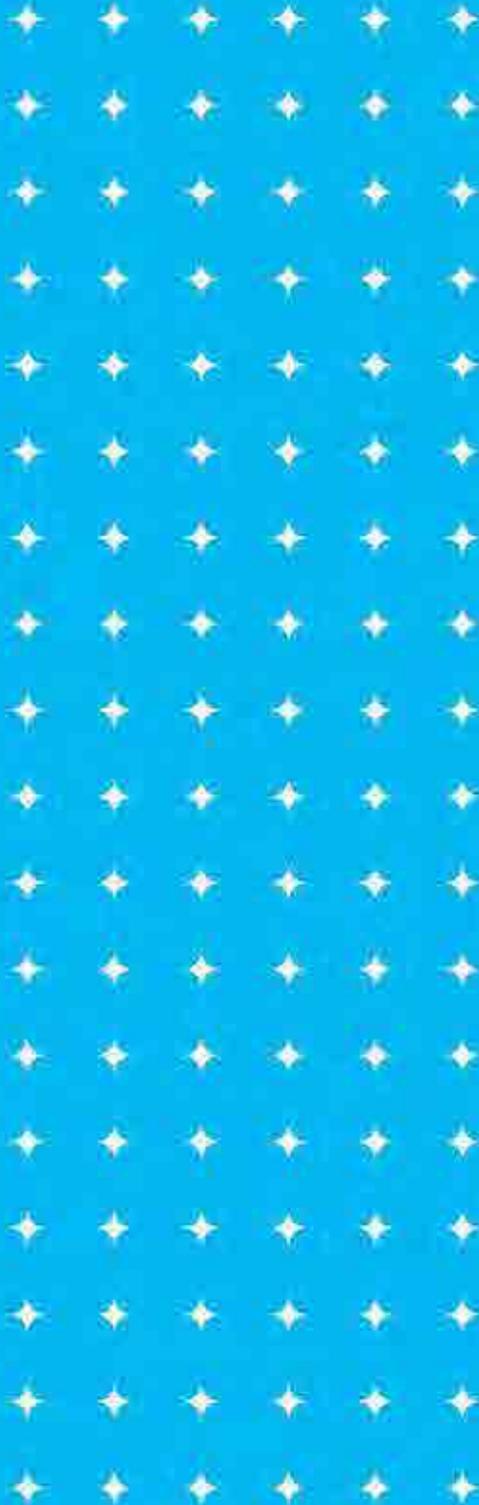
## Overview & Scale

As a popular platform for credit with millions of sessions and a large user base, Paisabazaar caters to a massive consumer base daily. To support such high traffic and ensure robust customer service and assistance, the system utilizes cutting-edge dialer technology for efficient communication. Additionally, it manages and processes an extensive voice data repository, consisting of over 300 terabytes of audio recordings, enabling data-driven insights and improvements.

Our Credit Bureau Platform is a financial data system that serves as a centralized hub for gathering and analysing credit-related information, supporting 5 lac concurrent sessions at peak times. To manage such a vast user volume efficiently, the platform employs a fleet of highly sophisticated auto-scalable infra and distributed data platforms built on top of 160+ microservices.

Our in-house NLP-based smart bot and chat solution augments consumer experience. We are deeply integrated with messaging apps like Whatsapp.

Our Core Stack houses an array of over 180+ interconnected microservices, thus enabling faster processing through the Unified Communication Box. The Single Sign-On (SSO) authentication processes 1 crore authentication requests per day.



PAISABAZAAR STACK



We use Docker and Kubernetes to ensure 99.999% uptime for our Azure Kubernetes Service-hosted microservices, surpassing industry standards. Our CI/CD pipeline weaves together Jenkins and SonarCube to deliver error-free, seamless builds towards production at a fast pace, minimizing the turnaround time for code-to-production.

The Digital Stack, houses our KYC Services including Digi, KYC, OKYC and Video processes. Machine Learning algorithms are used to verify documents with precision, thereby improving the execution of loan applications for our consumers and partners.

The Co-Created Stack is another proprietary system which generates intelligence utilizing big data, analytics, and ML to make precise decisions.

Our scalable architecture is built using independently deployable microservices written in a wide range of languages, frameworks and patterns, demonstrating agility and scalability. Our data layer houses terabytes of data using various distributed databases including RDBMS like MySQL, PostgreSQL, and NoSQL like MongoDB and Cassandra.



Mukesh Sharma, Chief Technology Officer

**"As a marketplace, the basic premise of building the digital stack was to make it easily configurable for our partners and have the ability to take it live and scale it quickly. Not only is it completely safe and secure but is also built for seamless integration with our partners. The digital stack has also helped us build a Neo-stack on top of it for co-created products. These stacks significantly elevate the consumer experience on our platform, by providing a seamless purchase and post-purchase experience."**

Our advisors use our proprietary system called GRID for assisting our consumers during the journey. It captures the consumers' online journey (action / inputs) along with any previous advisor interactions and helps our advisors in creating a customized and targeted pitch for the consumers.

Grid, which is an in-house data solution, handles millions of calls daily generating 100 GB of voice data daily.

To support our physical presence, our advisors use Field Operations Systems (FOS) app, which helps arrange in-person appointments.



## Data Landscape

We have a data lake which ingests data from over 30 heterogeneous sources. The system which is based on Azure Data Lake Storage Gen2 (ADLS Gen2), surpasses the 40 terabytes mark in a single day. We leverage the power of the Hadoop ecosystem, Impala, and Spark Cluster (HDP 3) for data processing.

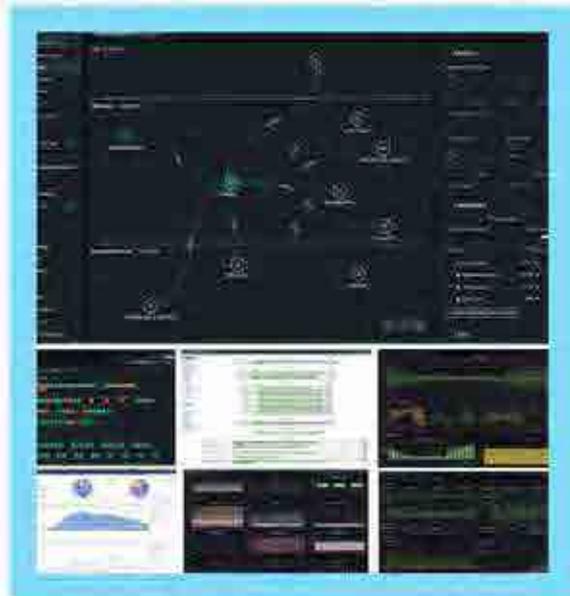
This data lake ensures real-time replication with almost no delay, by utilizing Spark, Scoop, Kafka, and multi-threaded binlog replications. It further compresses the data up to 90% into the ORC format. We use Apache Ranger and Kerberos for security and governance.

Our Marketing Automation Platform, Atlas facilitates a customer-360-degree view, leveraging Customer Data Platform (CDP), Salesforce Marketing Cloud and our data lake.

Our analytics infrastructure is based on PySpark, and the system processes around 40 terabytes of data daily. It involves usage of Conda, Pandas, Python, Tableau, and Power BI.

## Security

Our cloud infrastructure uses DDoS protection, powered by the open-source solution "ModSecurity". Additionally, our Web Application Firewall (WAF) leverages "OWASP ModSecurity Core Rule Set" and "Nginx" to safeguard against application-level threats and malicious traffic. To combat sophisticated bot attacks, we have implemented Bot prevention, and WAF protection, which employs



AI-powered bots to identify and thwart malicious bot activities in real-time. This further protects our system against API endpoint abuse and brute-force attempts, ensuring secure data transfer and access at all times. For intrusion detection and prevention, we utilize the widely acclaimed IDS/IPS system, which continuously

## CORPORATE OVERVIEW

monitors network traffic across multiple geographically distributed offices connected over MPLS. Its real-time alerts and automated response capabilities bolster our ability to respond swiftly to potential threats.

Our data filtering mechanism performs deep packet inspection to prevent sensitive data leakage and exfiltration attempts. It processes billions of packets per day across our network, providing us with granular control over data flow while ensuring compliance with data localization regulations.

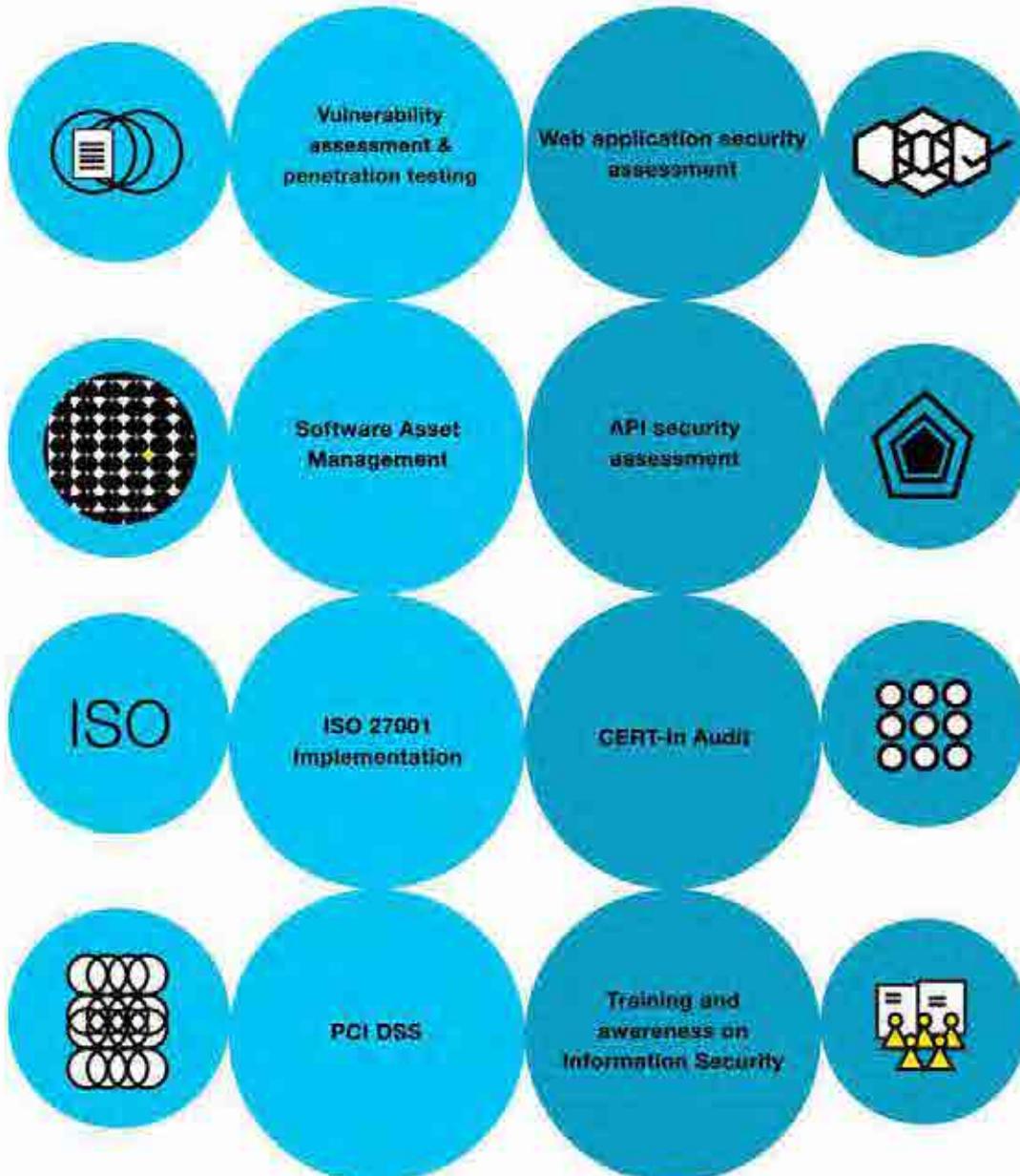
As part of our comprehensive cyber security approach, we prioritize the security of our endpoints. We deploy endpoint firewalls to secure our distributed assets and prevent unauthorized access.

Continuous monitoring is a cornerstone of our cyber security practices. We employ "ELK Stack" (Elasticsearch, Logstash, Kibana) in conjunction with "Grafana and Prometheus" to collect and analyze log data from various endpoints and cloud resources.

### Compliance

We are ISO 27001 certified for our Information Security Management System (ISMS), demonstrating our commitment to following best practices and protocols. Along with ISO ISMS, we are also PCI DSS compliant. We are being audited by CICs, Banks and partners. We have data localization certification, CERT-in compliant, and comply with digital lending regulations and other information security standards.

## SECURITY: CONTROL & PRACTICES



## Brand Reach

Paisabazaar is one of the popular consumer brands of the country

Investment in the brand over the years has made Paisabazaar one of India's most recognized and popular financial services brands. One of our key brand initiatives has been pioneering the free credit score space. Consistent and continuous brand campaigns have enabled us to own the free credit score product, helping it become a point of entry to the Paisabazaar platform. Paisabazaar was the first and still remains largely the only player in the lending industry, which has endeavoured consistently, through consumer campaigns on TV and digital, to make India aware about credit score.

We have also run campaigns on Personal Loans, Credit Cards, Home Loans and our exclusive co-created products on TV and digital, to increase consumer awareness, especially around the key message of "Compare Before Applying", to ensure consumers get to avail the best and most-suited lending product, according to their need and eligibility.

In the fiscal year ended March 31, 2023, we launched two campaigns around "Loan Lane Ka Sahi Tareeka" and "Loan Sahi, Milega Yahi" to drive the key messages around the importance of comparing offers and the wide choice available on the Paisabazaar platform.

We also launched our latest brand film "Unspoken" under our brand philosophy of "PaisonSeBadhkar" which is all about being a financial companion to our consumers and play a small part in helping them meet the dreams and aspirations of their loved ones. Our brand campaigns under the "PaisonSeBadhkar" philosophy are a move away from the usual transactional messaging.

Our films under the "PaisonSeBadhkar" philosophy has been widely appreciated and garnered brand love from all quarters, with 16 crore views and 21 industry awards and accolades.



Sachin Vashishtha, Chief Marketing Officer

**"One of the key drivers of Paisabazaar's growth and scale has been the sustained investment in our brand over the years. We have leveraged TV and especially used cricket broadcast to popularize our brand in Indian households. Our aim, through brand campaigns, is to make Paisabazaar truly the preferred platform of choice for India, across consumer segments, geographies and economic strata."**

# New Initiatives

## PB Partners

PBPartners is a digital platform for independent sellers of insurance. It enables agents to sell multiple products from a host of suppliers conveniently using an app. It facilitates research, issuance, and customer management, leveraging technology, thus bringing cost efficiencies in an otherwise cost-heavy brick and mortar based model. It focuses on improving the partner experience by using the state-of-the-art technology, thereby increasing the stickiness of the sellers while improving their productivity. At PBPartners, we have leveraged our experience of technology integrations and servicing with our insurance partners at our mothership Policybazaar, thus replicating strong end-to-end digitally integrated journeys. We have a unique on-demand payout mechanism and a wholesome mobile application for our partners (with deep integrations with messaging platforms like Whatsapp for ease of business operations).



**"PBPartners was started after Policybazaar morphed from a Web Aggregator into an Insurance Broker in June 2021. We gained leadership position, becoming the largest PoSP in less than 6 months of operations, both in premium as well as the technology platform. We leverage our large seller network and digital assistance to scale faster with word of mouth marketing thus enabling us to reach untapped markets in the Tier 2 and 3 cities and rural areas. PBPartners is a B2B2C platform with a strong network of over 1.2 lac agents."**



**Dhruv Sarin, Chief Business Officer, PBPartners**

We offer motor insurance, life insurance, health insurance and commercial lines insurance products. PBPartners has the highest proportion of non-motor business in the industry at 34% for the quarter ended March 31, 2023.

With presence in 15k pincodes out of 19.1k pincodes in India, we are focused on expanding reach in the country. We have developed Experience Centres to offer proper and timely training and support to our seller partners. As of quarter ended March 31, 2023, Tier 2 & Tier 3-cities contributed 70% of the business, thereby indicating a rapid acceptance & further scope of growth.

Our app is designed in a way to aid training & simplify consumer lifecycle management for our sellers. It includes self-help features to facilitate quick endorsements, cancellations & refunds. It also has an in-built "Need Analysis" tool and a "Product Recommendation Engine".



### PB Partners First-in-industry tech initiatives



### Non-Employee Benefits:

- 1 **Marine Insurance**
- 2 **Property Insurance**
  - Fire Insurance
  - Burglary Insurance
- 3 **Liability Insurance**
  - Cyber Insurance
  - Directors & Officers Insurance
  - Errors & Omissions Policy
  - Professional Indemnity
  - Commercial General Liability
  - Workmen Compensation
- 4 **Engineering Insurance**
  - Construction All Risk
  - Erection All Risk
  - Contractor's Plant and Machinery



Sajja Chowdary, Head, PB For Business

**"Our fair advisory, wide choice and extensive use of technology for servicing and claims management help companies reduce their costs while meeting their insurance needs using well-suited solutions. We have deep integrations with the application provided by our partner Get Visit, which enables us to offer a customized and seamless user experience to our consumers."**

The app is well designed to facilitate access to the entire suite of employee benefits on one single platform to both employers and employees.

## PB for Business

Policybazaar "for Business" was started with the vision to make business insurance products accessible to start ups, small and medium enterprises and large corporate businesses.

We offer products which include both employee benefits as well as non-employee benefits.

### Employee Benefits:

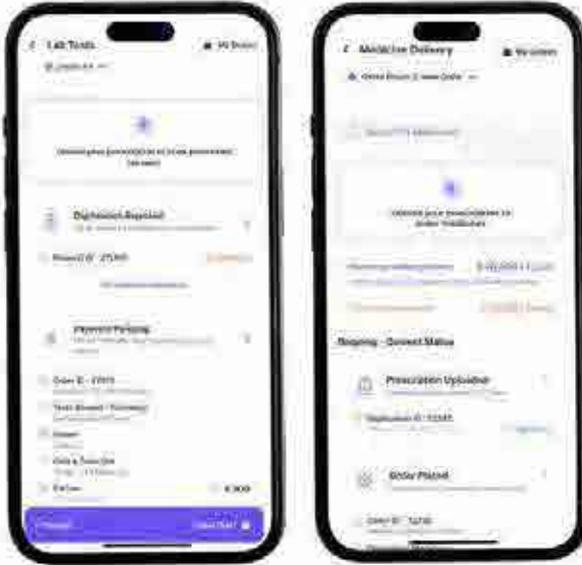
- 1 **Group Health Insurance**
- 2 **Group Personal Accident Cover**
- 3 **Group Term Life Insurance**

The platform has features like "Flexi Enrollment" that allows employees to enrol for the base Group Medical Cover policy being offered by their employer, while also providing an option to opt for add-on covers. A wallet amount can be configured for each employee basis which they can pick and choose individual benefits. Employees can also enrol for an unlimited cashless OPD policy that covers all their consultations and prescribed diagnostic tests. The services can directly be availed from the app. It is a single platform to access all the different benefits offered across GMC (group medical cover), OPD (out-patient department in hospitals) and

## CORPORATE OVERVIEW

wellness. It facilitates claims management, cashless OPD services like offline appointments / diagnostics / pharmacy / health checkup / vaccination / dental and other wellness benefits.

A full-featured dashboard is offered to the Human Resources / Admin departments of corporates for active management of the portfolio and for generating insights using readily available reports.



## PB in UAE

We expanded geographically to Dubai in 2019. UAE was a natural choice of expanding our business outside the country, as there is a large population which speaks Indian languages and consumes the same media where we advertise regularly in India, thus making Policybazaar a known brand.

**"Today, we offer a wide range of financial products and services, such as insurance, loans, credit cards, and accounts through Policybazaar.ae across UAE. We are the only provider offering a free access to region's leading credit monitoring service that helps consumers learn & improve their credit scores and unlock better offers."**



Neeraj Gupta, CEO, PB UAE

annual report 2022-2023

We work with 20 insurance partners and 15 banks to provide an unbiased advisory to our consumers. We offer some unique product propositions in partnership with our partners. For instance, we have co-created cross-border coverage products in health insurance with two insurance partners that offer protection not just in the UAE but also in India or Pakistan respectively.

Our digital-first & paperless processes facilitate a seamless experience for our consumers while also lowering the cost of operations for our suppliers. We support our insurance partners on the technology front by helping them create an open architecture framework for faster integrations. We also develop and deploy backend systems for our partners to enable their offline network with the capabilities of generating price quotes, managing payments & bookings and managing their agent networks.

We have built an in-house docu-sign application that enable consumers to sign undertakings such as Medical Application Form, Investment Illustrations, Broker on Record change (using features like on-screen signing / image uploading / camera clicking).

For our lending partners, we pre-qualify the applications with help of the credit rating from the Bureau (AECB). This ensures higher operational efficiency at the banks' end and higher acceptance rates for the consumers. We are the only aggregator who has such integrations with the Bureau.

We leverage our proprietary technology solutions like the Matrix (Lead Management System), Booking Management System, Ticketing System, PB Dialer, Chatbot Pricing and Discounting Portal.

We sourced an insurance premium of over INR 440 Cr, marking a 2.7x growth, on an annualized ruhi rate basis as of quarter ended March 31, 2023.

## Awards

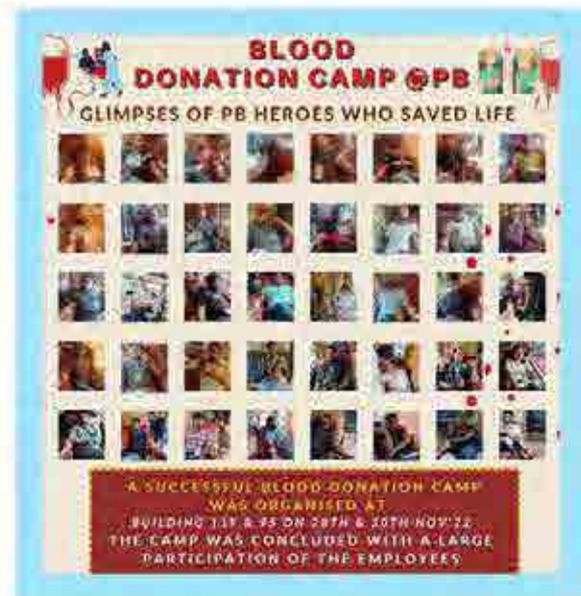
Award Name
Best Insurance Brand, Khaleesi Times Digi Bank
Best Financial Services/banking website, Asian BFSI Leadership Awards
Best Insuretech of the year, Asian BFSI Leadership Awards
Outstanding Organisation Awards, Money 2.0 Conference
Best Insurance Aggregator, International Finance Awards
Best Insurance Marketplace of the year, Global Insurance and Risk Management awards
Best in Insuretek Distribution, 8th Insuretek Golden Shield Excellence awards
Most Innovative Online Insurance & Financial Marketplace, UAE Business awards
Excellence in Finance companies in Insurance award, Finext Awards

# Giving back to the community

The nature of our business is akin to that of a social enterprise, wherein we enable middle income families to protect themselves against the financial impact of death, disease and damage. We also help our consumers in fulfilling their credit needs in an efficient way. We firmly believe that financial education needs to start early to ensure that the adolescents of today enter adulthood/ workforce better prepared to manage their lives. One of our flagship programs is focused on "Financial Literacy and Planning" for young adults and college students to prepare them for the real world challenges by introducing concepts like budgeting, goal based planning, investment management, risk mitigation & protection, safety from cyber-crime and financial frauds. In the fiscal year ended March 31, 20223, we tied up with Ma Foi to further enhance our program to offer employment opportunities in the BFSI sector to certified students. Till date we have trained more than 6,000 school and college students in Gurgaon, Chennai, Kolkata and Mumbai.

We also recognise that as we continue to grow as a business, it is our moral responsibility to give back to the society at large in more ways than one. In another initiative with Haqdarshak, we are helping our contractual staff become financially secure by helping them with linkages to the most beneficial government schemes available to them, such as the PMSBY, PMJJBY and Ayushman Health cards.

We partnered with Rotary Blood Centre to organize Blood Donation Drives in our office premises. Our drives were conducted in June and November during office hours which allowed for maximum participation from our employees. We had 135 donors in June and 181 in November. The purpose of blood donation camp is to motivate and maintain a permanent well-indexed record of voluntary blood donors while simultaneously educating the community on the beneficial aspects of blood donation and harmful effect of collecting blood from paid donors. The beneficiaries of the camp are the patients who are in need of different groups of blood.



We also partnered with Goonj, an NGO, and took an initiative to organize the "Odha Do Zindagi" collection drive across our offices in Gurugram, Haryana, covering 11 buildings in 2 weeks, from Dec 14, 2022 to Dec 28, 2022. Goonj was chosen as an implementation partner owing to its focus on working with the marginalized sections of the society, who are deprived of food, shelter and clothing. They also focus on recycling things like e-products, chemical products and waste materials utilized by the industry, and allocate resources in an optimum manner. Items like clothing, blankets, winter wear, bed sheets and many more useful items were donated by our employees for the people living in remote areas who were in dire need of such items in chilling winters. The camp was a success and concluded with huge participation from employees.

AN INITIATIVE BY GOONJ NGO

**COLD DOES NOT KILL PEOPLE,  
LACK OF CLOTHING DOES**

**"ODHA DO ZINDAGI"**

WE URGE EVERYONE TO CONTRIBUTE ALL THE ESSENTIALS IN GOOD WEARABLE CONDITION

PLEASE DONATE	BUILDING NO.	LOOK OUT FOR THE DONATION BOXES IN THE FOLLOWING LOCATIONS
Shawls, Blankets, Sweaters, Socks, Jackets, Mufflers, Gloves, Boots, Shoes, Saris	49	Reception, Cafeteria
	57	Reception, Cafeteria
	84	Reception, Cafeteria
	95	Reception, Cafeteria
	109	Reception
	110	Reception, Cafeteria
	116	Reception, Cafeteria
	119	Cafeteria
	120	Reception
	123	Reception

DONATION BOXES ARE AVAILABLE IN THE RESPECTIVE LOCATIONS FROM 14 DEC' 22 - 28 DEC' 22

We organised a joyous Children's Day celebration at the NGO Kilkari Foundation and contributed essential stationery, fostering education and creativity. We also treated children with a lunch, spreading smiles and happiness. Continuing our efforts, we put donation boxes in our buildings, encouraging our employees to contribute clothes, books, and toys for the children of Kilkari. We remain committed to making a positive difference in the lives of underprivileged children.



# Board of Directors



## **Mr. Yashish Dahiya**

Chairman, Executive Director and CEO

He holds a Post-graduate Diploma in management from Indian Institute of Management, Ahmedabad, a Master's degree in business administration from Institut European d'Administration des Affaires (INSEAD), France and holds a Doctorate's degree in Technology from Indian Institute of Technology, Delhi. He was previously associated with ITW Signode India Limited, Bain & Company Inc. (London), eBookers PLC (UK) and CEZ Investments Limited.



## **Mr. Alok Bansal**

Executive Vice Chairman and Whole-time Director

Mr. Alok Bansal ceased to be the CFO of the Company and was re-designated as Executive Vice Chairman and Whole Time Director with effect from May 02, 2022. He holds a Post-graduate Diploma in Management from Indian Institute of Management, Calcutta and a Bachelor's degree in Technology from Shri Shahu Ji Maharaj University, Kanpur. He was previously associated with Voltas Limited, General Electric International Operations Co. Inc. (India), iGate Global Solutions Limited, Mahindra and Mahindra Limited and FE Global Technology Services Private Limited.



## **Mr. Sarbvir Singh**

Joint Group CEO & President of Policybazaar

He holds an integrated Master's degree in Mathematics and Computer Applications from Indian Institute of Technology, Delhi and a Post-graduate Diploma in Management from Indian Institute of Management, Ahmedabad. He has previously served as Managing Partner of WaterGidge Capital Management LLP and as Managing Director of Capital18, a part of the Network18 group.



**Ms. Kitty Agarwal**

Non-executive Non-Independent Director

She holds a Post graduate Diploma in Agri-Business Management from Indian Institute of Management, Ahmedabad and a Bachelor's degree in Business Management from Rangalore University. She is currently associated with infoEdge Ventures as a partner and was previously associated with Info Edge (India) Limited as head of corporate development.



**Mr. Gopalan Srinivasan**

Independent Director

He holds a Bachelor's degree in Commerce from the University of Madras. He is a member of the Institute of Cost Accountants of India and a fellow of the Federation of Insurance Institutes. He has previously served as the chairman and managing director of United India Insurance Company Limited and chairman and managing director of the New India Assurance Company Limited.



**Mr. Nilesh Bhaskar Sathe**

Independent Director

He holds a Master's degree in Commerce from Nagpur University and a Bachelor's degree in Commerce and is a certified associate with the Indian Institute of Bankers. He has served as whole time member, IRDAI and as the CEO and Director of LIC Nomura Mutual Fund Asset Management Company and as zonal manager (Northern Zone) of Life Insurance Corporation of India.



**Ms. Veena Vikas Mankar**  
Independent Director

She holds a Post-graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad and has completed the Strategic Leadership for Microfinance course at Harvard Business School and a Bachelor's degree in Economics from the University of Delhi. She is the founder of Swedhaar FinServe Private Limited (now a subsidiary of RBL Bank Limited and known as RBL FinServe Limited), a non-executive director on the board of RBL Bank Limited and a founder and director of Swedhaar FinAccess. Ms. Mankar started her career with ICICI Limited and has worked with various financial institutions including West LB Group (Singapore) and HM Bank (Malta). She has also served as a director on the board of Liberty General Insurance Limited and as the non-executive chairperson of IDFC Bank Limited (now known as IDFC First Bank Limited).



**Mr. Kaushik Dutta**  
Independent Director

He is a fellow member of the Institute of Chartered Accountants of India with over 25 years of experience. He is a co-founder of Thought Arbitrage Research Institute, an independent not-for-profit research think-tank working in areas of corporate governance, public policy and sustainability. He was also associated with Price Waterhouse & Co., Chartered Accountants LLP, and Lovelock & Lewis, Chartered Accountants as Partner for over 25 years. 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.



**Ms. Lilian Jessie Paul**  
Independent Director

She holds a Post-graduate Diploma in Management from Indian Institute of Management, Calcutta and a Bachelor's degree in Engineering from Bharathidasan University. She is the founder and CEO of Paul Writer Strategic Services and is the author of a book titled 'No Money Marketing', published by Tata McGraw-Hill. She has previously been associated with Tata Elxsi (India) Limited, Ogilvy & Mather Limited, Infosys Limited, GATE Global Solutions Limited and Wipro Limited.

# Corporate Information

## Board of Directors

**Yashish Dahiya**  
Chairman, Executive Director  
and CEO

**Alok Bansal**  
Executive Vice Chairman and  
Whole Time Director

**Sarbvir Singh**  
Joint Group CEO & Executive  
Director (wef August 26, 2023)

**Kitty Agarwal**  
Non Executive Non Independent  
Director

**Kaushik Dutta**  
Independent Director

**Veena Vikas Mankar**  
Independent Director

**Lilian Jessie Paul**  
Independent Director

**Gopalan Srinivasan**  
Independent Director

**Nilesh Bhaskar Sathe**  
Independent Director

**Mandeep Mehta**  
Chief Financial Officer  
(Appointed wef May 02, 2022)

**Bhasker Joshi**  
Company Secretary and  
Compliance Officer  
[complianceofficer@pbfintech.in](mailto:complianceofficer@pbfintech.in)

**Rasleen Kaur**  
Head, Investor Relations  
[investor.relations@pbfintech.in](mailto:investor.relations@pbfintech.in)

## Statutory Auditors

Price Waterhouse Chartered  
Accountants LLP  
Building 8, 8th Floor Tower B,  
DLF Cyber City, Gurugram- 122002  
Haryana, India.  
Telephone: +91-124-4620000

## Internal Auditors

KPMG Assurance and consulting services LLP  
Building no. 10, 4th floor, tower-C,  
DLF Cyber City, Phase-II,  
Gurugram -122002 India

## Secretarial Auditors

M/s Dhananjay Shukla & Associates  
Company Secretaries  
House no. 23, Basement, Sector-30,  
Gurugram-122001, Haryana

## Bankers

HDFC Bank Limited  
Axis Bank Limited  
ICICI Bank Limited  
The Hongkong and Shanghai Banking  
Corporation Limited  
State Bank of India

## Registered Office

PB Fintech Limited  
Plot 119, Sector 44,  
Gurugram- 122001,  
Haryana, India.

## Registrar & Share Transfer Agent

M/s Link Intime India Private Limited  
C-101, 1st Floor, 247 Park, L.B.S.  
Marg, Vikhroli (West),  
Mumbai 400083

# Management Discussion and Analysis

## Business Model

PB Fintech operates through its two distinct brands, Policybazaar and Paisabazaar, the online marketplaces of insurance and credit products respectively. The company has also diversified its operations in aligned businesses of PoSP model of insurance distribution by introducing a digital platform called PBPartners, corporate insurance distribution called PB for Business, and a geographic expansion of PB in UAE.

The growth of our businesses is underpinned by key levers which run as a binding thread despite the diversity and complexity of each of business verticals.

**a. Separate Brands, Unified Purpose:** At the core of PB Fintech is the aggregation model of financial products. Policybazaar caters to insurance products while Paisabazaar is focused on credit products. Both brands aim to simplify the financial decision-making process for consumers and provide them with the best-suited products while ensuring convenience throughout the buying journey as well as the lifecycle of the products.

**b. Consumer Awareness:** PB Fintech, through its brands, strives to educate the consumers about the need and suitability of financial products. It is our aim to help the middle income families of the country to protect themselves against the financial impact of death, disease and damage and thus we invest heavily in consumer awareness programs about insurance through different channels. We also use campaigns for raising awareness about a wide variety of credit products, thereby helping consumers find the best suited products while also help them improve their eligibility.

**c. Technology-Enabled, End-to-End Integrated Processes coupled with Proprietary Systems:** We leverage advanced technologies including AI and machine learning to create seamless solutions for a superlative consumer experience. Our deep digital integrations with partners, which we have built and evolved over the last 15 years, help us drive smooth interactions with our consumers.

We also rely on technology to drive marketing and operational efficiency, thereby reducing costs for ourselves as well as for our insurance and lending partners.

All our technology solutions are proprietary, which makes us agile and nimble, especially during challenging times like COVID-19 when we were able to switch to Work-From-Home mode overnight for the entire organization while ensuring similar productivity levels.

**d. A wholesome offering through Lifecycle Management:** We utilize a strong lifecycle management system, which ensures we are present for our consumers throughout their journey, right from the purchase to fulfilment, renewals or even claims. This significantly enhances the customer experience and satisfaction.

## Our Strategy

PB Fintech's strategy focuses on customer-centric innovation and data-driven decision-making to offer a seamless and personalized user experience and diversity its offerings. The key pillars of our strategy to expand our business are:

**a. Customer Centricity and Fair Advisory:** The primary focus is meeting consumers' needs by offering a broad range of options and aiding them in making informed decisions. We offer fair, commission agnostic advisory which is best suited to fulfil the needs of the consumers. We also provide assistance through multiple channels - telephone, video, chat and in-person appointment.

**b. Deepening Engagement and Building Customer Loyalty:** By offering personalized product recommendations, seamless digital interactions, and extensive customer service, we aim to build long-term relationships with our consumers for all their insurance and credit needs, thereby encouraging repeat purchases and consumer stickiness throughout the lifecycle.

**c. Co-created Products:** We actively collaborate with our partners to develop innovative financial products and services. This fills market gaps and allows us to offer exclusive products and services to our consumers, thus making PB Advantage a unique proposition for them.

**d. Data-Driven Approach:** PB Fintech utilizes data analytics and machine learning to make strategic business decisions. This results in improved efficiency, enhanced service quality, and the ability to anticipate and respond to market trends in a fast paced manner.

**e. Continual Technological Innovation:** As a digital-first company, we continually push the boundaries of innovation in our service delivery. From product discovery and application to processing and servicing, we are committed to leveraging advanced technologies, driving efficiency, and ensuring a seamless user experience. This focus on technology helps maintain our competitive edge and leadership in the Fintech landscape.

**f. Investing in Human Capital:** We recognize that our employees are critical for our success, thus we are committed to hiring, developing, and retaining talented professionals who can help drive the company's vision forward. We actively aim to sustain our culture of autonomy, openness and fairness.

## Brands

Our two distinctive brands Policybazaar and Paisabazaar have made a significant impact in the Indian financial services sector.

Policybazaar has been instrumental in driving awareness about insurance products and their benefits. Our marketing initiatives primarily aim to enlighten consumers about the importance of insurance in securing the financial future of themselves and their families, and the benefits of comparing plans from various insurance providers on our platform. In addition to this, we invest in creating awareness about our end-to-end services that we provide to our consumers, including the claims assistance, which is the most pivotal part of the insurance value chain. Our commitment to customer support, particularly during the claims process, has played a vital role in fostering trust among our consumers.

We use a segmental approach to target different regions based on the vernacular / popular languages spoken in the areas. We also use our campaigns to popularize special categories, which are aligned with the broadening width of our offerings.

We leverage consumer insights and market research to drive data-oriented decision-making and optimize our marketing strategies.

Paisabazaar, our other prominent brand, has set a strong foothold in the financial services sector with a focus on free credit score space. The brand has run campaigns on personal loans, credit cards, home loans, and other exclusive products, to emphasize the importance of comparison before applying. Our brand philosophy "PaisanSeBadhkar" resonates with being a financial companion to consumers and aims at helping them meet their aspirations. With this, we have managed to garner brand love and appreciation from all quarters.

In conclusion, both Policybazaar and Paisabazaar have succeeded in enhancing their brand value by delivering superior customer experience and making significant strides in their respective fields. Their innovative strategies and customer-centric approaches have not only fostered trust among the consumers but also provided them with a competitive edge in the market.

## Technology

At PB Fintech, we aim to drive innovation for ourselves and our partners by leveraging technology in each and every arena of operation.

We provide a seamless consumer experience using complex algorithms and advanced technologies like AI and machine learning. We rely on technology for deep and involved processes of risk assessment, post-purchase / fulfilment mechanisms, and other lifecycle management tasks like refunds, cancellations, etc. We lay special emphasis on using technology to improve the claims experience in the insurance value chain which has a significant impact in garnering our consumers' trust.

Our tech stack is based on an open architecture backbone, which has stood the test of time and scale. Cyber security is one of the core aspects of our technological foundation and we make substantial investments to ensure our systems are robust and secure.

## People & Culture at PB Fintech

At PB Fintech, we recognize that our people are critical to our long-term success and sustainability. Our value system emphasizes on fairness, integrity, trust, and responsible conduct.

We continually disrupt the industry by placing innovation at the core of our strategy; therefore we empower our employees to be autonomous, taking ownership and accountability. Thus, there is a culture of promoting intrapreneurship and fearlessness to experiment.

We have an "open door" policy, which facilitates transparency and ease of access across levels.

Our Learning and Development department ensures that leadership development and talent retention are prioritized through diverse roles and multiple learning opportunities. The approach is to hire young talent and groom the employees by providing on-the-job training.

It is heartening to note that over 100 employees have been a part of the PB family for more than 10 years and about 1,000 employees for more than 5 years, thus indicating a strong retention rate, especially in the senior

## Management Discussion and Analysis

management. This alignment / depth of leadership keeps the foundation of the organization strong and robust even during times of crisis like during the lockdown due to the pandemic COVID-19 when empathy and motivation were the need of the hour. It also ensures the culture is retained and fostered through the hierarchies, and makes it easier to align the larger teams with the vision of the organization.



**Shambhavi Solanki, Head, Human Resources**

**"Delegation, freedom of expression and elbow room for accommodating myriad leadership styles and ways of execution is how we allow our talent to flourish and grow. Meritocracy ensures that people with leadership potential and a balanced mindset for growth along with risk management are identified, coached and groomed for roles which require greater responsibility."**

### Level Enhancement and Accreditation Program

LEAP is a comprehensive career progression program designed to provide our advisors with an attractive and rewarding career in sales and service. We aim to equip our team with the necessary tools, resources, and opportunities to excel in their roles and achieve personal and professional success. The 16 week training program offers regular training sessions, workshops, and project work that focus on industry knowledge, market trends, communication skills and leadership skills. By investing in continuous professional development, we empower our advisors to stay ahead of the curve and excel in a rapidly evolving business landscape.

### Agile Training

We understand the importance of employee well-being, empathy, open communication and trust. In the fiscal year ended March 31, 2023, we conducted a leadership training program called AGILE (Adapt, Guide, Inspire, Lead and Empower) for our existing leaders aimed at equipping participants with essential skills and knowledge to excel in people management, fostering a more productive and harmonious work environment.

We covered three modules under this training session, each focusing on different objectives such as traits of a people manager, understanding the difference between feedback and coaching, and working with teams on their attitude and aptitude towards the benefit of organisation and consumers. The main focus of this training session was DISC training to help improve communication. So far, we have covered 230+ people managers under this program. We remain committed to nurturing leadership excellence and will continue to support the growth of our leaders through a second phase of this training comprising emotional intelligence, corporate biases, and Pygmalion effect.

### Employee welfare

We value and acknowledge the hard work and relentless commitment of our employees to the organizational success through extensive and regular Rewards and Recognition programs. We express our gratitude with awards ranging from vouchers to houses, washing machines, cars, two-wheelers, televisions and the like.

#### JAG 3.0

The Jeeta Apna Ghar contest is one of the many innovative initiatives through which we appreciate advisors' contribution. This unique contest not only boosts employee morale but also fosters a spirit of healthy competition within the organization.

JAG has helped the company retain its best talent as it makes them feel appreciated.

The top 60% of the advisors participate in the year long sales contest and strive to better their previous year's performance in a bid to win exciting rewards like houses, cars and attractive cash prizes.

As a part of the Jeeta Apna Ghar 3.0 rewards and recognition initiative in for the year ended March 31, 2023, eight employees were awarded a house and eight others were awarded a car each. Additionally, cash prizes worth ₹7.5 Cr were distributed as incremental incentives to the advisors.

Through the JAG initiative, across three seasons, employees have won rewards worth ₹25 crore with 23 houses, 8 cars and many cash rewards till date.





**Kheadup Dorjee Bhutia, Chief Sales Officer, Policybazaar**

**"Employee motivation is pivotal to the success of our organization and JAG is one such stand out initiative that not only motivates our teams to do better every year but helps them realize bigger dreams like owning a house at a young age, in turn building a stronger affinity towards the organization."**



**Dhiraj Kaiba, Chief Operating Officer, Paisabazaar**

**"At Paisabazaar, our people are our biggest strength. Over the last 9 years, we have built a culture of meritocracy and transparency. Everyday, we strive to provide a happy work environment for our people, enabling them to work hard for our consumers and partners."**

## Awards & Accolades

### Policybazaar

- a. IRDAI First Hackathon – Bima Manthan 2022 award for "Last Mile Insurance Coverage"
- b. "Excellence in insurance" at India Digital Awards 2022
- c. "Successful use of technology" at ACEF
- d. "Best Customer Service Initiative" at Transformance
- e. "Best Customer Experience Initiative" at InsureNext Awards 2022
- f. "Best use of technology in Fintech" at India Digital Awards 2022
- g. "Best campaign of the year (insurance)" at IAA INDIAA Awards '22-'23
- h. "Advertiser of the Year" at e4m Prime Time Awards 2022-23
- i. "Best Banking, Financial Services and Insurance campaign of the year" at e4m Prime Time Awards 2022-23
- j. "Best Use of TV" at e4m Marketing Awards 2022-23
- k. "Best TV Ad Campaign" at Afaqs Marketers' Excellence Awards 2022-23

### Paisabazaar

- a. "Best Fintech Consumer Lender" at India FinTech Awards
- b. "Best Content in a Youtube Campaign" at India Content Leadership Awards
- c. "Best content in an online PR Campaign" at Content Leadership Awards
- d. "Best PR Campaign at Master of Modern Marketing Awards
- e. "Best BFSI Campaign" at India Digital Influencer Awards
- f. "Best Short Film" at Spott Awards by ET Brand Equity

## Opportunities

### Expanding Digital Consumer Base

The organization's long-term expansion hinges on the ability to attract and keep consumers. There has been consistent growth in unique visitors to its website and mobile platforms. As of March 31, 2023, Policybazaar hosted over 6.8 Cr registered consumers. Among them, 1.4 Cr unique buyers purchased a total of 3.4 Cr policies, averaging 2.4 policies per customer. Paisabazaar, on the other hand, has about 3.5 Cr consumers of free credit score, representing 14% of India's active credit score consumers. Till date, 36 lac consumers have made 54 lac transactions on our credit marketplace. We continue to expand our consumer base by investing in awareness campaigns.

### Collaboration with Partners

Policybazaar and Paisabazaar offer their extensive consumer bases to Insurer and Lending Partners, thereby boosting their sales. According to industry reports, the cost of acquiring consumers for these partners is one of the lowest via these platforms.

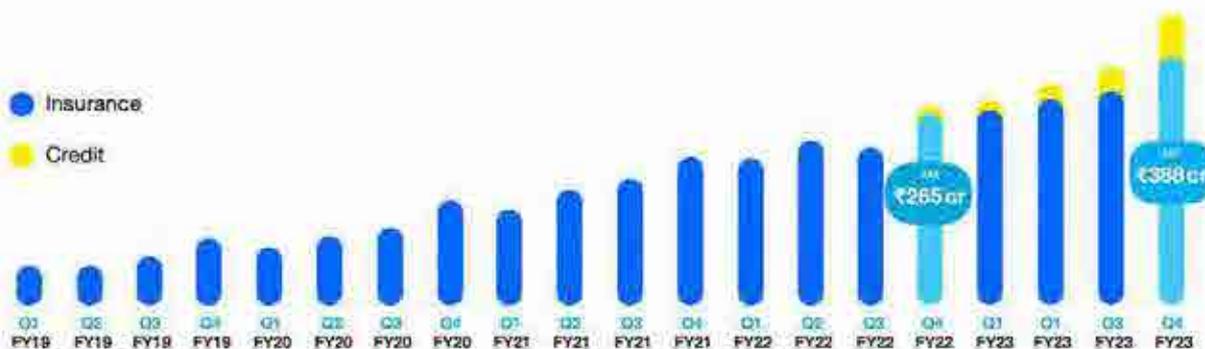
As of March 31, we had 51 insurance partners and 65+ lending partnerships.

During the fiscal year ended March 31, 2023, we generated an insurance premium of ₹11,589 Cr for insurer partners, a 86% rise from ₹6,975 in the fiscal year ended March 31, 2022. During the same period, we sourced ₹11,619 Cr of disburseals, a 76% rise from ₹6,507 the previous year, and 4.7 lac of credit cards, a growth of 2.8x over the previous year. We aim to continually deepen our partnerships through technology and process integrations. It is also our endeavour to innovate through jointly operated research labs with our insurance and lending partners.

### Business Growth with Existing Customers

Long-term retention and increased business visibility from existing consumers can be realized at minimal costs across the product offerings. In the quarter ended March 31, 2023, the renewal / trail revenue increased 4.4x as compared to the same period in the fiscal year 2018-2019. Renewal / repeat business has significant margins in both insurance as well as credit segments. This rapid addition to the bottom line over the years is a critical driver of profitability.

#### CURRENT RENEWAL / TRAIL REVENUE ₹388+ CR



Based on ARR of Q3, Unaudited management accounts. This majorly includes renewal from General Insurance policies, which as per industry definition is counted as renewal. However, the consumer has the choice to port the policy or discontinue.

## Revenue

### Policybazaar

For Policybazaar, we primarily generate revenues from (i) insurance commission that we receive from our insurance partners based on a percentage of the premiums originated by us for the insurance partners, and (ii) additional services that we provide such as telemarketing and other services relating to sales and post-sales services, account management, premium collection and various other services which are permitted under IRDAI rules such as outsourcing services, product listing services, and rewards earned based on volume and quality. The fee rates are set by insurance partners or negotiated between them and us. In addition to generating revenue from new insurance policies sold on our platform, we also earn insurance commission from renewals of such insurance policies, when they are renewed (i) with the same insurance partner on our platform, or (ii) with another insurance partner on our platform, or (iii) with the same insurance partner directly.

### Other Services

The other services segment encompasses Paisabazaar and other entities including PB Fintech.

### Paisabazaar

Revenue for Paisabazaar is mainly generated through:

- a. Commission from lending partners, calculated as a percentage of the loan amount or as a fixed fee for credit cards.
- b. Fees from credit advisory and related services provided to consumers or lending partners.
- c. Fees for marketing services provided to financial services partners and third parties, dependent on the type of marketing service.

### PB Fintech

PB Fintech's revenue is derived from:

- a. Online marketing and consulting services fees charged to insurance and lending partners, based on the specific service type.
- b. Technology services offered to insurance and lending partners to enhance their technological capabilities, digitize platforms, and improve customer service.

### Expenses

The principal expenses of the company fall into two main categories: (i) customer acquisition and servicing, and (ii) enabling services.

### Customer Acquisition and Servicing:

- a. **Employee Benefits Expenses:** These include salaries, incentives, performance, and share-based

compensation. The focus is primarily on expenses related to the operations team, who are engaged in sales and services to facilitate transactions for consumers.

- b. **Advertising and Promotional Expenses:** These costs are tied to attracting consumers to the platforms, encompassing digital marketing, affiliate marketing, brand promotion, and related promotional initiatives.

### Enabling Services:

- a. **Network and Internet Expenses:** This category consists of internet and server charges, web hosting fees, and communication expenses.
- b. **Depreciation and Amortization Expenses:** These expenses are associated with the right of use of leased premises and other assets, reflecting an asset-light capital strategy with assets mainly tied to technology infrastructure and IT equipment.
- c. **Other Expenses:** This includes various costs such as legal and professional fees, security and housekeeping, utility expenses like electricity, water etc, and payments to auditors for services like audit fees, tax audit fees, reimbursement of expenses, IRDAI certification fees, IFCFR report fees, and limited review fees.

Collectively, these expenses provide a comprehensive view of the costs involved in operating and growing the business, from employee retention to technology infrastructure, marketing efforts, and various administrative necessities.

### Subsidiaries/Associate Companies Incorporated/ Added During the Financial Year

- a. **YKNP Marketing Management - LLC:** A Dubai-based outsourced sales and marketing service provider, 26.72% owned by PB Fintech FZ LLC as of July 14, 2022.
- b. **Zphin Computer Systems and Software Designing - LLC:** A wholly-owned subsidiary providing tech solutions for digitizing insurance sales, incorporated on November 23, 2022.
- c. **MLC (MyLoanCare) Fintech Private Limited:** Established on October 11, 2022. MLC Fintech offers loan and card consultancy services, fully owned by MyLoanCare Ventures Private Limited.

These additions showcase PB Fintech's strategic growth in diverse financial services.

### Risk Management Policy

To address the diverse and complex risks associated with the extensive product offerings and unique business model, PB Fintech has in place a robust Risk Management Framework. This framework has been designed to identify, assess, measure, and report the various business risks faced by the holding company and its subsidiaries. By establishing consistent risk assessment criteria and providing accurate and concise information, the framework informs decision-making processes and enables the adoption of cost-effective and time-efficient risk treatment strategies.

The company conducts periodic reviews of risk profiles for the organization as a whole and as individual divisions. This process follows both a "top-down" and "bottom-up" approach, incorporating inputs from various levels of the organization. The risk management process involves gauging the internal and external business environment, setting objectives and strategies, identifying potential events and their potential impact on the business, assessing risks, and developing response and mitigation strategies. Effective communication and information dissemination are also integral to the process.

PB Fintech has demonstrated a commitment to strengthening its risk management framework by making significant capital investments in its subsidiaries. Despite maintaining strong solvency and liquidity positions, the company acknowledges various challenges that may impede business growth and profitability, especially in the competitive landscape.

To enhance risk management, PB Fintech focuses on efficient technology use, fraud prevention and detection, addressing cyber risks, communicating safe practices to consumers, and conducting training and awareness programs for employees.



**Rajiv Gupta, President, Group Strategic Initiatives, Risk Management and Public Policy**

**"As PB Fintech continues to lead the way in India's fintech landscape, the Risk Management Framework remains an essential aspect of ensuring the company's growth, sustainability, and protection of stakeholders' interests. By diligently managing internal and external risks, we can navigate the dynamic business landscape and create a safer and more secure environment for our consumers, partners, and employees. Through a proactive approach to risk management, we reinforce our commitment to providing reliable and innovative financial products and services to Indian households."**

## Sustainability

We view sustainability as one of the essential principles and are focused on resource optimization. The decision-making on issues concerning sustainability are undertaken by the Business Responsibility and Sustainability Committee of the Board of Directors, forming the highest decision-making authority for the concerned matter.

We endeavour to reduce the environmental impact of our operations by adopting sustainable products and practices and to reduce the carbon footprint using eco-friendly installations like energy-efficient equipment. Sourcing from local small and medium enterprises as well as hiring local employees for manpower services, both have been priorities for us. We ensure regular conscious investment in Research and Development and capital expenditure in specific technologies for improving the environmental and social impact of product and processes.

Our team being our biggest strength, we are dedicated to maintaining a work environment that is free from any harassment and promote a work culture which is conducive for inclusion and diversity. Our community activities offer us a chance to positively impact the community in which we operate.

We prioritize sustainability issues that are of the highest importance to our various stakeholders. Our sustainability framework has following four pillars:

We believe that in alignment with our vision, we will continue to enhance and deliver value to our various stakeholders, promote environmental sustainability, financial inclusion of the people and society at large.

### FOUR PILLARS OF SUSTAINABILITY



# Directors' Report

Dear Member(s),

The Board of Directors of your Company have immense pleasure in presenting the Fifteenth (15th) Director's Report on the business and operations of the PB Fintech Limited ("the Company") for the financial year ended March 31, 2023.

## **COMPANY OVERVIEW AND STATE OF COMPANY AFFAIRS**

The Company is an operating cum holding company. The Company launched Policybazaar, its flagship platform, in 2008 and launched Paisabazaar in 2014. It has built the largest online marketplaces to provide convenient access to insurance, credit and other financial products. Its main focus is to create awareness amongst Indian households about the financial impact of death, disease and damage. The Company's Policybazaar and Paisabazaar platform offerings address the large and highly underpenetrated online insurance and lending markets. The revenue is derived from various services provided to insurance companies and banks/lenders, ranging from transaction support, platform development and marketing activities.

Policybazaar.com is a consumer-centric platform that enables customers to seek online research-based purchases of insurance products and increase transparency. By partnering with insurer companies, it provides consumers with a wide choice while guiding them with the policy purchase that best suit their requirements. Through Policybazaar platform, it also provides corporate insurance, including employee benefit policies such as Group Term & Group Health insurance as well as property and liability coverage. For life insurance and general insurance products, the user can compare term insurance, pension or retirement plans, child plans, endowment plans, tax-saving plans and unit linked plans, health insurance or mediclaim plans, four-wheeler insurance, two-wheeler insurance, travel insurance and home insurance products.

MSME and Corporate insurance vertical along with our investee company GetVisit, has built a very strong platform for enhancing engagement and service capabilities. GetVisit offers an integrated health-tech platform to Corporates for their employee health benefits management and is engaged in connecting certified doctors, counsellors and coaches to individuals through its web and mobile applications. It provides access to health care services by disseminating healthcare information and data to its Consumers through the website, mobile application and arranges for the provision of health care services to its users.

The group also operates paisabazaar.com which is a facilitator for comparison and application for banking products and acts as a digital facilitator between customers and banks/financial institutions. It has partnerships with large banks, NBFCs and fintech lenders who offer a wide choice of product offerings on the platform across personal credit categories, including personal loans, business loans, credit cards, home loans and loans against property. It runs India's largest credit awareness initiative in partnership with all four credit bureaus in the country, offering free access to credit reports.

In 2018, the Company started operations in United Arab Emirates (UAE) through one of the wholly owned subsidiaries, PB Fintech FZ-LLC, which operates an online financial marketplace in UAE. With the main focus on health and life insurance, we are also diversifying into financial products including personal lending and credit cards in UAE. It has entered into a technical/API integration partnership with AI Etihad Credit Bureau (AECB) to implement real-time eligibility checks for credit card applications based on the AECB credit score and banks' approval criteria. Customers of PB Fintech FZ-LLC can apply for credit cards with an immediate indication of the likelihood of their application being pre-approved based on their AECB credit score.

The Company is listed on BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

## STATUTORY REPORTS

### FINANCIAL SUMMARY AND HIGHLIGHTS

A brief overview on Standalone and Consolidated Financial Performance for the Financial Year ("FY") ended March 31, 2023 is as follows:

		(₹ in Lacs)			
S. No.	Particulars	Standalone		Consolidated	
		2022-23	2021-22	2022-23	2021-22
1	Revenue from Operations	13,414.58	10,318.36	2,55,784.71	1,42,489.01
2	Add: Other Income	19,473.71	11,424.79	25,899.21	12,538.65
3	<b>Total Income (1 +2)</b>	<b>32,888.29</b>	<b>21,743.15</b>	<b>2,81,683.92</b>	<b>1,55,027.66</b>
	Expenditure				
	a. Employee benefit expense	38,197.50	48,380.38	1,53,960.01	1,25,554.10
	b. Depreciation and amortization expense	373.90	389.57	6,382.17	4,283.97
	c. Advertising and promotion expense	302.67	378.16	1,35,724.64	86,445.25
	d. Network and internet expenses	461.44	356.17	9,686.34	6,951.60
	e. Other expense	878.82	2,148.54	22,573.82	13,771.54
4	<b>Total Expenditure</b>	<b>40,214.33</b>	<b>51,652.82</b>	<b>3,28,326.98</b>	<b>2,37,006.46</b>
5	EBITDA (3-4+3b)	-6,952.14	-29,520.10	-40,260.89	-77,694.63
6	Finance costs	89.70	114.84	2,136.26	1,356.78
7	<b>Profit/ (Loss) before Tax (3-4-6)</b>	<b>-7,415.74</b>	<b>-30,024.51</b>	<b>-48,779.32</b>	<b>-83,335.38</b>
8	Share of loss of associates	-	-	-16.52	-3.88
9	<b>Net (Loss)/Profit before Tax (7-8)</b>	<b>-7,415.74</b>	<b>-30,024.51</b>	<b>-48,795.84</b>	<b>-83,339.26</b>
10	Tax expense	-0.13	-56.14	-1.92	-47.96
11	<b>Net (Loss)/Profit after Tax (9-10)</b>	<b>-7,415.61</b>	<b>-29,968.37</b>	<b>-48,793.92</b>	<b>-83,291.30</b>
	Other Comprehensive Income				
	Items that may be reclassified to profit or loss				
	Exchange differences on translation of foreign operations	-	-	500.47	169.58
	Changes in the fair value of debt instruments at FVOCI [Gain/(Loss)]	-	-	-1.91	-
	Items that will not be reclassified to profit or loss				
	Share of other comprehensive Income/(loss) of associate	-	-	-	0.80
	Remeasurement of post employment benefit obligations [Gain/(Loss)]	19.17	94.17	-227.08	-141.25
	Income Tax relating to Items that will not be reclassified to profit and loss	-	-	0.06	-0.21
12	Other Comprehensive Income for the year, net of tax	19.17	94.17	271.54	28.92
13	<b>Total Comprehensive Income for the year</b>	<b>-7,396.44</b>	<b>-29,874.20</b>	<b>-48,522.38</b>	<b>-83,262.38</b>

### STANDALONE FINANCIAL STATEMENTS

The above figures are extracted from the audited financial statements prepared in accordance with Indian Accounting Standards (Ind AS) as specified in the Companies (Indian Accounting Standard) Rules, 2015, as amended in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the "SEBI Listing Regulations").

On a standalone basis, the Company's revenue from operations for FY23 was ₹13,414.58 lacs in the financial year under review, as against ₹10,318.36 lacs in the FY22, an increase of around 30.01% year on year.

The total income of the Company stood at ₹32,888.29 Lacs up by 51.26% for FY23 from ₹21,743.15 Lacs for FY22. The other income of the Company contributed ₹19,473.71 Lacs to the total income for FY23.

## Directors' Report

The total expenses for the year stood at ₹40,214.33 Lacs down by 22.14% for the FY23 from ₹51,652.82 Lacs for the FY22.

EBITDA, for the year, was increased by 76.45% over previous year and stood at ₹(6,952.14) Lacs in comparison with (29,520.10) Lacs in FY22. Loss before tax (PBT) from ordinary activities is ₹(7415.74) Lacs in FY23 as against ₹(30,024.51) Lacs in FY22.

### CONSOLIDATED FINANCIAL STATEMENTS

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

The Consolidated Financial Statements have been prepared based on the audited financial statements of the Company, its subsidiaries and associate companies, as approved by their respective Board of Directors. However, for the purpose of consolidation of financial statements of the Company as regards the investment in PB Fintech FZ-LLC, YKNP Marketing Management and Zphin Computer Systems and Software Designing– Sole Proprietorship L.L.C., unaudited financial statements have been considered.

On a consolidated basis, your Company, achieved net revenue of ₹2,55,784.71 Lacs during the year under review as against ₹1,42,489.01 Lacs during the previous financial year, up by 79.51% year on year.

The total consolidated income of the Company stood at 2,81,683.92 Lacs increased by 81.70% for FY23 from ₹ 1,55,027.86 Lacs for FY22. The Net loss for the financial year under review was ₹ (48,793.92) as against a loss of ₹ (83,291.30) lacs in the previous financial year.

EBITDA, on a consolidated basis, for the year, stood at ₹ (40,260.89) Lacs in comparison with ₹ (77,694.63) Lacs in FY22. Total Comprehensive Income, in FY23, is reported to be ₹ (48522.38) Lacs in comparison to total Comprehensive Income of ₹ (83,262.38) Lacs in FY22.

### DIVIDEND

Since the Company did not make any profit during the financial year, the Directors of your Company do not recommend any dividend for the financial year under review.

### TRANSFER TO RESERVES

In view of the losses during the financial year, no amount is proposed to be transferred to the reserve, except as required under any statute.

### UTILISATION OF IPO PROCEEDS

During the year under review, the IPO proceeds were utilized as per the objects stated in the prospectus of the Company and pursuant to Regulation 32 of the SEBI Listing

Regulations. There were no instances of deviation(s) or variation(s) in the utilization of proceeds as mentioned in the objects stated in the Prospectus dated November 8, 2021, in respect of the Initial Public Offering of the Company. The Company has obtained Monitoring Agency Reports from ICICI Bank Limited ("Monitoring Agency") in terms of Regulation 41 of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended from time to time, for the quarter ended June 30, 2022, September 30, 2022, December 31, 2022 and March 31, 2023 to monitor the utilization of IPO proceeds.

The Company has submitted the statement(s) and report as required under Regulation 32 of the SEBI Listing Regulations to both the exchanges where the shares of the Company are listed, namely, National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on timely basis.

### SHARE CAPITAL

During the year under review, your Company has increased its issued, subscribed and paid-up share capital pursuant to the resolution of the Nomination and Remuneration Committee of the Board of Directors passed through circulation on November 21, 2022 from ₹89,89,99,612/- divided into 44,94,99,806 equity shares of ₹2/- each to ₹90,02,32,698/- divided into 45,01,16,349 equity shares of ₹2/- each consequent to the allotment of 6,16,543 equity shares of ₹2/- each to eligible employees who have exercised stock options under PB Fintech Employees Stock Option Plan 2021. The listing and trading approval for the 6,16,543 equity shares was granted by National Stock Exchange of India Limited and BSE Limited on December 13, 2022 vide their letter no NSE/LIST/2022/33629 and LOD /ESOP/TP/No.120/ 2022-2023 respectively and admitted to trade w.e.f. December 14, 2022.

The authorized share capital of the Company is ₹100,00,00,000/- divided into 49,05,00,000 equity shares of ₹2/- each and 9,50,000 preference shares of ₹20/- each.

Your Company has not issued shares with differential voting rights and sweat equity shares during the FY 2022-23.

### LISTING

The Company's shares are listed on BSE Ltd. (BSE) & National Stock Exchange of India Ltd. (NSE) with effect from November 15, 2021, post its initial public offering (IPO). The annual listing fees for FY 2022-23 to BSE and NSE has been paid.

### FIXED DEPOSITS

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

## STATUTORY REPORTS

### DOWNSTREAM INVESTMENT

During the year under review, the non-residents' shareholding in the Company is more than 50% and the Company qualifies to be an Indian company owned by person's resident outside India i.e. Foreign Owned or Controlled Company ("FOCC"). Your Company has complied with all applicable provisions under the Companies Act, 2013 and Foreign Exchange Management (Non-debt Instruments) Rules, 2019 in relation to investment and the certificate from Statutory Auditors in respect to downstream investment compliance under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 will be obtained.

### SCHEME OF AMALGAMATION

The Board of Directors of your Company had adopted a resolution dated April 15, 2021 approving a scheme of amalgamation between the Company and Makesense Technologies Limited ('Makesense') pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Scheme") and accordingly, our Company and Makesense filed a company application dated May 27, 2021, amended by way of company application dated July 26, 2021 before the NCLT, Chandigarh. However, pursuant to a resolution dated September 23, 2021, the Board of Directors of your Company approved the withdrawal of the Scheme of Amalgamation, and consequently a withdrawal application dated September 28, 2021 was filed with the National Company Law Tribunal, Chandigarh. The Hon'ble Tribunal vide its Order dated October 28, 2021, had approved the withdrawal of the said Scheme. Thereafter, both the companies had agreed that they intend to file a fresh scheme, in the same form as the current Scheme, after making requisite changes due to listing of the Company post completion of the Initial Public Offering (IPO).

Accordingly, during the year under review, the Company and Makesense, at their respective Board Meetings, held on April 26, 2022, had approved the fresh Scheme of Amalgamation between PB Fintech Limited ('Transferee Company') and Makesense Technologies Limited ('Transferor Company') and their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Act, including rules made thereunder ('Scheme'). Upon the said Scheme becoming effective, subject to the necessary regulatory and statutory approvals, and pursuant to proportionate share issuance by the Company to the shareholders of the Transferor Company, their economic interest in the Company shall remain unchanged.

Further, the Company, on May 18, 2022 had filed scheme of amalgamation along with the other documents to National Stock Exchange of India Limited and BSE Limited for their In-Principle Approval/ No Objection Letter as required under

Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the National Stock Exchange of India Limited and BSE Limited vide their letter no. NSE/LIST/31102 and DCS/AMAL/MJ/IP/2624/2022-23 respectively dated January 06, 2023 issued no observation letters to the Company.

The Joint Application before the Hon'ble National Company Law Tribunal (Hon'ble Tribunal), Chandigarh Bench, under the provisions of Sections 230 to 232 of the Act was filed on May 03, 2023.

### Court Convened Meetings

The Hon'ble NCLT vide its order dated July 05, 2023 (date of pronouncement) directed for convening of the meetings of Unsecured Creditors and Equity Shareholder of the Company on Saturday, September 02, 2023 at 11:30 AM and 02:30 PM respectively, through Video Conferencing with the facility of Remote E-voting in compliance with the guidelines issued by Ministry of Corporate Affairs (MCA), for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of Makesense Technologies Limited with the Company and other connected matters.

The Company had duly sent the Notices of the meetings of Equity Shareholders and Unsecured Creditors through e-mail on Tuesday, August 01 2023. The Company had also published in Newspaper declaring the details of dispatch on August 02, 2023 and other requirements as mandated by the Hon'ble NCLT vide its order dated July 05 2023. The Hon'ble NCLT had appointed Dr. Surekha Thukral, Advocate, as the Chairperson; Mrs. Krishna Anmol Singh, Advocate, as the Alternate Chairperson and Mr Nikhil Sachdeva, Chartered Accountant, as the Scrutinizer of the aforesaid meeting.

All the relevant documents related to the scheme of amalgamation can be viewed at <https://www.pbfintech.in/investor-relations/>.

### DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

As on March 31, 2023, the Company has twelve (12) subsidiaries and two (2) associate companies within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 ("Act") respectively. Out of these, two are material subsidiaries i.e. Policybazaar Insurance Brokers Private Limited and Paisabazaar Marketing and Consulting Private Limited. The required details of material subsidiaries as per Schedule V of SEBI Listing Regulations are disclosed in Corporate Governance Report, which forms a part of the Annual Report.

PB Financial Account Aggregators Private Limited ("PBFAA"), a wholly-owned subsidiary of the Company had filed an application with Reserve Bank of India for grant

## Directors' Report

of Certificate of Registration ("CoR") as NBFC-Account Aggregator ("NBFC-AA") u/s 45-IA of the Reserve Bank of India Act, 1934. During the year under review, RBI has granted In-Principle approval for setting up the business of Account Aggregator to PBFAA vide Letter dated January 10, 2023. PBFAA is required to put in place the necessary technology platform and complete all legal/operational formalities to be ready for operation within that period and report position of compliance to RBI. On satisfaction, the RBI may grant CoR as an NBFC-AA.

Further, there has been no material change in the nature of business of the subsidiaries during the year under review.

Pursuant to applicable Accounting Standards on Consolidated Financial Statements and Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI") and as prescribed by Securities and Exchange Board of India (SEBI), Consolidated Financial Statements, which includes the financial information of the subsidiaries, are enclosed and form part of this Annual Report.

The Company is required to attach along with its financial statements a separate statement containing the salient features of financial statements of its subsidiaries/ Associates/Joint Ventures in Form AOC-1.

Further, the Annual Accounts of the Subsidiary Companies and the related detailed information will be made available to the Members seeking such information at any point of time and the Annual Accounts of the subsidiary companies will also be kept for inspection by any Member at the Corporate Office of the Company. Further, the annual accounts for the FY 2022-23 of all the subsidiary companies are available on the website of the Company at [https:// www.pbfintech.in/investor-relations/](https://www.pbfintech.in/investor-relations/).

Note: The word "subsidiaries" and "associate companies" used in this Annual Report includes both direct and step-down subsidiaries and both direct and indirect associate companies.

Subsidiaries / Associate Companies incorporated / added during the financial year ended 31<sup>st</sup> March 2023:

### a. MLC Fintech Private Limited

MLC Fintech Private Limited is a private company limited by shares and incorporated on October 11, 2022 under the Companies Act, 2013 as a Wholly Owned Subsidiary of MyloanCare Ventures Private Limited with an authorized and paid up share capital of ₹2,00,00,000/- divided into 20,00,000 Equity shares of ₹10/- each.

The company is engaged in providing consultancy and advisory services in respect of loans and cards,

### b. YKNP Marketing Management -LLC

During the year under review, PB Fintech FZ LLC, a Wholly owned subsidiary of the Company in Dubai acquired and holds 26.72% shares of YKNP Marketing Management -LLC.

YKNP Marketing Management was established as a Sole Establishment registered under Department of Economic Development, Dubai-U.A.E. on 21<sup>st</sup> December, 2017. It has now been converted to an LLC- Single Owner on 14<sup>th</sup> July, 2022. It is a leading provider of outsourced sales and marketing services for companies in the UAE.

### c. Zphin Computer Systems and Software Designing-LLC

Zphin Computer Systems and Software Designing- Sole Proprietorship LLC received its commercial license from the Department of Economic Development-Abu Dhabi on November 23, 2022. During the year under review, it became a wholly owned subsidiary of PB Fintech FZ-LLC.

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

There have been no material changes and commitments, which affect the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and as on the date of this report.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34(2) (e) of the SEBI Listing Regulations forms part of this Annual Report.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2023, the Board of Directors of your Company comprised of nine Directors, viz., two Executive Directors, two Non-Executive Non-Independent Directors and five Independent Directors, including three women Directors on the Board. The composition of the Board of Directors is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations. None of the Director is debarred from holding or continue to hold the office of director. The composition of the Board of Directors and details of Key Managerial Personnel's, their appointments / re- appointments during and after the financial year under review is given below:

## STATUTORY REPORTS

### a. Composition:

The composition of the Board as on March 31, 2023:

Name of Directors	Position & Category	DIN
Mr. Yashish Dahiya	Chairman, Executive Director & CEO	00708336
Mr. Alok Bansal	Executive Vice Chairman & Whole Time Director	01653526
Mr. Kaushik Dutta	Non-Executive, Independent Director	03328890
Mr. Gopalan Srinivasan	Non-Executive, Independent Director	01876234
Ms. Veena Vikas Mankar	Non-Executive, Independent Director	00004168
Mr. Nilesh Bhaskar Sathe	Non-Executive, Independent Director	02372576
Ms. Lilian Jessie Paul	Non-Executive, Independent Director	02864506
Mr. Sarbvir Singh*	Non-Executive, Non-Independent Director	00509959
Ms. Kitty Agarwal	Non-Executive, Non-Independent Director	07624308

\*Mr. Sarbvir Singh has been appointed as Joint Group CEO and Executive Director wef August 26, 2023 subject to the approval of shareholders in the ensuing AGM.

Key Managerial Personnel as on March 31, 2023:

The Key Managerial Personnel ("KMP") of the Company as per Section 2(51) and 203 of the Companies Act are as follows:

Mr. Yashish Dahiya	Chairman, Executive Director & Chief Executive Officer
Mr. Alok Bansal*	Whole Time Director
Mr. Mandeep Mehta**	Chief Financial Officer
Mr. Bhaskar Joshi	Company Secretary & Compliance Officer

\*Mr. Alok Bansal ceased to be the CFO of the company and elevated as Executive Vice Chairman w.e.f. May 02, 2022.

\*\*Mr. Mandeep Mehta has been appointed as a Group CFO w.e.f. May 02, 2022.

### b. Induction, Re-appointment and Resignation

During the year under review, Mr. Alok Bansal, Whole Time Director was elevated as Executive Vice Chairman of the Company and discontinued as Chief Financial Officer of the Company effective from May 02, 2022. Mr. Mandeep Mehta was appointed as Chief Financial Officer of the company effective from May 02, 2022.

### c. Directors liable to retire by rotation

In accordance with the provisions of the Companies Act, 2013 not less than 2/3rd (Two- third) of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, pursuant to the Companies Act, 2013 read with Article 119 of the Articles of Association of the Company, Mr. Sarbvir Singh (DIN: 00509959) and Ms. Kitty Agarwal (DIN:07624308) are liable to retire by rotation and, being eligible, offers themselves for re-appointment.

### DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions under Section 134(3)(d) of the Act, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6) and relevant Regulation of SEBI

Listing Regulations and they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act. Terms and conditions for appointment of Independent Directors are put up on the website of the Company and can be accessed at <https://www.pbfinetech.in/pdf/Terms-Letter-of-Appointment-of-Independent-Director.pdf>.

### MEETING OF BOARD OF DIRECTORS

The Board met Seven (07) times during the year under review on April 26, 2022, May 13, 2022, May 27, 2022, August 10, 2022, August 23, 2022, November 07, 2022 and February 10, 2023. The details of attendance of meeting of Board of Directors held during the year and other relevant information are included in the Corporate Governance Report, which forms part of this Annual Report.

The intervening gap between any two Board meetings were within the period prescribed by the Companies Act, 2013 & SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

### BOARD COMMITTEES

The Company has several Board Committees which have been established as part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

As on March 31, 2023, the Board has seven (7) Committees, namely, Audit Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee,

## Directors' Report

Risk Management Committee, Nomination & Remuneration Committee, Business Responsibility and Sustainability Reporting Committee and IPO Committee.

The details of the composition, powers, functions, meetings of the Committee held during the year are given in the Report on Corporate Governance section forming part of this Annual Report.

### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with the requirements of the SEBI Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operation and the industry of which it is a part.

The details of the familiarization programme have been provided under the Corporate Governance Report, which forms part of this Annual Report and also available on the website of the company at the weblink: <https://www.pbfintech.in/investor-relations/>.

### BOARD EVALUATION

SEBI Listing Regulations laying down the key functions of the Board, mandates that the Board shall monitor and review the Board Evaluation Process and also stipulates that the Nomination & Remuneration Committee of the Company shall lay down the evaluation criteria for performance evaluation of Independent Directors, Board of Directors, Committee and Individual Directors. Section 134 of the Act states that a formal evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Further, Schedule IV to the Act states that performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated. In accordance with the aforesaid provisions, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees through structured questionnaires covering various aspect of the functioning of Board and its Committees.

Information on the manner in which a formal annual evaluation for the financial year 2022-23 has been made by the Board of its own performance and that of its Committees, Chairperson and Individual directors is given in the Corporate Governance Report, which forms a part of the Annual Report.

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to Schedule IV to the Act and the SEBI Listing

Regulations, one meeting of Independent Directors was held during the year i.e. on March 30, 2023 without the attendance of Executive Directors and members of Management.

## AUDITORS AND AUDITORS' REPORT

### STATUTORY AUDITORS

M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No: 012754N/ N500016) were re-appointed as the Statutory Auditors of the Company to hold office for five consecutive years starting from the conclusion of the tenth Annual General Meeting (AGM) held on September 29, 2018 until the conclusion of the fifteenth AGM of the Company to be held during the current year 2023. Accordingly, the existing Statutory Auditors are due for retirement at the ensuing Annual General Meeting.

Subject to the approval of the members of the Company, the Audit Committee and the Board of Directors during their respective meetings held on August 07, 2023 have considered and recommended the appointment of Walker Chandiook & Co LLP (Firm Registration Number:001076N/ N500013) as the Statutory Auditors of the Company, to hold office from the conclusion of the fifteenth Annual General Meeting until the conclusion of the twentieth Annual General Meeting of the Company to be held in the year 2028.

Walker Chandiook & Co LLP (Firm Registration Number:001076N/N500013 ) have given their consent for the proposed appointment as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting of the members of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3) of the Companies act, 2013 and that they are not disqualified for appointment.

The Auditor's Reports on the Standalone and the Consolidated Financial Statements for the financial year ended March 31, 2023 does not contain any qualification, reservation or adverse remark requiring any explanations / comments by the Board of Directors. The Auditor had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

### SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 read with section 134(3) of the Companies Act, 2013 and rules made thereunder, the Board has appointed Mr. Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates (CP No. 8271) Company Secretaries, to undertake Secretarial Audit of the company for the FY2022-23. The Secretarial Audit Report for the year 2022-23 as issued by him in the prescribed form MR-3 is annexed to this Report as **Annexure IA**. Further, pursuant to amendments under SEBI Listing Regulations and SEBI circular dated 8 February 2019, a report on secretarial compliance as required under

## STATUTORY REPORTS

Regulation 24A has been submitted to the stock exchanges as obtained from M/s Dhananjay Shukla & Associates for FY2022-23. The Audit Report does not contain any qualification, reservation or adverse comments requiring reply/ explanation by the Board of Directors.

The material unlisted subsidiary of the Company namely, Policybazaar Insurance Brokers Private Limited and Paisabazaar Marketing and Consulting Private Limited have also undergone Secretarial Audit for the FY 2022-23 and the Secretarial Audit Reports as issued by Mr. Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates in the prescribed form MR-3 are annexed to this Report as an **Annexure IB** and **Annexure IC** respectively.

### INTERNAL AUDITORS

The Company has appointed KPMG Assurance and Consulting Services LLP (KPMG) as an Independent Internal Auditors under Section 138(1) of the Act for the FY 2022-23. Internal Audit is governed by the Internal Audit Charter approved by the Audit Committee and outcome of Internal Audits are submitted and presented in the Audit Committee meeting periodically.

### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has also put in place adequate systems of Internal Control to ensure compliance with policies and procedures which is commensurate with size, scale and complexity of its operations. The Internal Audit of the Company is regularly carried out to review the internal control systems and processes. The internal Audit Reports along with implementation and recommendations contained therein are periodically reviewed by Audit Committee of the Board.

Your Company has put in place adequate internal financial controls with reference to the financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

### MAINTAINANCE OF COST RECORDS

The provisions of maintenance of Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Act are not applicable on the Company.

### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In November 2018, the Ministry of Corporate Affairs (MCA) constituted a Committee on Business Responsibility Reporting ("the Committee") to finalize business responsibility reporting formats for listed and unlisted companies, based on the framework of the National Guidelines on Responsible Business Conduct (NGRBC). Through its report, the Committee recommended that Business Responsibility Report "BRR" be rechristened Business Responsibility and Sustainability Report "BRSR", where disclosures are based

on ESG parameters, compelling organizations to holistically engage with stakeholders and go beyond regulatory compliances in terms of business measures and their reporting.

SEBI, vide its circular dated May 10, 2021, made BRSR mandatory for the top 1,000 listed companies (by market capitalization) from fiscal 2023. In compliance of Regulation 34(2) of SEBI Listing Regulations and above-mentioned SEBI Circular, the company has prepared its first BRSR Report for the FY 2022-23. The BRSR Report is a forming part of Annual Report as an **Annexure II**.

### DIRECTORS AND OFFICERS INSURANCE ('D AND O INSURANCE')

Pursuant to SEBI Listing Regulations, the Company has taken Directors & Officers insurance ('D&O') from IFFCO TOKIO General Insurance Company Limited.

### INVESTOR RELATIONS

As per the Circular No. CIR/OIAE/2/2011 dated June 03, 2011 issued by the Securities and Exchange Board of India, Company is timely redressing the Investor Complaints through the SEBI Complaint Redress System (SCORES). As a part of compliance, the Company has constituted Stakeholders Relationship Committee (SRC) to redress investors' related issues. The SRC comprised of four Members namely Ms. Kitty Agarwal, Chairperson, Mr. Alok Bansal, Member, Ms. Lilian Jessie Paul, Member and Mr. Nilesh Bhaskar Sathe, Member. The details of this Committee are provided in the Corporate Governance Report forming part of the Annual Report. Mr. Bhasker Joshi, company secretary is the Compliance Officer of the company.

### CORPORATE GOVERNANCE REPORT

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial compliances, reporting, intimations etc. under the Companies Act, 2013, SEBI Regulations and other applicable laws, rules and regulations are noted in the Board/ Committee Meetings from time to time. The Company has implemented several best corporate governance practices.

The Corporate Governance Report as stipulated under Regulation 34(3) and other applicable Regulations read with Part C of Schedule V of SEBI Listing Regulations, forms part of this Report. The Report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

### CERTIFICATE ON CORPORATE GOVERNANCE

The requisite Certificate from Mr. Dhananjay Shukla, proprietor of M/s Dhananjay Shukla & Associates (C.P. No.: 8271), Company Secretaries in respect of compliance with the conditions of Corporate Governance as stipulated under

## Directors' Report

Regulation 34(3) read with Clause E of Schedule V of the SEBI Listing Regulations, is attached and forms part of the Annual Report.

### WEBLINK OF ANNUAL RETURN

Pursuant to Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 and Section 134(3)(a) of the Companies Act, 2013, the copy of Annual Return in form MGT-7 for FY 2022-23 will be available at the official website of the Company <https://www.pbfintech.in/investor-relations/>.

### PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All related party transactions entered during the financial year under review were approved by the audit committee and the board, from time to time and the same are disclosed in the notes forming part of the financial statements provided in this Annual Report. The attention of the Members is drawn to Note No 28 & 29 of the standalone financial statements which set out related party disclosures. During the year under review, the Company had not entered into any contract/ arrangement/transaction with the related parties which could be considered material.

The Policy on Related Party Transaction and its materiality as approved by the board is available on the Company's website under the web link <https://www.pbfintech.in/investor-relations/>.

All transactions with related parties are in accordance with the policy on related party transactions formulated by the Company. Accordingly, Form No. AOC-2, prescribed under the provisions of Section 134(3)(h) of the Act and rule 8 of the Companies (Accounts) Rules, 2014, for disclosure of details of related party transactions, which are not at "arm's length basis" and also which are "material and at arm's length basis", is not applicable since all the transaction are at arm length basis and not material.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Particulars of loans, guarantees or investments covered under Section 186 of the Companies Act, 2013 as at the end of the Financial Year 2022-23 are provided in the standalone financial statements. All the loans, guarantees and investments made are in compliance with the provisions of the Companies Act, 2013 and rules thereunder.

### CODE FOR PREVENTION OF INSIDER TRADING

Pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (amended from time to time) your Company has adopted the code of conduct to regulate, monitor & report insider trading activities and Code of practice and procedure for fair disclosure of unpublished price sensitive information. The Code of practice and procedure for fair disclosure of

unpublished price sensitive information is in compliance with the provisions of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and also available on website of the Company at <https://www.pbfintech.in/investor-relations/>

### DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, 2015 the Board of Directors on the recommendation of Nomination and Remuneration Committee has adopted a policy on Nomination and Remuneration in its meeting held on June 28 2021, which is accessible at <https://www.pbfintech.in/investor-relations/>. The details pertaining to composition of Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

### RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy in accordance with the provisions of Regulation 21 of SEBI Listing Regulations, which identifies and evaluates business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the shareholders and stakeholders, to achieve business objectives and enable sustainable growth. The Company has also constituted a Risk Management Committee in accordance with SEBI Listing Regulations, 2015 and the details of which, including terms of reference, have been mentioned in Corporate Governance Report forming part this Annual Report. The risk management framework is aimed at effectively mitigating Company's various business and operational risks, through strategic actions. Risk management is embedded in critical business activities, functions, and processes. It also provides control measures for risk and future action plans. The copy of the risk management policy is available at <https://www.pbfintech.in/investor-relations/>.

### WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Board of Directors pursuant to Regulation 22 of the SEBI Listing Regulations and Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 has adopted a robust vigil mechanism named Whistle Blower Policy that lays down the process for raising concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy has been uploaded on Company's website and can be accessed at <https://www.pbfintech.in/investor-relations/>. The details of same has been provided in the Corporate Governance Report forming part of this Annual Report.

### DIVIDEND DISTRIBUTION POLICY

The Board of Directors of your Company has approved the Dividend Distribution Policy in accordance with the

Regulation 43A of SEBI Listing Regulations at its meeting held on July 26, 2021. The objective of this policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend. The Policy is available at the website of the Company i.e. <https://www.pbfintech.in/investor-relations/>.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company has constituted Corporate Social Responsibility Committee in accordance with the provisions of Companies Act, 2013. The CSR Committee presently consist of three directors including two independent directors. The Composition including other details is given in the Corporate Governance Report, which forms part of this Annual Report.

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2014, as amended, Pursuant to Section 135 of the Companies Act, 2013 and rules made thereunder read with CSR Policy of the Company, the Company is required to spend two percent of the average net profit of the Company for three immediately preceding financial years calculated as per Section 198 of the Companies Act, 2013 on the activities and programs fulfilling its Corporate Social Responsibilities. As the Company's average net profit of the last three consecutive years (i.e 2019-20, 2020-21 and 2021-22) is negative it is not required to spend any amount on CSR activities during the FY 2022-23. The CSR Policy of the Company can be viewed at <https://www.pbfintech.in/investor-relations/>.

The annual report on CSR including a brief outline of the CSR Policy and the activities undertaken during the year under review is enclosed as **Annexure III** to this Report.

**COMPLIANCE WITH SECRETARIAL STANDARDS ISSUED BY ICSI**

During the year under review, your Company has complied with the provisions of Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") in consultation with the Central Government which are mandatory to be complied with the Company.

**PARTICULARS OF EMPLOYEES**

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, details of the Employees are set out in **Annexure IV**.

**DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Pursuant to the provisions stipulated under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a Policy on Prevention of Sexual Harassment of Women at

Workplace. Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any action, which may fall under the ambit of sexual harassment at workplace.

The Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). During the year under review, the number of cases filed and their disposal under Section 22 of the POSH are as follows:

Particulars	Numbers
Number of complaints pending as on the beginning of the financial year	NIL
Number of complaints filed during the financial year	NIL
Number of complaints pending as on the end of the financial year	NIL

**EMPLOYEE STOCK OPTION PLAN**

The Company grants share-based benefits to eligible employees with a view to attract and retain talent, align individual performance with the Company's objectives, and promote increased participation by them in the growth of the Company.

The Company has three Employee Stock Option Schemes, namely, PB Fintech Employees Stock Option Plan, 2014 ("ESOP 2014"), PB Fintech Employees Stock Option Plan, 2020 ("ESOP 2020") and PB Fintech Employees Stock Option Plan, 2021 ("ESOP 2021"). After the institution of ESOP 2020 which has been effective from November 24, 2020, no fresh options have been granted to employees under ESOP 2014.

The shares to which Company's ESOP Schemes relates are held by the Trustees on behalf of Etchaces Employees Stock Option Plan Trust. The individual employees do not have any claim against the shares held by the said ESOP Trust unless they are transferred to their respective de-mat accounts upon exercise of options vested in them. ESOP schemes can be viewed at the website of the company at <https://www.pbfintech.in/investor-relations/>.

Post IPO of equity shares of the Company, ESOP 2020 has been ratified as per the requirements of 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations 2021"), by the members of the Company through Postal Ballot on March 11, 2022. Further, under ESOP 2021, the aggregate pool of options available for grant is 2,05,61,725 Options, out of which 1,60,80,256 options granted to the Founders and eligible employees prior to the IPO on October 05, 2021, were ratified by the shareholders post listing of the Company through Postal Ballot on March 11, 2022.

A statement containing relevant disclosures pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI

## Directors' Report

SBEB Regulations 2021 is available on the website of the Company at <https://www.pbfintech.in/investor-relations/>.

The following information is disclosed with respect to ESOP 2014, ESOP 2020 and ESOP 2021 in compliance

of SEBI SBEB & SE Regulations and Section 82(1)(B) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital & Debentures) Rules, 2014:

S. No	Particulars	ESOP 2014	ESOP 2020	ESOP 2021
	Opening balance as on 01st April 2022	153,500	1,01,61,240	1,60,75,156
1.	Number of Options granted during the year	-	-	14,58,364
2.	Exercise price or Pricing formula	₹2/-	₹2/-	₹2/-
3.	Number of Options vested and exercisable as at March 31, 2023		137,624	140,700
4.	Number of Options exercised during the year	153,500	64,92,762	616,543
5.	Total number of shares arising out of exercise of Options during the year	Note 1	Note 1	NA
6.	Number of Options lapsed (includes forfeited and lapsed options) during the year	-	99,314	419,603
7.	Variation in the terms of the Options	NA	No.	Note 2
8.	Money realized by exercise of Options	Note -2	Note -2	12,33,086
9.	Total number of Options in force as on 31st March 2023	-	35,69,164	1,64,97,374
10.	Employee wise details of options granted to:			
	(i)KMP			
	(ii)any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year	-	-	-
	(iii) identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	-	-	-
11	Any material change to the scheme and whether such scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014	NA	NA	NA

Note-1: There is no shares arising out of exercise under ESOP 2014 and ESOP 2020 scheme as these schemes are managed through a Trust.

Note-2: The exercise of options under ESOP 2014 and ESOP 2020 schemes does not realise any money as these schemes are managed through a Trust.

A certificate from Mr. Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates (CP No. B271) Company Secretaries with regards to the implementation of the Company's Employee Stock Option Schemes in line with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection in electronic mode during the Annual General Meeting.

### CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT/ TECHNOLOGY ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of

conservation of energy, technology absorption, foreign exchange earnings and outgo are as under:

#### (A) Conservation of energy:

##### i. Steps taken / impact on conservation of energy:

Considering the nature of the business in which the Company is engaged, operation of the Company is not energy-intensive, however the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. To affirm its commitment to Company's ESG Vision and to proactively reduce its carbon footprint, some of the significant measures undertaken by the Company on

## STATUTORY REPORTS

a continuous basis including during the year, are listed below:

Rationalisation of usage of electricity and electrical equipment – air-conditioning system, office illumination beverage dispensers, desktops

Installation of LED lights across all floors which almost emit no heat & UV emissions;

Regular monitoring of temperature inside the buildings and controlling the air conditioning system.

Usage of energy efficient illumination fixtures.

VRV/VRF air-conditioned systems are installed that are second generation energy efficient products.

All electrical appliances that we are sourcing for the office are 5\* (star) rated for higher energy efficiency.

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

The business operations of the Company are not energy-intensive, hence apart from steps mentioned above to conserve energy, the management would also explore feasible alternate sources of energy.

- iii. Capital investment on energy conservation Equipment

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

- (B) Technology absorption:

The Company itself operates into the dynamic information technology space. The Company has a sizeable team of Information technology experts to evaluate technology developments on a continuous basis and keep the organisation updated.

This allows the Company to serve its users in innovated ways and provide satisfaction and convenience to the users and customers.

- (C) Foreign Exchange earnings and outgo:

The Foreign Exchange outgo during the year under review in terms of actual outflows was INR1,50,68,686/-

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed

that:

- a. in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit/(loss) of the Company for that year;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and were operating effectively;
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### ACKNOWLEDGEMENT

Your Directors have pleasure in recording their appreciation for all the guidance and co-operation received from all its customers, Members, investors, vendors, partners, bankers, government authorities and other stakeholders for their consistent support to your Company in its operations. Your Directors take this opportunity to place on record their sincere appreciation of the dedication, contribution and commitment of all stakeholders and investors in Company's growth.

**For and on behalf of the Board of Directors  
PB Fintech Limited**

**Sd/-**

**Yashish Dahiya**

**Chairman, Executive Director & CEO**

DIN: 00706336

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

Date: August 26, 2023

Place: Gurugram

# Annexure 1A

Form No. MR-3

## SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,  
PB Fintech Limited  
(CIN: L51909HR2008PLC037998)  
Regd. Office: Plot No.119,  
Sector-44, Gurgaon, Haryana-122001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PB Fintech Limited** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined, the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No event took place under this Regulation during Audit period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No event took place under this Regulation during Audit period); and
- h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (No event took place under this Regulation during Audit period).
- vi. As identified and confirmed by the management of the Company, there were no specific laws applicable to the Company during the period under audit.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards Issued by The Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2);

## STATUTORY REPORTS

- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with the Listing agreements as entered by the Company with the Stock Exchanges.

During the period under audit, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except reported hereunder:-

- 1. The company is required to strengthen the mechanism of circulation of the draft minutes and signed minutes of the Board Meeting /committee meetings, to the Board Members and Members of the various committees of the Board respectively as per the requirement of the Secretarial Standards-1 (SS-1) issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of the Companies Act,2013.**

We further report that –

1. The Company has formulated code of conduct to regulate, monitor, and report trading by Insiders read with Schedule B and Regulations 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. For violations of Company's code of conduct by Five designated persons, the Audit committee of the Company has levied monetary penalty on the erring two employees and the penalty levied as such has been deposited by the individual employees to the IPEF, specified Fund of SEBI and they had been also issued warning letter by the Audit committee. In case of other three employees, being the violation their first instance, the audit committee had issued them a warning letter as per the minutes of the audit committee, as shown to us.
2. The National Stock Exchange (NSE) had issued a query letter to the company on 10<sup>th</sup> of March 2023 with respect to announcement made by the company on 18<sup>th</sup> of November 2022 regarding the acquisition of YKNP Marketing Management, UAE. The company had duly submitted its reply to the NSE on March 23,2023.
3. The company had received email communication from the BSE dated 11<sup>th</sup> March 2023 with respect of compliance of the SEBI LODR 2015. The company has duly submitted its reply alongwith acknowledgement on 13<sup>th</sup> March 2023.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive

Directors, Independent Directors and Women Director during the Audit Period. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as per the minutes, as duly recorded and signed by the Chairman of the meeting of the Board of Directors or Committees of the Board; therefore there were no dissenting views required to be recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and also on the basis of examination of the compliance software/tool installed and maintained by the company, in our opinion, the adequate systems, processes and control mechanism exist in the Company to monitor and to ensure compliances with applicable General Laws like Labour laws, Environmental laws and with all applicable laws, rules, regulations and guidelines forming part of this report.

We further report that, during the audit period, the Company has undertaken the following major activities in pursuance of the above referred laws, rules, regulations and guidelines etc.

1. The company has again filed the scheme of amalgamation between the company and Makesense Technologies Limited, Wherein the stock exchanges (NSE and BSE) have accorded their in-principle approval and thereafter ,the joint application has been filed with jurisdictional NCLT, Punjab and Haryana at Chandigarh on 23<sup>rd</sup> April 2023.
2. The company has made following investments in:
  - i. Equity shares of Policybazaar Insurance Brokers Pvt. Ltd., a wholly owned shares of the company, of ₹1099.99 Crores pursuant to Section 179(3) and Section 186 of the Companies Act, 2013.
  - ii. Equity shares of Paisabazaar Marketing and Consulting Pvt. Ltd., a wholly owned shares of the company, of ₹249.99 Crores pursuant to Section 179(3) and Section 186 of the Companies Act, 2013.

## Directors' Report

- iii. 1,62,416 Compulsorily Convertible Preference Shares (CCPS) of ₹10 each at a premium of ₹2242/- each of MyLoanCare Ventures Private Limited, a subsidiary of the company.
- iv. 9,999 Equity shares of ₹10 each at a premium of 738 each of Visit Health Private Limited through Docprime Technologies Private Limited, Wholly owned subsidiary of the company.
- v. 109 Equity shares of AED 1000 each of YKNP Marketing Management LLC, Dubai comprising 26.72% stake through PB Fintech FZ-LLC, Wholly owned subsidiary of the company in Dubai.

**Sd/-**

**Dhananjay Shukla**

**Proprietor**

FCS-5886, CP No. 8271

Peer Review No.2057/2022

UDIN: F005886E000346501

Date: 22 May 2023

Place: Gurugram

This report is to be read with our letter of even date which is annexed as 'Annexure -A' and forms integral part of this report.

**Enclosure: Annexure-A**

**For Dhananjay Shukla & Associates**

**Company Secretaries**

### 'Annexure-A'

To,

The Members,

PB Fintech Limited

(CIN: L51909HR2008PLC037998)

Regd. Office: Plot No.119,

Sector-44, Gurgaon, Haryana-122001

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records and other relevant records as maintained by the Company. Further, the verification was done on test basis to ensure that correct facts are reflected in secretarial records and other relevant records. We believe that the processes and practices we followed and the audit evidences we have obtained are sufficient and appropriate to provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have not examined the compliance by the

Company with applicable financial laws like Direct tax and Indirect Tax Laws, since the same has been subject to review by the other designated professionals.

4. Whereever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Sd/-**

**Dhananjay Shukla**

**Proprietor**

FCS-5886, CP No. 8271

Peer Review No.2057/2022

UDIN: F005886E000346501

Date: 22 May 2023

Place: Gurugram

## Annexure IB

Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Policybazaar Insurance Brokers Private Limited  
(CIN:U74999HR2014PTC0053454)  
Regd. Office: Plot No.119,  
Sector-44, Gurgaon, Haryana-122001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Policybazaar Insurance Brokers Private Limited** (hereinafter called "**the Company**") which is the wholly owned material subsidiary of **PB Fintech Limited (A listed entity)**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined, the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2023 according to the provisions of:

- vii. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- viii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; (Not applicable as the company is an Unlisted deemed public company)
- ix. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- x. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of

Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing; (Not applicable during the Audit period)

- xi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable as the company is an Unlisted deemed public company)
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable as the company is an Unlisted deemed public company)
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ; (Not applicable as the company is an Unlisted deemed public company)
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable as the company is an Unlisted deemed public company)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the company is an Unlisted deemed public company)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the company is an Unlisted deemed public company)
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the company is an Unlisted deemed public company); and
  - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable as the company is an Unlisted deemed public company)
- xii. The Company is engaged into the business of Insurance Brokers. As identified and confirmed by the management of the Company, following are the specific laws applicable to the Company during the period under audit. Accordingly, we have examined compliance with the applicable clauses of the following specific laws:- a) The Insurance Regulatory and Development Authority of India (Insurance Broker) Regulations, 2018.

## Directors' Report

We have also examined compliance with the applicable clauses of the following:

- III. Secretarial Standards issued by The Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2);
- IV. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with the Listing agreements as entered by the Company with the Stock Exchanges. (Not applicable as the company is an Unlisted deemed public company)

During the period under audit, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except reported hereunder:-

- 1. The company is required to strengthen the mechanism of circulation of the draft minutes and signed minutes of the Board Meeting /committee meetings, to the Board Members and Members of the various committees of the Board respectively as per the requirement of the Secretarial Standards-1 (SS-1) issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of the Companies Act,2013.**

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director during the Audit Period. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as per the minutes, as duly

recorded and signed by the Chairman of the meeting of the Board of Directors or Committees of the Board; therefore, there were no dissenting views required to be recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and also on the basis of examination of the compliance software/tool installed and maintained by the company, in our opinion, the adequate systems, processes and control mechanism exist in the Company to monitor and to ensure compliances with applicable General Laws like Labour laws, Environmental laws and with all applicable laws, rules, regulations and guidelines forming part of this report.

We further report that, during the audit period, the Company has not undertaken any activity having a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations and guidelines etc.

During the year under review the company has issued 1,89,64,311 Equity Shares of ₹10 each at premium to its holding company on right issue basis in accordance with Section 62(1)(a) of the Companies Act,2013.

**For Dhananjay Shukla & Associates  
Company Secretaries**

**Sd/-**

**Dhananjay Shukla  
Proprietor**

FCS-5886, CP No. 8271  
Peer Review No.2057/2022  
UDIN: F005886E000346501

Date: 22 May 2023

Place: Gurugram

This report is to be read with our letter of even date which is annexed as 'Annexure -A' and forms integral part of this report.

**Enclosure: Annexure-A**

## STATUTORY REPORTS

### 'Annexure-A'

To,  
The Members,  
Policybazaar Insurance Brokers Private Limited  
(CIN:U74999HR2014PTC0053454)  
Regd. Office: Plot No.119,  
Sector-44, Gurgaon, Haryana-122001

Our report of even date is to be read along with this letter:

7. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
8. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records and other relevant records as maintained by the Company. Further, the verification was done on test basis to ensure that correct facts are reflected in secretarial records and other relevant records. We believe that the processes and practices we followed and the audit evidences we have obtained are sufficient and appropriate to provide a reasonable basis for our opinion.
9. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have not examined the compliance by the Company with applicable financial laws like Direct tax

and Indirect Tax Laws, since the same has been subject to review by the other designated professionals.

10. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
11. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
12. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Dhananjay Shukla & Associates  
Company Secretaries**

**Sd/-**

**Dhananjay Shukla  
Proprietor**

FCS-5886, CP No. 827  
Peer Review No.2057/2022  
UDIN: F005886E000346743

Date: 22 May 2023  
Place: Gurugram

## Annexure IC

Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Paisabazaar Marketing and Consulting Private Limited  
(CIN:U74900HR2011PTC044581)  
Regd. Office: Plot No.135P,  
Sector-44, Gurgaon, Haryana-122001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Paisabazaar Marketing and Consulting Private Limited** (hereinafter called "**the Company**") which is the Wholly owned material subsidiary of **PB Fintech Limited (A listed entity w.e.f 15th November 2021)**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined, the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2023 according to the provisions of:

- xiii. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- xiv. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; (Not applicable as the company is an Unlisted deemed public company)

- xv. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- xvi. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing; (Not applicable during the Audit period)
- xvii. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable as the company is an Unlisted deemed public company)
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable as the company is an Unlisted deemed public company)
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable as the company is an Unlisted deemed public company)
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable as the company is an Unlisted deemed public company)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the company is an Unlisted deemed public company)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the company is an Unlisted deemed public company)
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the company is an Unlisted deemed public company); and
  - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable as the company is an Unlisted deemed public company)

## STATUTORY REPORTS

xviii. The Company is engaged into the business of providing online aggregation services for the financial products. As identified and confirmed by the management of the Company, following is the specific law applicable to the Company during the period under audit. Accordingly, we have examined compliance with the applicable clauses of the following specific laws:-

1. The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013.

We have also examined compliance with the applicable clauses of the following:

- V. Secretarial Standards issued by The Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2);
- VI. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with the Listing agreements as entered by the Company with the Stock Exchanges. (Not applicable as the company is an Unlisted deemed public company)

During the period under audit, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except reported hereunder:-

- 2. The company is required to strengthen the mechanism of circulation of the draft minutes and signed minutes of the Board Meeting /committee meetings, to the Board Members and Members of the various committees of the Board respectively as per the requirement of the Secretarial Standards-1 (SS-1) issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of the Companies Act,2013.**

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director during the Audit Period. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for

seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as per the minutes, as duly recorded and signed by the Chairman of the meeting of the Board of Directors or Committees of the Board; therefore there were no dissenting views required to be recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and also on the basis of examination of the compliance software/tool installed and maintained by the company, in our opinion, the adequate systems, processes and control mechanism exist in the Company to monitor and to ensure compliances with applicable General Laws like Labour laws, Environmental laws and with all applicable laws, rules, regulations and guidelines forming part of this report.

We further report that, during the audit period, the Company has not undertaken any activity having a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations and guidelines etc.

During the year under review the company has issued 57,47,126 Equity Shares of ₹10 each at premium to its holding company on right issue basis in accordance with Section 62(1)(a) of the Companies Act,2013.

**For Dhananjay Shukla & Associates  
Company Secretaries**

Sd/-

**Dhananjay Shukla  
Proprietor**

FCS-5886, CP No. 8271

Peer Review No.2057/2022

UDIN: F005886E000346820

Date: 22 May 2023

Place: Gurugram

This report is to be read with our letter of even date which is annexed as 'Annexure -A' and forms integral part of this report.

**Enclosure: Annexure-A**

## Directors' Report

### 'Annexure-A'

To,  
The Members,  
Paisabazaar Marketing and Consulting Private Limited  
(CIN:U74900HR2011PTC044581)  
Regd. Office: Plot No.135P,  
Sector-44, Gurgaon, Haryana-122001

Our report of even date is to be read along with this letter:

13. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
14. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records and other relevant records as maintained by the Company. Further, the verification was done on test basis to ensure that correct facts are reflected in secretarial records and other relevant records. We believe that the processes and practices we followed and the audit evidences we have obtained are sufficient and appropriate to provide a reasonable basis for our opinion.
15. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have not examined the compliance by the Company with applicable financial laws like Direct tax

and Indirect Tax Laws, since the same has been subject to review by the other designated professionals.

16. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
17. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
18. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Dhananjay Shukla & Associates  
Company Secretaries**

**Sd/-**

**Dhananjay Shukla**

**Proprietor**

FCS-5886, CP No. 8271

Peer Review No.2057/2022

UDIN: F005886E000346820

Date: 22 May 2023

Place: Gurugram

## Annexure II

Business Responsibility & Sustainability Report

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L51909HR2008PLC037998
2.	Name of the Listed Entity	PB FINTECH LIMITED
3.	Year of Incorporation	2008
4.	Registered Office Address	Plot 119, Sector 44, Gurugram- 122001, Haryana
5.	Corporate Address	Plot 119, Sector 44, Gurugram- 122001, Haryana
6.	E-mail id	investor.relations@pbfintech.in, complianceofficer@pbfintech.in
7.	Telephone	0124-4562907
8.	Website	www.pbfintech.in
9.	Financial year for which reporting is being done	FY2023 (1st April 2022 to 31st March 2023)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd. (BSE), and National Stock Exchange of India Ltd. (NSE)
11.	Paid up Capital (INR)	90.02 Crores
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	Ms. Shambhavi Solanki, Head - HR shambhavi@policybazaar.com  Mr. Bhasker Joshi Company Secretary and Compliance Officer complianceofficer@pbfintech.in
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures made in this report are on a consolidated basis and pertain to all subsidiary companies of PB Fintech Limited.

#### II. Products / Services - As on 31st March, 2023

14. Details of business activities (accounting for 90% of the Turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Information and Communication	Other information & communication service activities	100

## Directors' Report

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total contributed Turnover
1.	Insurance Web aggregator / Insurance Broker services	63119 / 66220	76.58%
2.	Other information and communication service activities	63119	23.52%

### III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	61	61
International	-	2	2

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	National Market
International (No. of Countries)	Dubai & Abu Dhabi

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

c. A brief on types of customers

Our customers include persons from all income profiles who use our flagship digital platforms such as Policybazaar and Paisabazaar that leverage the power of technology, data and innovation and enable them to compare, choose and apply for insurance & lending products as well as personal credit products respectively.

### IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1	Permanent (D)	14318	10921	76%	3397	24%
2	Other than Permanent (E)	1149	668	58%	481	42%
3	Total employees (D + E)	15467	11589	75%	3878	25%

\*Note: The Company does not have any workers as defined in the guidance note on BRSR.

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			<b>EMPLOYEES</b>		<b>EMPLOYEES</b>	
1.	Permanent (D)	25	19	76%	6	24%
2.	Other than Permanent (E)	5	2	40%	3	60%
3.	Total employees (D + E)	30	21	70%	9	30%

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	3	33.3%

## STATUTORY REPORTS

Key Management Personnel	4	0	0%
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### 1. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	101%	108%	104%	83%	98%	87%	83%	99%	87%

Increase in turnover is driven by infant attrition (0-1month) in contact center operations which is owing to the two factors – higher quality standards in new hire training assessment and certifications as well as surge in contact center openings in the market. Removing infant attrition, there is degrowth in attrition from 72% in 20-21 to 70% in 22-23. Annualised attrition in corporate functions and non-operations for FY23 is 32.4%.

### V. Holding, Subsidiary and Associate Companies (including joint ventures)

#### 21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary/ Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Paisabazaar Marketing and Consulting Private Limited	Wholly owned subsidiary	100%	Yes
2	Policybazaar Insurance Brokers Private Limited	Wholly owned subsidiary	100%	Yes
3	Docprime Technologies Private Limited	Wholly owned subsidiary	100%	Yes
4	Icall Support Services Private Limited	Wholly owned subsidiary	100%	Yes
5	Accurex Marketing and Consulting Private Limited	Wholly owned subsidiary	100%	Yes
6	PB Marketing and Consulting Private Limited	Wholly owned subsidiary	100%	Yes
7	PB Fintech FZ- LLC	Wholly owned subsidiary	100%	Yes
8	PB Financial Account Aggregators Private Limited	Wholly owned subsidiary	100%	Yes
9	MyLoanCare Ventures Private Limited	Subsidiary	70.10%	Yes
10	Visit Internet Services Private Limited	Step down wholly owned Subsidiary	100%	Yes
11	Visit Health Private Limited	Indirect Associate Company	31.62%	No
12	MLC Finotech Private Limited	Step down subsidiary	70.10%	Yes
13	ZPHIN Computer Systems and Software Designing – Sole proprietorship LLC	Step down subsidiary	100%	Yes
14	YKNP Marketing Management LLC	Indirect Associate Company	26.72%	No

## Directors' Report

### VI. CSR Details

22. (f) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - YES

(ii) Turnover (in ₹) - ₹2557.84 Crores (FY 2022-23)

(iii) Net worth (in ₹)- ₹548.48 Crores (FY 2022-23)

### VII. Transparency and Disclosures Compliances

Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism In Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Y*	-	-	-	-	-	-
Investors (other than shareholder)	Y**	-	-	-	-	-	-
Shareholders	Y**	-	-	-	-	-	-
Employees and workers	Y***	18	2	Out of the two open complaints, one complaint was received on 2nd March 2023 and is underway, timelines are being followed and matter would be closed within the statutory allowed time of 90 days. The other complaint was closed on 11th April 2023.	8	1	The complaint was received on 16th February 2022 and the complainant opted for inquiry. The enquiry proceedings were completed within 90 days in the next FY.
Customers	Y****	7918	12		5717	-	-
Value Chain Partners	Y*****	-	-	-	-	-	-

\*There are several mechanisms in place to receive and address grievances from the community such as access to e-mail ID of Legal and Compliance officer, Website, Customer helpline/Toll-free number, and the offline outlets of the organization. The grievances from community are addressed by Legal and Compliance officer along-with Stakeholders' Relationship Committee of the Board on a case-to-case basis.

\*\*Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on issues and ensure expedient resolution of diverse matters. The Stakeholders' Relationship Committee deals with all the grievances and complaints of the Investors and Shareholders. In addition to this investor can contact the Company Secretary & Compliance Officer or Investor Relations Head through their email id and contact number, which are updated on the website of the company. Investors also have the recourse to reach out to the Registrar and Transfer Agent (RTA) of the company and can also register their complaints or concerns with SEBI Complaints Redressal Mechanism i.e., SCORES Portal.

\*\*\*The details of grievance redressal mechanism for employees and workers are provided in Principle 3, point No. 6.

\*\*\*\* The various mechanisms in place to receive and respond to consumer complaints and feedback are Customer helpline number/Toll-free number, website, App and every outlet as provided in Principle 9, point No. 1.

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\*\*\*\*\*Complaints / Grievances from Value Chain Partners are addressed by relevant Departments on a case-to-case basis.

No complaints have been received from communities, value chain partners and investors during the FY 2021-22 and FY 2022-23.

Policies & grievance redressal mechanism are accessible on <https://www.pbfintech.in/investor-relations/>

Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying The risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy Efficiency	R	Being an online platform, data centers consume electricity and hence ensuring energy efficiency is of paramount importance to save costs and minimize impact on global warming and climate change.	Installation of renewable energy like solar power and regular maintenance of our servers and data centers and other electrical installations and equipment.	NA
2	Talent Management	R	Our team being our biggest strength the importance of Talent Management is very crucial for the success of the organization objectives.	We continue to invest and reinvest in organizational talent in the form of paid courses, in-house training, soft-skill sessions, at the time of joining and during the job tenure. Our HR policies and procedures are aligned to attract and retain the best talents.  The post-Covid era has been about raising the bar when it comes to employee engagement. For example, at Policybazaar, the Jeeto Apna Ghar contest, which gives high performing employees a chance to win their own home, has been a key motivator for employees and has helped slash the attrition rate.	NA
3	Information Security and Data Privacy	R	PB Fintech Limited provides information services to customers with technology enabled platforms that offer convenient access to insurance, credit, and other financial products to make informed purchase decisions. To effectively deliver value to stakeholders, the information security and data privacy becomes very important.	Solutions like WAF, next-gen firewall, endpoint security, cloud workload security, URL proxy, cloud security groups, logging & monitoring, cyber threat intelligence are in place to ensure adequate protection against security breaches. Processes like user access rights review, database access review, principle of granting least privilege and backup management among others are defined, documented, and implemented to further strengthen the security.	NA

## Directors' Report

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying The risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Financial Literacy Awareness	O	Financial literacy awareness is much desired so that people can take right action for their financial safety and security. This becomes more so important in our country where still a large section of the community depends upon informal channels for their insurance and financial needs.	As part of our Community work we launched "Financial Literacy" program to 100 Final Year undergraduate students at each of the locations Gurgaon, Chennai, Kolkata and Mumbai. The total duration of the program was 20 Hrs. in offline mode and with a placement of 50% of which 50 eligible students had been placed within the organization. Till date we have trained more than 6000 school and college students on financial literacy.	NA

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

We have implemented Business Responsibility and Sustainability Policy, which is aligned with the 9 principles of National Guidelines on Responsible Business Conduct (NGRBC). We also have implemented following specific policies regarding each of the 9 principles of NGRBC.

<p>Principle P1: Transparency &amp; Accountability</p> <ul style="list-style-type: none"> <li>a. Code of Conduct</li> <li>b. Gifting and Anti-Bribery Policy</li> <li>c. Code of Conduct for Prevention of Insider Trading Policy</li> <li>d. Whistle Blower Policy</li> <li>e. Code of conduct for board of directors and senior management personnel</li> <li>f. Code for fair disclosure of unpublished price sensitive information</li> <li>g. Policy on board diversity</li> <li>h. Policy of related party transactions</li> </ul>	<p>Principle P2: Product Responsibility</p> <ul style="list-style-type: none"> <li>a. Business Responsibility and Sustainability Report</li> </ul>	<p>Principle P3: Employee Development</p> <ul style="list-style-type: none"> <li>a. Code of Conduct</li> <li>b. Anti-Sexual Harassment Policy</li> <li>c. Equal Opportunity Policy</li> <li>d. Gifting and Anti-Bribery Policy</li> <li>e. Work From Home Policy</li> <li>f. Workplace Privacy for Employees</li> <li>g. Rewards &amp; Recognition Policy</li> </ul>
<p>Principle P4: Stakeholder Engagement</p> <ul style="list-style-type: none"> <li>a. Corporate Social Responsibility Policy</li> <li>b. Charter of the Stakeholders' Relationship Committee</li> </ul>	<p>Principle P5: Human Rights</p> <ul style="list-style-type: none"> <li>a. Anti-Sexual Harassment Policy</li> <li>b. Equal Opportunity Policy</li> </ul>	<p>Principle P6: Environment Principle</p> <ul style="list-style-type: none"> <li>a. EHS Policy</li> </ul>
<p>Principle P7: Policy Advocacy</p> <ul style="list-style-type: none"> <li>a. Business Responsibility and Sustainability Report</li> </ul>	<p>Principle P8: Inclusive Growth</p> <ul style="list-style-type: none"> <li>b. Corporate Social Responsibility Policy</li> </ul>	<p>Principle P9: Customer Value</p> <ul style="list-style-type: none"> <li>a. Data Privacy Policy</li> <li>b. SOP for Escalation Management</li> </ul>

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Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/ No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/ No)	Yes								
c. Web Link* of the Policies, if available	<a href="https://www.pbfinotech.in/investor-relations/">https://www.pbfinotech.in/investor-relations/</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Policies has been made as per the National Guidelines on Responsible Business Conduct, 2019 released by the Ministry of Corporate Affairs.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Our strategies, business model and operations are based on environment protection, employee and customer safety.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								
<b>Governance, leadership, and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	The message from our Executive Vice Chairman & Whole-time Director has been included at the beginning of this report.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Implementation and oversight of the Business Responsibility Policies and the decision making on sustainability related issues is the responsibility of the Business Responsibility and Sustainability Committee (BRSR Committee) of the Board of Directors, which comprises of following members as on March 31, 2023: <ol style="list-style-type: none"> <li>1. Mr. Yashish Dahiya- Chairman, Executive Director &amp; Chief Executive Officer (Chairperson)</li> <li>2. Mr. Alok Bansal – Executive Vice-Chairman and Whole Time Director (Member)</li> <li>3. Mr. Sarbvir Singh - Joint Group CEO and Executive Director (w.e.f. 26.08.2023) (Member)</li> <li>4. Mr. Mandeep Mehta- Group Chief Financial Officer (Member)</li> <li>5. Mr. Naveen Kukreja- CEO &amp; WTD of Paisabazaar (Member)</li> </ol>								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	BRSR Committee of the Board is the highest authority for implementation and oversight of the Business Responsibility policies.								

## Directors' Report

### 10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)																	
			P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9								
Performance against above policies and follow up action	The review has been done by Business Responsibility and Sustainability Committee.	The frequency of the review is Half Yearly by the Business Responsibility and Sustainability Committee.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Compliance with the laws of the land is the first step in responsible business conduct. The compliance review with all the statutory requirements of relevance to the principles of National Guidelines on Responsible Business Conduct has been done by the respective committees of the Board.																		

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

No, the assessment / evaluation of the working of its policies is being done internally as part of the business operating policies and procedures.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership." While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

### **PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

We follow and adhere to the best governance practices to ensure cultivating a robust value system of professionalism, honesty, integrity as well as high moral and ethical standards that safeguards and brings benefits for all stakeholders.

We have laid down appropriate structures, policies, and procedures to promote this principle which guides its directors, KMPs & employees to ensure that contravention is prevented, and timely action is taken against any transgressions. In addition, the company has adopted the Whistle Blower Policy that provides employees and third parties a mechanism to report any concerns or grievances pertaining to violation of Company's Code of Conduct policy or any unethical behavior.

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### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	2	All Principles	100%
Key Managerial Personnel	2	All Principles	100%
Employees other than BoD and KMPs	Continuous – Induction program and quarterly refresher trainings	Principles relevant to their respective functional area	100%
Workers		NA	

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement	No fines or penalties have been levied on the entities directors / KMPs by regulators/ law enforcement agencies/ judicial institutions				
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	No Non-Monetary imprisonment or punishment has been imposed on the entity or on the directors / KMPs.				
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Not applicable as no fines/penalties etc. has been levied or paid by the organization	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Code of Conduct covers the anti-corruption and anti-bribery policies of the organization. The company has also adopted a policy on Gifting and Anti-Bribery during the FY 2022-23.

## Directors' Report

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

No disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption against any of the Directors/KMPs/employees for the FY 2022-23 and 2021-22.

6. Details of complaints with regard to conflict of interest:

No complaint was received with regard to conflict of interest of the Directors, KMPs or any other employee.

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

This is not applicable as no fines / penalties / action has been taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

### **PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe**

We have identified ways to optimize resource consumption in our operations through environment friendly installations such as energy efficient equipment etc. We prefer procuring goods and services which are required to run our business, to the local small and medium enterprises which are listed with the Company. The company also prefers local employees/staff for different manpower services, up to the extent possible.

#### **Essential Indicators**

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year 2022-23	Previous Financial Year 2021-22	Details of improvements in environmental and social impacts
R & D	Not applicable, considering the nature of the operations		
Capex	Not applicable, considering the nature of the operations		

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

b. If yes, what percentage of inputs were sourced sustainably?

The company is not producing any products and hence the sustainable procurement is not directly relevant, however we have Business Responsibility and Sustainability Policy which covers sustainable sourcing for office supplies.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

This is not applicable since the company is not producing any physical product.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is not applicable since the company is not producing any physical product.

### **PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.**

Our Team is our biggest strength, and our policies and practices are aligned to ensure the well-being of the employees. We continue to invest and reinvest in organizational talent in the form of paid courses, in-house training, soft-skill sessions, and a lot more at the time of joining and during the job tenure.

## STATUTORY REPORTS

### Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	10,921	10921	100%	10921	100%	-	-	10921	100%	9453	87%
Female	3,397	3397	100%	3397	100%	3397	100%	-	-	3117	92%
Total	14,318	14,318	100%	14318	100%	3397	100%	10921	100%	12570	88%
<b>Other than Permanent employees</b>											
Male	668	668	100%	668	100%	-	-	-	-	-	-
Female	481	481	100%	481	100%	481	100%	-	-	-	-
Total	1,149	1,149	100%	1,149	100%	481	100%	-	-	-	-

b. Details of measures for the well-being of workers:

Not Applicable

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	NA	100%	NA	NA
ESI*	40.04%	NA	Y	42.63%	NA	Y
Other - Pls. specify	-	-	-	-	-	-

\* ESIC coverage is governed by the salary based eligibility as per the ESI Act. Lesser number of employees are covered in ESIC compared to last year owing to annual salary increments and an increase in the average salary offered to new joiners in FY23. Health coverage for all employees continues to be 100%.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, all the Company's facilities are wheelchair accessible, making it convenient for a person to move around. All the offices and the outlets are accessible with elevators and ramps for persons with disabilities.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the entity does have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016. The policy is accessible on <https://www.pbfintech.in/pdf/equal-employment-opportunity-policy.pdf>.

## Directors' Report

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees	
	Return to work rate	Retention rate
Male	100%	84%
Female	98%	75%
Total	99%	80%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, we have an Employee Grievance Redressal Policy in place, under which three Employee Grievance Redressal Committees (EGRC) are constituted:
Other than Permanent Workers	
Permanent Employees	<ul style="list-style-type: none"> <li>- Core committee,</li> <li>- A first level escalation committee, and</li> <li>- A second level escalation committee.</li> </ul> <p>Employees can reach out to the committees to formally file a grievance or to appeal the decision of a lower-level committee, either via email or via the Company's digital employee helpdesk called PB Support which is available on the Company's Intranet. Complaints are dealt with in a confidential manner.</p> <p>The committees are entrusted to run unbiased and impartial enquiries based upon the principles of natural justice. The respondent is served with a chargesheet at the beginning of an enquiry. Both the complainant and the respondent are given an opportunity to be heard, to defend themselves, to present evidence and to bring forth witnesses. The Committee endeavors to complete the enquiry within a reasonable period but not beyond 15 working days and communicate its findings and its recommendations for action to the HR Head/Committee Head. The report of the committee is treated as an enquiry report based on which an erring employee can be awarded appropriate punishment. The punishment can range from a verbal warning upto termination of service/contract. A record of the enquiry proceedings is maintained by the company and the report / document of reprimand is additionally placed in the personnel file of the employee(s).</p>
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

There are no employee association(s) or unions recognized by the company.

8. Details of training given to employees and workers:

Category	FY 2022-23				FY 2021-22					
	Total (A)	On Health and safety measures*		On Skill upgradation*		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	10921	10506	96.2%	9064	83.0%	8444	8056	95.4%	6840	81.0%
Female	3397	3268	96.2%	2786	82.0%	2785	2657	95.4%	2256	81.0%
Total	14318	13774	96.2%	11,850	82.8%	11,229	10,713	95.4%	9,095	81.0%

\*Health and safety: Data includes joiners upto Feb'23 as the last workshop was held in early March'23. March'23 joiners were trained post closure of FY22-23. Skill upgradation include in-house induction, online and offline product and process refreshers, external and paid courses and certification programs.

## STATUTORY REPORTS

### 9. Details of performance and Career development reviews of employees

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees*</b>						
Male	10921	8969	82%	8444	6726	80%
Female	3397	2684	79%	2785	2204	79%
<b>Total</b>	<b>14318</b>	<b>11653</b>	<b>81%</b>	<b>11,229</b>	<b>8930</b>	<b>80%</b>

The company follows an annual appraisal cycle for which employees joining uptill 31st December are eligible for increments in the next year. Joiners from 1st January onwards are eligible for increment in the next financial year and receive pro-rated increment for the number of months served in excess of 12 months.

### 10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes, the health and safety management system cover all employees at all facilities of the organization. Some of the infrastructure measures that have been undertaken to ensure health and safety of employees are as follows:

1. Timely Maintenance and upkeep of electrical / plumbing equipment
2. CCTV Surveillance and Monitoring
3. Access Control for critical areas
4. Physical Security of premises
5. Fire and safety deployment and maintenance at premises
6. Carry out sanitization and pest control across all facilities
7. Catering to Medical Emergency and ensuring medical kits are available for timely help
8. Maintaining Washroom Checklist for consistent hygiene
9. Ensuring safe / filtered drinking water
10. Office infrastructure is clean and hygienic
11. Chair / workstations are ergonomic and well-maintained

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

1. The Company communicates, involves, and actively engages in training all employees on health and safety issues.
2. The Company monitors the internal health and safety performance, including work-related accidents, incidents, and significant ill-health occurrences such as epidemic threats and investigates those that do occur and helps reduce their number and severity.
3. The Company works closely with appropriate external agencies and within its industry to ensure the continued adoption of appropriate best-practice in health and safety management.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Considering the nature of the operations this is not directly applicable.

## Directors' Report

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the company has a policy of health and accident insurance for the employees. Also, the Company has tie-ups with hospitals and online consultations for the physical and mental well-being of employees.

Details of safety related incidents, in the following format:

Safety Incident/Number	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	0.78	-
Total recordable work-related injuries	24	-
No. of fatalities	-	-
High consequence work-related injury or ill-health (excluding fatalities)	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Yes, the Company is committed to eliminate all kinds of discrimination on the grounds of HIV or AIDS, age, colour, disability, marital status, nationality, race, religion, gender, or sexual orientation. The Company strives that all decisions on employment, career progression, training or any other benefits are solely based on qualification and merit. The company has an Equal Employment Opportunity (EEO) policy and Prevention of Sexual Harassment (POSH) policy in place. The Company is committed to maintain a work environment that is free from any harassment and has a work culture which is conducive for diversity. The EEO Policy is aligned with The Right of Persons with Disability Act, 2017, The Transgender Persons (Protection of Rights) Act, 2019 and the HIV & AIDS (Prevention and Control) Act, 2017 and any rules, guidelines or government policies incidental, along with other applicable laws & regulations whose intent is primarily anti-discrimination. The objective of this policy is to provide equal opportunities in terms of employment, and protection from various forms of discrimination throughout the employee lifecycle which includes recruitment to superannuation.

Similarly, the Company's POSH policy is in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act") and the rules framed thereunder ("Rules"). This POSH policy aims to prohibit, prevent or deter the commission of acts of sexual harassment against women at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment of women Personnel at the workplace. The following appointments are made to ensure any grievances arising out of EEO / SH are dealt with in a fair manner:

1. Appointment of a Liaison officer to oversee recruitment of disabled as per The Right of Persons with Disability Act, 2016.
2. Appointment of a Complaints officer for grievance redressal and complaint resolution in case of Transgender & people infected with and affected by HIV and AIDS respectively.
3. Appointment of an Internal Complaints Committee for grievance redressal and complaint resolution in case of sexual harassment of women at the workplace

Apart from above the company has following policies which contribute to ensure a safe and healthy workplace:

- a. Rewards & Recognition Policy
- b. Work From Home Policy
- c. Employee Welfare Guideline
- d. Workplace Privacy for Employees

## STATUTORY REPORTS

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-		-	-	
Health & Safety	-	-		-	-	
Sexual Harassment	18	2	Out of the two open complaints, one complaint was received on 2nd March 2023 and is underway, timelines are being followed and matter would be closed within the statutory allowed time of 90 days. The other complaint was closed on 11th April 2023.	8	1	The complaint was received on 16th February 2022 and the complainant opted for inquiry. The enquiry proceedings were completed within 90 days in the next FY.
Discrimination at workplace	-	-		-	-	
Child Labour	-	-		-	-	
Forced Labour / Involuntary Labour	-	-		-	-	
Wages	-	-		-	-	
Any other type of complaint	-	-		-	-	

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	98%
Working Conditions	95%

The assessments have been carried on internally by the entity as part of the business operations.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Administration and Facilities Management Team is responsible for conducting investigation of reported incidents, assisting in the development and implementation of the best practices to minimize risks, and eliminate / reduce occurrence of safety incidents.

#### **PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

As a responsible organization, our objective is to deliver profitability for all our stakeholders with a long-term perspective. We have constituted a Stakeholders Relationship Committee (SRC) to redress investors' related issues.

For all our stakeholders, including customers, insurer partners and lending partners, our technological infrastructure and data analytical skills serve as the cornerstone for resolving critical problems. While offering good data insights to the Company's insurer partners and lending partners to further enhance their service delivery, we will continue to invest in its platforms to provide a smooth experience filled with convenience, speed, and options for its customers. We will continue to build on the foundation that we have created to enhance value for our consumers and all other stakeholders.

## Directors' Report

We have also constituted a Risk Management Committee to manage, mitigate and protect the interests of shareholders and stakeholders, to achieve business objectives and enable sustainable growth. We have robust risk management framework that is aimed at effectively mitigating our various business and operational risks.

### Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholders are individuals or groups that have interests that are affected or could be affected by an organization's activities. The internal and external groups of key stakeholders have been identified on the basis of their immediate impact on the operations and working of the company and where the business can have the greatest impact. PB Fintech Limited recognizes existing and potential customers, employees, shareholders, investors, regulatory authorities, media, and community as its stakeholders.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement.
Customers	N	Customer Feedback/Customer Satisfaction Index (CSAT) Website, Social Media Platforms	Ongoing	Customer Satisfaction
Employees	N	Notice Boards, Website, Employee Survey feedback, Annual Performance Review, Meetings, Trainings	Ongoing	Working condition, Employee performance and Career Progression, Employee Satisfaction
Shareholders	N	AGM, Investor meets, Filing to Stock Exchanges, Investor Grievance redressal mechanism, Newspaper publications, website of the company	On going	Business Strategies and Performance
Regulatory Authorities	N	Regulatory Filings	Ongoing	Legal Compliance
Media	N	Press Releases, Social Media Platforms, Media interactions	Ongoing	Information dissemination, communicating company's perspective
Community	Y, Underprivileged communities; and People with Disabilities	Corporate Social responsibility Initiatives	Ongoing	Social welfare

### PRINCIPLE 5 Businesses should respect and promote human rights Essential Indicators

We are committed to ensure we protect the Human Rights of all stakeholders impacted by our business especially our employees and people who are vulnerable and marginalized. We always encourage our business partners and third parties with whom we conduct business to abide by the Human rights policy. We have in place Policy on Prevention of Sexual Harassment of women at workplace and Equal Employment Opportunity Policy along with access to various grievance redressal mechanisms to address grievances related to human rights issues.

## STATUTORY REPORTS

### Essential Indicators

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees /workers covered (B)	% (B / A)	Total (C)	No. of / employees' workers covered (D)	% (D / C)
Permanent	14318	14318	100%	11,229	11229	100%
Other than permanent	1149	1149	100%	526	526	100%
Total Employees	15467	15467	100%	11,755	11755	100%

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Permanent</b>										
Male	10,921	64	1%	10857	99%	8444	1	0%	8443	100%
Female	3,397	28	1%	3369	99%	2785	0	0%	2785	100%
<b>Other than Permanent</b>										
Male	668	261	39%	407	61%	330	207	63%	123	37%
Female	481	36	7%	445	93%	196	182	93%	14	7%

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	4	38,00,000*	2	32,00,000
Key Managerial Personnel**	2	97,63,848	-	-
Employees other than BoD and KMP	10913	3,35,000	3395	2,99,070
Workers	-	-	-	-

\*Median Remuneration of directors does not include value of ESOPs.

\*\*KMPs other than board of directors

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the HR Head is the focal point responsible for addressing human rights impacts or issues caused or contributed to by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The details of grievance redressal mechanism related to human rights issues are provided in Principle 3, point No. 6.

6. Number of Complaints on the following made by employees and workers:

## Directors' Report

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	18	2	Out of the two open complaints, one complaint was received on 2nd March 2023 and is underway, timelines are being followed and matter would be closed within the statutory allowed time of 90 days. The other complaint was closed on 11th April 2023.	8	1	The complaint was received on 16th February 2022 and the complainant opted for inquiry. The enquiry proceedings were completed within 90 days in the next FY.
Discrimination at workplace	-	-		-	-	
Child Labour	-	-		-	-	
Forced Labour/ Involuntary Labour	-	-		-	-	
Wages	-	-		-	-	
Other human rights related issues	-	-		-	-	

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

PB Fintech Limited is committed to providing a safe and positive work environment. Employees also have access to several forums where they can highlight matters or concerns faced at the workplace. This is achieved through a well-established and robust grievance resolution mechanism, which are based on the principles of natural justice, confidentiality, sensitivity, non-retaliation, and fairness while addressing concerns. Also, the Whistle Blower Policy provides for the complete protection to the whistleblowers against any unfair practice like retaliation, threat, or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistleblower's right to continue to perform his/her duties/functions including making further complaint.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, however Legal function is studying this and working towards including human rights requirements in business agreements and contracts.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others - please specify	

All the assessments have been done by the entity during the course of business operations and according to applicable regulations and policies of the organization.

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

As a responsible corporate citizen, the Company endeavors to reduce the environmental impact of its operations. The Company complies with applicable environmental regulations in respect of premises and operations and ensures stakeholders to abide with the same. Being a tech company, it has very limited impact on environment although the company has identified ways to optimize resource consumption in its operations. To ensure optimal resource consumption, the Company has incorporated environment friendly installations such as energy efficient equipment etc. We have also established procedures in place to responsibly dispose of E-waste. The Company aspires to adopt sustainable products and practices, and it strives to reduce its operations and buildings' carbon footprint.

**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)*	26410 GJ	16477 GJ
Total fuel consumption (B)	3999 GJ	2972 GJ
Energy consumption through other sources (C) (Solar Power)	212 GJ	-
Total energy consumption (A+B+C)	30621 GJ	19449 GJ
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	11.97 GJ/Crores of Turnover	13.85 GJ/Crores of Turnover
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

\*The increase in absolute power consumption in FY22-23 as compared to FY21-22 is due to the fact that in FY22-23 we have more number of offices and also that transition happened from gradually "work from home" to "work from office".

Note: Indicate if any independent assessment / evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, No independent assessment / evaluation/assurance has been carried out by an external agency.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The operations of the company are not covered under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water*	12000	8000
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	12000	8000
Total volume of water consumption (in kilolitres)	12000	8000
Water intensity per rupee of turnover (Water consumed / turnover)	4.69 KL/Crores of Turnover	5.61 KL/Crore of Turnover
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

\*Municipal Water

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, No independent assessment / evaluation/assurance has been carried out by an external agency.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not Applicable

## Directors' Report

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

The DGs installed at most locations are mostly rented and the emissions are as per Bharat Stage Norms.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:-

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	296	220
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	5942	3616
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO2 Equivalent / Crores of Turnover	2.44 TCO2e / Crores of Turnover	2.69 TCO2e / Crores of Turnover
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an independent evaluation has been carried out by Sustainability Actions Private Limited.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company's headquarters are equipped with solar panels capable of producing up to 60KW of power, which is used to power the lights in the contact centres. It has also identified regions within its physical sites where energy conservation might be maximized. It has powered most of its offices around the country with LED lights, which provide optimal energy use, and has employed sectional lighting to prevent electricity loss in temporarily vacant office spaces. Utilizing VRV air conditioners has also aided in reducing energy consumption in geographies where it is most needed.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)- Used Oil	-	-
Other Non-hazardous waste generated (H-I). Please specify, if any.	-	-
Total (A+B + C + D + E + F + G + H)	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

## STATUTORY REPORTS

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

N, No independent assessment / evaluation/assurance has been carried out by an external agency.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Green practices are engrained in the Company's culture, with employees willingly recycling and reusing paper in workstations to reduce waste. All the waste are sent for recycling through authorized collectors. We are reusing all physical assets including information systems hardware and at the end of life the E-waste is given to authorized recyclers / collectors. Batteries and used oil generated are disposed of through authorized vendors.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

No facilities are in/around ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, PB Fintech Limited is compliant with all the applicable environmental laws and regulations based on its nature of business.

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations

7 (Seven)

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
2	The National Association of Software and Service Companies (NASSCOM)	National
3	Internet and Mobile Association of India (IAMAI)	National
4	Digital Lenders Association of India (DLAI)	National
5	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
6	Confederation of Indian Industry (CII)	National
7	The Merchant Payments Alliance of India (MPAI)	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Not applicable as no adverse orders from regulatory authorities has been received during the year.

## Directors' Report

### **PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

Our Corporate Social Responsibility (CSR) Policy and Equal Opportunity policy outlines our commitment to promote inclusive growth and equitable development.

We have collaborated with Y4D Foundation, a NGO that provides financial literacy programs to young people to reduce unemployment by promoting financial awareness.

As part of our community work we partnered with Ma Foi Foundation to provide awareness training to 400 candidates on "Financial Literacy" in Gurgaon, Chennai, Kolkata, and Mumbai. These 400 candidates were final year undergraduate students with good understanding on the Financial Insurance Industry and were willing to take up opportunities in the BFSI vertical. The total duration of the program was 20 hours in offline mode and with a placement guarantee of 50% in which 50 eligible students had been placed within our company.

Along with financial literacy our organization have focused on Road safety, blood donation and eye-checkup camps. The various in-house initiatives that were carried out FY 2022-23 are as follows:

- a. 21st June-22- Blood Donation Camp (Participations- 135)
- b. 28th & 30th Nov-22- Blood Donation Camp organized on large scale.
- c. Nov & Dec-22 - Clothes & Shoes donation with Goonj (NGO - for poor children & elderly)

### **Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

No requirement of Social Impact Assessments (SIA) of projects was applicable to the company.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

There was no project involving R&R during the FY 2021-22 or FY 2022-23.

3. Describe the mechanisms to receive and redress grievances of the community.

There are several mechanisms in place to receive grievances from the community such as access to e-mail ID of Legal and Compliance officer, Website, Customer help-line/Toll-free number, Policybazaar and Paisabazaar App. and every outlet. The grievances from community are addressed by Legal and Compliance officer along-with Stakeholders' Relationship Committee of the Board.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Although we do not procure goods for further processing due to the nature of our business, we give preference for procurement of goods and services which are required to run its business, to the local small and medium enterprises which are listed with the Company. We also prefer local employees/staffs for different manpower services, up to the extent possible.

### **PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

We are on the quest to enhance our consumer centric approaches and place their needs on priority while improving and digitalizing cumbersome offline processes. We have also enhanced consumer experience with one-click renewals and real-time updates on services and claims request. We use advanced technology options such as chatbots and video calls to effectively communicate with our consumers which also provides a tool for verification and fraud prevention. For example, we use chatbots on WhatsApp, to share policy updates and schedule appointments with our advisors.

Quick video and document uploads have made cumbersome processes like KYC, fraud detection and motor claims seamless. We have aimed to add voice-aided renewals to our store of renewal offerings. Our technology solutions are focused on automation and self-service driven consumer experiences while providing sales and service support using telecalls and chats through our website and app. To add to our current support networks, we now complement our consumer support with accessible offline stores wherein our consumers can walk in and book in-person appointments to be guided by our advisors.

## STATUTORY REPORTS

### Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

At Policy Bazaar, a customer can primarily get in touch with the following modes:

1. Complaint through My A/c.
2. Complaint through social media
3. Emails where IRDA is copied
4. Emails where CXO's are copied
5. Toll Free Number

The organization has put in place a structured internal escalation mechanism to ensure systematic handling of all complaints along with addressing the complaints within a defined turnaround time and those surpassing the TAT are systematically escalated to the higher authority. Policy Bazaar has a system and a procedure for receiving, registering and disposing of grievances. The company ensures that the following minimum timeframes are adopted:

- a) Endeavour is made to send a written first-time response to a complainant within 2 hours of the receipt of the grievance.
- b) The first-time response contains the name of the officer who will deal with the grievance
- c) It contains the details of the insured grievance and the follow-up TAT procedure and the time to be taken for the resolution of the complaint
- d) Where the complaint will get resolved within stipulated days, the resolution is communicated along with the acknowledgement.
- e) Here the grievance is not resolved within the stipulated working days, it is mandatory to share the interim time with the customer on the follow-up done.
- f) If the customer does not respond to calls and emails 3 times the complaint is closed, and an interim closure email is also sent. The complaint is again opened when the customer responds.

Regarding Paisa Bazaar, any customer having a grievance with respect to the product and services offered by the company may reach out to the Company through any of the following channels:

1. Toll Free No.
2. Email at: care@paisabazaar.com
3. Write a letter at the address: Paisabazaar Marketing and Consulting Private Limited, Plot number 135P, Sector 44, Gurgaon-122001

The customers are requested to necessarily provide the following details which includes:

1. Details of Products for which Grievance is made
2. Date of Application submitted
3. Details of Grievance
4. Valid Contact Information including Phone No. & E-mail ID registered with the Company at the time of registration for availing the services of Paisabazaar.

Once the customer Grievance is received, we will endeavour to send an acknowledgement/a response within 48 working hours of receiving the Grievance. After examining the matter, we will send our final response or explain why we need more time to respond and shall endeavour to do so within 30 days of receipt of Grievance.

The Nodal Grievance Redressal Officer details are as follows:

E-mail- servicehead@paisabazaar.com

Call at - 0124-6473726

There is continuous improvement in customer onboarding, service and claim support which has let us in the last few months to receive more than 10,000 appreciation letters from customers every month and a CSAT of 88% for Policy Bazaar. It is indeed a massive change in the number of appreciations that we are receiving from consumers.

## Directors' Report

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

This is not directly applicable as the company is not providing and physical products/services.

3. Number of consumer complaints in respect of the following:

The Company is committed to creating products and solutions that exceed customer expectations and enhance the level of business profitability. We consistently strive forth to ensure higher customer satisfaction

	FY 2022-23			FY 2021-22		
	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Data Privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber Security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others	7918	12	-	5717	-	-

4. Details of instances of product recalls on account of safety issues:

Not Applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes.

<https://www.policybazaar.com/legal-and-admin-policies/>

<https://www.paisabazaar.com/privacy-policy>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

PB Fintech Limited has a comprehensive cybersecurity framework which includes policies, processes, procedures and standards aimed at achieving and sustaining the enterprise-level information security objectives. The company has implemented solutions like WAF, next-gen firewall, endpoint security, cloud workload security, URL proxy, cloud security groups, logging & monitoring and cyber threat intelligence are in place to ensure adequate protection against security breaches. Processes like user access rights review, database access review, principle of granting least privilege and backup management among others are defined, documented and implemented to further strengthen the cyber security and data privacy.

## Annexure III

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES ("CSR") FOR THE FINANCIAL YEAR 2022-23

(Pursuant to Section 135 of the Companies Act, 2013)

1. Brief outline on CSR Policy of the Company: PB Fintech Limited (PBFL) believes that this position brings both opportunity and responsibility. PBFL believes in applying its skills and resources where it can make the greatest impact on the society. It also believes that in alignment with its vision, it will continue to enhance value through its CSR initiatives and promote social sustainability, sustainable development of the environment and social welfare of the people and society at large, more specifically for the deprived and underprivileged persons. The Company endeavours to make CSR a key business process for sustainable development. The Company is vigilant in its enforcement towards corporate principles and is committed towards sustainable development and inclusive growth. The Company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. The CSR Policy was amended and approved by the Board of Directors at its meeting held on July 26, 2021.

2. Composition of CSR Committee:

The CSR Committee, constituted under Companies Act, 2013, comprised of three members as on March 31, 2023, as per the details given below. The CSR committee of the Board is responsible for overseeing the execution of the Company's CSR Policy.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Yashish Dahiya	Chairman, Executive Director & CEO (Chairperson)	NIL	NIL
2	Mr. Gopalan Srinivasan	Independent Director (Member)		
3	Mr. Lilian Jessie Paul	Independent Director (Member)		

Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.pbfintech.in/pdf/PB-Fintech-Corporate-Social-Responsibility-Policy.pdf>

3. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
		NIL	

5. Average net profit of the company as per section 135(5): ₹(7,592.38) Lacs
6. (a) Two percent of average net profit of the company as per section 135(5): ₹(151.85) Lacs  
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
(c) Amount required to be set off for the financial year if any: NIL  
(d) Total CSR obligation for the financial year (7a+7b+7c) = NIL

## Directors' Report

7. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
NIL					

(b) Details of CSR amount spent against ongoing projects for the financial year: N.A.

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Project duration	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
				State, District.						Name, CSR Reg. No.
NIL										

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Amount spent in the current financial Year (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State, District			Name, CSR Reg. No.
NIL							

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) = NIL

(g) Excess amount for set off, if any: NIL

Sl. No.	Particular	Amount (in ₹)
1	Two percent of average net profit of the company as per section 135(5)	
2	Total amount spent for the Financial Year	
3	Excess amount spent for the financial year [(i)-(i)]	Nil
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	

8. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

## STATUTORY REPORTS

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset -wise details): Not Applicable

Sl. No.	Particular	Amount (in ₹)
a	Date of creation or acquisition of the capital asset(s).	N.A.
b	Amount of CSR spent for creation or acquisition of capital asset	
c	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc	
d	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board  
PB Fintech Limited

Sd/-  
Alok Bansal  
(Executive Vice Chairman & Whole Time Director)

Sd/-  
Yashish Dahiya  
(Chairman-CSR Committee)

Date: May 22, 2023  
Place: Gurugram

## Annexure IV

### PARTICULARS OF EMPLOYEES

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF COMPANIES ACT, 2013, READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2022-23:

Name of Directors	Designation	Ratio of remuneration of Director to median remuneration of Employees
Mr. Yashish Dahiya*	Chairman, Executive Director & CEO	NA
Mr. Alok Bansal	Executive Vice Chairman and Whole Time Director	14.84
Mr. Sarbvir Singh*	Non-Executive Non Independent Director	NA
Ms. Kitty Agarwal**	Non-Executive Non Independent Director	NA
Mr. Gopalan Srinivasan#	Non-Executive Independent Director	3.20
Mr. Kaushik Dutta#	Non-Executive Independent Director	3.03
Mr. Nilesh Bhaskar Sathe#	Non-Executive Independent Director	2.95
Ms. Veena Vikas Mankar#	Non-Executive Independent Director	2.79
Ms. Lillian Jessie Paul#	Non-Executive Independent Director	2.46

\*Mr. Yashish Dahiya and Mr. Sarbvir Singh has not been paid any remuneration from the company except perquisites arising on exercise of ESOPs during the FY 2022-23. Mr. Sarbvir Singh has been appointed as Joint Group CEO and Executive Director wef August 26, 2023 subject to the approval of shareholders in the ensuing AGM.

\*\*Ms. Kitty Agarwal has also not been paid any remuneration during the FY 2022-23.

#The remuneration paid to Independent Director includes sitting fees as per their attendance in board/committee meetings and commission paid during the FY 2022-23.

The value of perquisites arising on exercise of ESOPs is not included in remuneration while calculating the above ratio.

II. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year 2022-23:

Name of Directors & KMP	Designation	% Increase in Remuneration in the financial year 2022-23
Mr. Yashish Dahiya*	Executive Director Chairman & CEO	NA
Mr. Alok Bansal^	Executive Vice Chairman and Whole Time Director & KMP	0.00
Mr. Sarbvir Singh*	Non-Executive Non Independent Director	NA
Ms. Kitty Agarwal**	Non-Executive Non Independent Director	NA
Mr. Kaushik Dutta	Non-Executive Independent Director	(13.55)
Mr. Gopalan Srinivasan	Non-Executive Independent Director	(12.95)
Mr. Nilesh Bhaskar Sathe	Non-Executive Independent Director	0.56
Ms. Veena Vikas Mankar	Non-Executive Independent Director	3.66
Ms. Lillian Jessie Paul	Non-Executive Independent Director	(13.79)
Mr. Mandeep Mehta#	Chief Financial Officer	NA
Mr. Bhasker Joshi	Company Secretary	14

## STATUTORY REPORTS

\*Mr. Yashish Dahiya and Mr. Sarbvir Singh has not been paid any remuneration from the company except perquisites arising on exercise of ESOPs during the FY 2022-23.

Mr. Sarbvir Singh has been appointed as Joint Group CEO and Executive Director wef August 26, 2023 subject to the approval of shareholders in the ensuing AGM.

\*\*Ms. Kitty Agarwal has also not been paid any remuneration during the FY 2022-23.

#Mr. Mandeep Mehta was appointed as CFO w.e.f May 02, 2022 disclosure regarding the percentage increase in remuneration of CFO in the financial year is not applicable for FY 2022-23.

III. The percentage increase in the median remuneration of employees in the financial year 2022-23:

The percentage increase in the median remuneration of the employees of the Company during the financial year is 41.10% as compared to last year.

IV. The number of permanent employees on the rolls of company: The Company on a standalone basis has 168 permanent employees. The said count does not include employees of subsidiary companies.

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average salary of employees other than managerial personnel has been increased by 32.68% whereas, remuneration to managerial personnel has been increased by 2.27%

VI. Affirmation that the remuneration is as per the remuneration policy of the company: Yes, the company has paid remuneration in line with policy of nomination and remuneration adopted by the company.

VII. The statement showing the names of top ten employees in terms of remuneration drawn in the Company in the prescribed form as given under:

S. no	Name of Employee	Age	Designation	Qualification & Experience in years	Remuneration (in lacs)	Date of commencement of employment	Last Employment	Nature of employment (permanent/ Contractual)	% of Equity shares held in the company	Whether relative of a director, if yes name of director
1	Rajiv Kumar Gupta	55	President-Group Strategic Initiatives and Public Policy	Grad.(33)	150.00	01-Jun-22	Willis Towers Waston India	Permanent	0.0014 %	No
2	Deepti Rustagi	44	Group Head- Legal & Compliance	CS LLB(21)	109.00	10-Feb-20	Apollo Munich Health Insurance Company Ltd	Permanent	0.0137 %	No
3	Deep Aggarwal	34	Vice President -Product	Post Grad. (12)	75.40	29-May-18	Positive Integers Pvt. LTD	Permanent	0.0012 %	No
4	Vivek Jain	34	BU Head- Investments	PGDIP(10)	75.03	18-Jun-18	Gimar Software Pvt. Ltd	Permanent	0.0071 %	No
5	Anil Kumar	40	Vice President-Technology	BE.B.Tech (15)	75.00	29-Jul-19	Contribute Technologies	Permanent	0.0005 %	No
6	Srikanth Balakrishnan	34	Vice President-Technology	Post Grad. (13)	72.00	07-May-18	Gimar Software Private Limited	Permanent	0.0007 %	No
7	Rasleen Kaur	34	Associate Director- Analytics	PGMBA (11)	70.45	09-Apr-12	-	Permanent	0.0332 %	No
8	Vivek Audichya	45	Associate Director-Finance	CA,CS(19)	65.58	12-Mar-18	Shriram Axial	Permanent	0.0119 %	No
9	Harsh Vardhan Masta	37	Vice President-Product Development	BE.B.Tech (15)	64.80	02-Jul-18	India Mart Internesh Limited	Permanent	0.0026 %	No
10	Puneet Khurana	43	HR-Head	PGMBA (22)	62.99	09-Nov-15	Stryker Global Technology Pvt.Ltd.	Permanent	0.0012 %	No

**For and on behalf of the Board of Directors**

**PB Fintech Limited**

**Sd/-**

**Yashish Dahiya**

**Chairman and Chief Executive Officer**

DIN: 00706336

Date: August 26, 2023

Place: Gurugram

# Philosophy on code of Governance

The Company's philosophy on Corporate Governance is to create and conduct the business with highest standards of integrity, transparency, and accountability to maximize stakeholders' value while duly complying with all applicable laws and regulations. Ethical practices are implemented across all levels in the Company. Strong leadership combined with good governance practices has been the inherent strength of the Company. The Board and its Committees guide, support and help the management implement corporate governance initiatives across the Company.

Your Directors present the Company's Report on Corporate Governance in compliance with Regulation 34(3) read with part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended March 31, 2023 ("period"):

Transparency, accountability, integrity and professionalism are deeply embedded in the Company's culture which supports implementing the philosophy of corporate governance. As a testament of its robust governance practices, the Company enforces Code of Business Conduct and Ethics (CODE) and empowers employees to report concerns on actual or suspected violations of the CODE. Employees are at liberty to raise their concerns without any fear of retaliation or retribution and even report their concerns anonymously. Periodic communications from the leadership team reiterate the importance of the

CODE. Company's operations are guided by strong control systems which are reviewed by both internal and external auditors at regular intervals.

The Company is in compliance with Chapter IV of the Listing Regulations on Corporate Governance.

## BOARD OF DIRECTORS

### Composition and category of Board of Directors:

The Board strength as on March 31, 2023, was nine, comprising two executive directors, one non-executive director, one non-executive non-independent director and five independent directors, which is in conformity with the provisions of Section 149 of the Companies Act, 2013 ("Act") and Rules made thereunder and Regulation 17 of the Listing Regulations. The Board has three women directors of which, two are independent directors and one is non-executive non-independent director. No director has been disqualified by SEBI, Ministry of Corporate Affairs or any statutory authority from being appointed or continuing as director of the Company and the same has been certified by Mr. Dhananjay Shukla, Practising Company Secretary, as prescribed by Schedule V(C)(10)(i) of the Listing Regulations. In compliance with Regulation 25(8) of the Listing Regulations, all independent directors have confirmed that they meet the criteria of independence prescribed in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and Rules made thereunder.

The composition and category of the Board during the year ended March 31, 2023:

Name of Directors	Position & Category	Age
Mr. Yashish Dahiya	Chairperson, Executive Director & CEO	50
Mr. Alok Bansal	Executive Vice Chairman & Whole Time Director	47
Mr. Gopalan Srinivasan	Non-Executive, Independent Director	64
Ms. Veena Vikas Mankar	Non-Executive, Independent Director	70
Mr. Nilesh Bhaskar Sathe	Non-Executive, Independent Director	66
Mr. Kaushik Dutta	Non-Executive, Independent Director	60
Ms. Lillian Jessie Paul	Non-Executive, Independent Director	52
Mr. Sarbvir Singh*	Non-Executive, Non Independent Director	51
Ms. Kitty Agarwal	Non-Executive, Non Independent Director	34

Mr. Sarbvir Singh has been appointed as Joint Group CEO and Executive Director wef August 26, 2023 subject to the approval of shareholders in the ensuing AGM.

During, the year under review, Mr. Alok Bansal, Whole Time Director has been elevated as Executive Vice Chairman of the Company and discontinued as Chief Financial Officer of

the Company effective from May 02, 2022. Mr. Mandeep Mehta has been appointed as Group Chief Financial Officer effective from May 02, 2022.

## STATUTORY REPORTS

### Board Meetings

The Board of Directors evaluate the effectiveness of the Company's management policies, sets corporate objectives, provides strategic directions and guides the senior management to create sustainable growth and enhance shareholder value. The Board and its various Committees provide direction and exercise control to ensure that stakeholders' aspirations and societal expectations are met.

### Number of Board Meetings held and attendance during the financial year 2022-23:

During the year, Seven Board meetings were held as

mentioned below. In compliance with provisions of Section 173(1) of the Act and Regulation 17(2) of the Listing Regulations, the time-gap between two consecutive meetings was not more than 120 days. The dates of board meeting are April 26, 2022, May 13, 2022, May 27, 2022, August 10, 2022, August 23, 2022, November 07, 2022 and February 10, 2023. The Board approved three Resolutions by circulation, vide Circulars dated May 31, 2022, November 21, 2022 and December 26, 2022. The details of directors' attendance for Board Meetings and Annual General Meetings held during the financial year 2022-23 and their Chairmanship/Membership of Board Committees of the other Companies are given in Table below:

Name & Category of Director	DIN	Attendance Particulars		Last date of AGM held on September 26, 2022	No. of other Directorships and Memberships/Chairmanship held		
		No of Board meeting	Attendance		Other directorship**	Committee membership	Committee Chairmanship
Mr. Yashish Dahiya (Chairman, Executive Director & CEO)	00706336	7	7	Yes	5	1	-
Mr. Alok Bansal* (Executive Vice Chairman, Whole Time Director)	01653526	7	6	Yes	7	1	-
Mr. Kaushik Dutta (Independent Director)	03328890	7	7	Yes	6	4	3
Mr. Gopalan Srinivasan (Independent Director)	01876234	7	7	No	11	1	-
Ms. Veena Vikas Mankar (Independent Director)	00004168	7	6	Yes	5	1	2
Mr. Nilesh Bhaskar Sathe (Independent Director)	02372576	7	7	Yes	3	1	-
Ms. Lilian Jessie Paul (Independent Director)	02864506	7	5	No	5	4	1
Mr. Sarbvir Singh*** (Non-Executive Non-Independent Director)	00509959	7	6	Yes	7	-	-
Ms. Kitty Agarwal (Non-Executive Non-Independent Director)	07624308	7	6	Yes	2	-	1

## Corporate Governance Report

\*Mr. Alok Bansal was re-designated as Executive Vice Chairman & Whole Time Director and ceased to be the CFO of the Company with effect from May 02, 2022

\*\*Other Directorship also includes the position of the Director in private companies.

\*\*\*Mr. Sarbvir Singh has been appointed as Joint Group CEO and Executive Director wef August 26, 2023 subject to the approval of shareholders in the ensuing AGM.

1. Excluding foreign companies and companies under Section 8 of the Companies Act, 2013
2. Chairmanship/Committee Membership of Audit Committee & Stakeholders' Relationship Committee

has been considered.

3. None of the Directors are related to each other.
4. No director holds directorships in more than ten public companies/seven listed companies and no independent director holds independent directorships in more than seven listed Companies.
5. No independent director is Member of more than ten committees or Chairman of more than five committees across all public limited companies whether listed or not in which they are directors. Name of other Listed Companies wherein the directors of the company are directors:

Name of other Listed Companies wherein the directors of the company are directors:

Name of the Director	Name of other listed Companies where he/she is director	Category of Directorship
Mr. Kaushik Dutta	HCL Infosystems Limited Newgen Software Technologies Limited Zomato Limited	Independent Director Independent Director Independent Director
Ms. Veena Vikas Mankar	RBL Bank Limited Alcon Castalloy Limited	Non Executive Director Independent Director
Ms. Lilian Jessie Paul	Bajaj Consumer Care Limited Creditaccess Grameen Limited Expleo Solutions Limited	Independent Director Independent Director Independent Director
Mr. Yashish Dahiya	-	-
Mr. Alok Bansal	-	-
Mr. Gopalan Srinivasan	-	-
Mr. Nilesh Bhaskar Sathe	-	-
Mr. Sarbvir Singh	-	-
Ms. Kitty Agarwal	-	-

### Board Diversity Policy

PB Fintech recognizes and embraces the importance of a diverse Board in its success. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to culture, gender, age, geographical background, industry experience, skill and knowledge. The board diversity policy is available on our website, <https://www.pbfintech.in/pdf/Board-Diversity-Policy.pdf>

### The core Skills/Expertise/Competencies of the Board of Directors

The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The following are the core skills, expertise and competencies identified for effective functioning of the Board and the names of directors who have such skills/expertise/competence:

Name of Director	Information Technology business & industry knowledge	Expertise in Insurance Business	Interpersonal skills and personal qualities/values	Leadership, Management & Governance	Strategic and analytical mindset	Legal, regulatory & financial knowhow
Mr. Yashish Dahiya	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Alok Bansal	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Gopalan Srinivasan	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Veena Vikas Mankar	Yes	-	Yes	Yes	Yes	Yes
Mr. Nilesh Bhaskar Sathe	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Kaushik Dutta	Yes	-	Yes	Yes	Yes	Yes
Ms. Lilian Jessie Paul	Yes	-	Yes	Yes	Yes	Yes
Mr. Sarbvir Singh	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Kitty Agarwal	Yes	-	Yes	Yes	Yes	Yes

## STATUTORY REPORTS

Details of shareholding of Board of Directors of PB Fintech Ltd as on March 31, 2023

Name of Directors	Category	Number of Equity Shares held in PB Fintech Limited
Mr. Yashish Dahiya	Chairperson, Executive Director & CEO	2,08,96,378
Mr. Alok Bansal	Executive Vice Chairman & Whole Time Director	75,38,078
Mr. Kaushik Dutta	Non-Executive, Independent Director	-
Mr. Gopalan Srinivasan	Non-Executive, Independent Director	-
Ms. Veena Vikas Mankar	Non-Executive, Independent Director	-
Mr. Nilesh Bhaskar Sathe	Non-Executive, Independent Director	-
Ms. Lilian Jessie Paul	Non-Executive, Independent Director	-
Mr. Sarbvir Singh*	Non-Executive, Non-Independent Director	3,87,500
Ms. Kitty Agarwal	Non-Executive, Non-Independent Director	-

\*Mr. Sarbvir Singh has been appointed as Joint Group CEO and Executive Director wef August 26, 2023 subject to the approval of shareholders in the ensuing AGM.

### Independent Directors

The Company has received disclosures from all Independent Directors that they fulfill conditions specified under Section 149(8) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and possess high integrity expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company and they are independent of the management.

The Independent Directors demonstrate an appropriate degree of independence in character and judgement and are free from any business or other relationship which could materially interfere with the exercise of their judgement.

### Meeting of Independent Directors

In compliance with Regulation 17(1)(b) of the Listing Regulations, as on March 31, 2023, five independent directors were on the board of the Company. Section 149(8) read with Clause VII of Schedule IV of the Act, Regulation 25(3) of the Listing Regulations and Clause 2.3 of SS-1 mandate that independent directors shall hold at least one meeting in a year, without the attendance of non-independent directors and members of Management. A separate meeting of the Independent Directors was held on March 30, 2023 without the presence of non-independent directors and members of Management representatives. All Independent Directors of the Company attended the said meeting.

### Familiarization Programme

Nomination and Remuneration Committee has designed & recommended a familiarization programme for Independent Directors of the Company, which has been adopted by the Board of Directors and is in accordance with the Regulation

25(7) of the SEBI Listing Regulations. During the period under review, the Company organises familiarisation programmes which includes presentations on business and performance updates, business strategy, risks involved, governance policies, and related matters as deemed necessary. These programmes offer an opportunity of significant interactions between the Board and senior leadership team of the Company.

Details with respect to familiarisation programmes for independent directors are available at the website of the Company at <https://www.pbfintech.in/investor-relations/>

### Disclosure of relationships between Directors inter-se

None of the present Directors are having any inter-se relationship and each one of them are Independent to each other.

### Committees Of Board

The Company has the following Committees of the Board of Directors:

- Audit Committee
- Nomination & Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Business Responsibility & Sustainability Reporting Committee
- Initial Public Offer Committee

### Audit Committee

### Composition, Meetings and Attendance

The composition of the Committee is in compliance with section 177 of the Act and Regulation 18(1) of the Listing Regulations. The Audit Committee is comprised of three directors, out of which Mr. Kaushik Dutta, Non-Executive & Independent Director is Chairman of the Committee, Mr. Gopalan Srinivasan, Non-Executive & Independent Director and Mr. Yashish Dahiya, Executive Director & CEO are the members of the Committee. As stipulated by Regulation 18(1)(c) of the Listing Regulations all members are financially

## Corporate Governance Report

literate and have relevant finance and/or audit exposure.

Mr. Kaushik Dutta, attended the 14th AGM held on September 26, 2022. The Committee acts as a link between the statutory, internal auditors and the Board. It is responsible for monitoring the internal financial controls, reliability of the financial statements, supervising the governance systems. The internal auditor makes presentations on audit findings at the meetings of the Committee.

In Compliance with the provisions of Regulation 18(2)(a) of the listing regulations, Six (6) audit committee meetings

were held during the year and the time gap between two consecutive meetings was not more than 120 days. Meetings were held on April 26, 2022, May 13, 2022, May 27, 2022, August 10, 2022, November 07, 2022 and February 10, 2023 and all the members of the Audit Committee participated in the aforesaid meetings.

The Composition of the Audit Committee and attendance of its members at its meetings held during the year is as follows:

Name of Member & Category	Committee Position	No of meeting held during tenure	No. of meetings attended
Mr. Kaushik Dutta (Independent Director)	Chairperson	6	6
Mr. Gopalan Srinivasan (Independent Director)	Member	6	6
Mr. Yashish Dahiya (Chairman, Executive Director & CEO)	Member	6	6

Brief description terms of reference of Audit Committees.

The Audit Committee has inter-alia the following mandate.

1. oversight of financial reporting process and the disclosure of financial information relating to PB Fintech Limited (the "Company") to ensure that the financial statements are correct, sufficient and credible;
2. recommendation to the board of directors of the Company (the "Board" or "Board of Directors") for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report.

- reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/ or the applicable Accounting Standards and/or the Companies Act, 2013.

## STATUTORY REPORTS

- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow-up thereon;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- reviewing the functioning of the whistle blower mechanism;
- monitoring the end use of funds through public offers and related matters; overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- approval of appointment of Chief Financial Officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
- considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.\*

### Nomination and remuneration committee

#### Composition, Meetings and Attendance

The composition of the Nomination and Remuneration Committee ("NRC") of the Company is in line with the provisions of Section 178(1) of the Companies Act, 2013 read with Regulation 19(1) of the Listing Regulations. Ms. Veena Vikas Mankar, Non- Executive & Independent Director of the Company is the Chairperson of the Committee and Mr. Nilesh Bhaskar Sathe, Non- Executive & Independent Director and Ms. Kitty Agarwal, Non-Executive & Non-Independent Director are members of the Committee.

During the year under review, four (4) NRC meetings were held on April 26, 2022, May 27, 2022, August 23, 2022 and November 16, 2022 and all members of the Nomination and Remuneration Committee participated in the aforesaid meetings.

The composition of the NRC and attendance of its Members at its meetings held during the year is as follows:

Name of Member & Category	Committee Position	No. of meeting held during tenure	No. of meetings attended
Ms. Veena Vikas Mankar (Independent Director)	Chairperson	4	4
Mr. Nilesh Bhaskar Sathe (Independent Director)	Member	4	4
Ms. Kitty Agarwal (Non-Executive Non Independent Director)	Member	4	2

## Corporate Governance Report

Brief description of terms of reference of Nomination & Remuneration Committee.

The Nomination & Remuneration Committee has inter- alia the following mandate:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “Board” or “Board of Directors”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“Remuneration Policy”)

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director)
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;

The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

- the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between

fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

- perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, including the following:
  - a. administering the ESOP Schemes (the “Plan”);
  - b. determining the eligibility of employees to participate under the Plan;
  - c. granting options to eligible employees and determining the date of grant;
  - d. determining the number of options to be granted to an employee;
  - e. determining the exercise price under the Plan; and
  - f. construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan
- frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- carrying out any other activities as may be delegated by the Board of Directors of the Company and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

### Remuneration Policy

The Company’s remuneration policy ensures that its Directors, Key Managerial Personnel and other employees working in the senior management team are sufficiently incentivized for enhanced performance. In determining this policy, the Company has taken into account factors it deemed relevant and gave due regard to the interests of shareholders and to the financial and commercial health of the Company. The Remuneration Policy has been uploaded on the website of the company at <https://www.pbfintech.in/investor-relations/>

## STATUTORY REPORTS

The Remuneration Policy of the Company ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and senior management of high quality required to run the Company successfully.

### Executive Directors Remuneration

Remuneration limits of executive directors are prescribed by Section 197 and Schedule V of the Act and Rules made thereunder. The Committee also approves annual revisions and performance-linked incentives of executive directors and key managerial personnel. The Company follows a

market-linked remuneration policy and benchmarks its remuneration/benefits with its industry peers. Executive directors are not paid sitting fees for attending Board and Committee meetings.

### Non-Executive Directors Remuneration

Non-Executive Independent directors are paid fixed fee and sitting fees for attending Board/Committee meetings within the limits prescribed by the Act and rules made thereunder.

The details of remuneration paid to the directors during the FY 2022-23 is given below: -

							Amount in ₹.
Name of the Director	Sitting Fee	Fixed Fees	Salaries & Allowances	Value of Perquisites (ESOPS)	Company's Contribution to PF	Performance Variable Pay	Total
Mr. Yashish Dahya				3,16,93,59,066			3,16,93,59,066
Mr. Alok Bansal			1,08,51,720		21,600	60,35,750	1,69,09,070
Mr. Kaushik Dutta	13,00,000	24,00,000	-				37,00,000
Mr. Sarbvir Singh	-	-	-	4,59,28,000			4,59,27,500
Ms. Kitty Agarwal	-	-	-				-
Ms. Veena Vikas Mankar	10,00,000	24,00,000	-				34,00,000
Mr. Nilesh Bhaskar Sathe	12,00,000	24,00,000	-				36,00,000
Mr. Gopalan Srinivasan	15,00,000	24,00,000	-				39,00,000
Ms. Lilian Jessie Paul	6,00,000	24,00,000	-				30,00,000

### Succession Planning

The Board of Directors has satisfied itself that plans are in place for orderly succession for appointment to the Board of Directors and Senior Management.

### Service Contracts, Notice Period, Severance Fee

The terms of severance, notice period and termination for the Executive Directors of the Company will be governed by terms and conditions of the agreement entered with the Company. Further, no notice period or severance fee is paid to any other Director. None of the Non-Executive Directors had any pecuniary relationship or transactions vis-à-vis the Company, other than the payment of remuneration as explained above.

### Performance Evaluation Criteria for Independent Directors

The Nomination and Remuneration Committee of the board of directors of the company at their meeting held on July 26, 2021 had approved the criteria for evaluation of the performance of the Board, its Committees, the Chairperson

and individual directors. Pursuant to the provisions of the Section 178(2) of the Companies Act, 2013 and regulation 19(4) read with para A (2) of Part D of Schedule II of SEBI Listing Regulations, the Board carried out an annual performance evaluation of its own performance, and that of its Committees, the Chairperson and individual directors through BoardPAC for the FY 2022-23. Other than the Chairman of the Board and members of the Nomination and Remuneration Committee, no other director has access to the individual ratings given by Directors.

The manner in which a formal annual evaluation of performance was carried out by the Board, for the year under review, is as under:

The Directors have been assigned various surveys for annual performance evaluation of individual Directors including Independent Directors, Chairman of Board, Board as a whole and Committees of board of Directors through BoardPAC.

All the directors have submitted their responses within the stipulated timelines.

## Corporate Governance Report

From the individual survey responses received from the Directors, a report on the summary of the ratings and consolidated reports were generated and sent to members of Nomination and Remuneration Committee and the Chairman of the Company.

The Nomination and Remuneration Committee reviewed the implementation and compliance of the performance evaluation at their meeting held on 22nd May, 2023 and was found satisfactory.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

#### Composition, Meetings and Attendance

The composition of the CSR Committee is as follows:

Name of Member & Category	Committee Position
Mr. Yashish Dahiya (Chairman, Executive Director & CEO)	Chairperson
Mr. Gopalan Srinivasan (Non-Executive Independent Director)	Member
Ms. Lilian Jessie Paul (Non-Executive Independent Director)	Member

#### Terms of reference of Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has inter-alia the following mandate:

- formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended;
- Formulate and recommend to the Board of the Company, CSR annual action plan in pursuance to its Policy;
- Reviewing annual budgets with respect to CSR Policy;
- review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the

Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

The CSR Policy is uploaded on the Company's website <https://www.pbfinetech.in/pdf/PB-Fintech-Corporate-Social-Responsibility-Policy.pdf> as required under the provisions of Section 135 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

### STAKEHOLDER RELATIONSHIP COMMITTEE

#### Composition, Meetings and Attendance

The Stakeholder Relationship Committee (SRC) comprises of Ms. Kitty Agarwal, Non-Executive Non Independent Director as Chairperson of the committee, Mr. Alok Bansal, Mr. Nilesh Bhaskar Sathe and Ms. Lilian Jessie Paul, Non-Executive Independent Director as Members of the committee.

During the year under review, one (1) SRC meeting was held on February 10, 2023. All members of the SRC participated in the aforesaid meetings through video conferencing/ other audio-visual means.

The composition of the SRC and attendance of its Members at its meetings held during the year is as follows:

Name of Member & Category	Committee Position	No of meeting held during tenure	No. of meetings attended
Ms. Kitty Agarwal (Non-Executive & Non Independent Director)	Chairperson	1	1
Mr. Alok Bansal (Whole Time Director)	Member	1	1
Mr. Nilesh Bhaskar Sathe (Non-Executive Independent Director)	Member	1	1
Ms. Lilian Jessie Paul (Non-Executive Independent Director)	Member	1	1

## STATUTORY REPORTS

### Brief description terms of reference of Stakeholder Relationship Committee

The Stakeholder Relationship Committee has inter-alia the following mandate:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- issue of duplicate certificates and new certificates on split/ consolidation/renewal, etc.;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company; and
- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

### Stakeholder Grievances

During the year under review, the company received 7 (seven) complaints from investors. All the complaints were satisfactorily resolved at the end of the quarter.

No. of complaints received upto March 31, 2023	7
No. of complaints resolved upto March 31, 2023	7
No. of complaints pending as on March 31, 2023	0

### Risk Management Committee

#### Composition, Meetings and Attendance

Risk Management Committee (RMC) comprises of Mr. Yashish Dahiya, Chairman & CEO as Chairman of committee, Mr. Alok Bansal, Whole Time Director and Mr. Gopalan Srinivasan, Non-Executive & Independent Director as Member of the Committee. The composition of the Committee is in compliance with Regulations 21(2) and (3) of the Listing Regulations, it met twice

in the year and the gap between two meetings was less than 180 days, which is in compliance with Regulation 21(3A) and (3C) of the Listing Regulations.

During the year under review, two (2) RMC meeting was held on August 10, 2022 and February 06, 2023. All members of the RMC participated in the aforesaid meetings through video conferencing/ other audio-visual means. The composition of the RMC and attendance of its Members at its meetings held during the year is as follows:

Name of Member & Category	Committee Position	No of meeting held during tenure	No. of meetings attended
Mr. Yashish Dahiya (Chairman Executive Director & CEO)	Chairperson	2	2
Mr. Gopalan Srinivasan (Non-Executive & Independent Director)	Member	2	2
Mr. Alok Bansal (Whole Time Director)	Member	2	2

#### Terms of reference of Risk Management Committee

The role of Risk Management Committee shall include the following:

- Formulation of a detailed risk management policy which shall include:
  - a. a framework for identification of internal and external risks specifically faced by the listed entity, in particular
    - b. measures for risk mitigation including systems and processes for internal control of identified risks; and
    - c. business continuity plan;

including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

## Corporate Governance Report

- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken; and
- Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).
- To implement and monitor policies and/or processes for ensuring cyber security;
- Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under

applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Business Responsibility And Sustainability Reporting Committee

#### Composition, Meetings and Attendance

The composition of the Business Responsibility and Sustainability Reporting Committee (BRSR Committee) is in line with Regulation 34(2)(f) of the SEBI Listing Regulations. The nomenclature of Business Responsibility Committee was changed to Business Responsibility and Sustainability Reporting Committee with induction of new members on February 10, 2023. The committee has 5 members, out of which Mr. Yashish Dahiya is Chairperson of the Committee and Mr. Alok Bansal, Mr. Sarbvir Singh, Mr. Naveen Kukreja and Mr. Mandeep Mehta, are Members of the Committee. During the year under review, One (1) meeting was held on April 26, 2022.

The Composition of the BRSR Committee and attendance of its Members at its meetings held during the year is as follows:

Name of Member & Category	Committee Position	No of meeting held during tenure	No. of meetings attended
Mr. Yashish Dahiya (Chairman Executive Director & CEO)	Chairperson	1	1
Mr. Alok Bansal (Whole Time Director)	Member	1	1
Mr.Sarbvir Singh* (Non-Executive Director)	Member	1	1
Mr. Naveen Kukreja (Whole Time Director-Paisabazaar Marketing and Consulting Private Limited)	Member	NA	NA
Mr. Mandeep Mehta Chief Financial Officer	Member	NA	NA

\*Mr. Sarbvir Singh has been appointed as Joint CEO and Executive Director of the company wef August 26, 2023 subject to the approval of shareholders at their ensuing AGM.

#### Terms of reference of Business Responsibility and Sustainability Reporting Committee

- The Business Responsibility and Sustainability Reporting Committee shall be responsible for framing, implementation and monitoring of Business Responsibility Policy and Sustainability Reporting /initiatives.
- Review any statutory requirements for sustainability reporting e.g., Business Responsibility and Sustainability Reporting (BRSR).

- Review and reassess the adequacy of BRSR committee terms of reference periodically and recommend any proposed changes to the Board for approval.
- Continuously review updates and progress on the ESG vision and goals.
- Ensure that the Company is taking the appropriate measures to undertake and implement actions to further its ESG vision and

## STATUTORY REPORTS

### General Body Meetings

Details of last three Annual General Meetings of the Company held are as under:

AGM	Date	Venue and Time	Special Resolution Passed
12 <sup>th</sup>	September 23, 2020	Through Video Conferencing/Other Audio Visual Means at 2:00 p.m. (IST)	- None
13 <sup>th</sup>	September 11, 2021	Through Video Conferencing/Other Audio Visual Means at 4:00 p.m. (IST)	- Approval of fees for service of documents to the members. - Approval for the amendment in the Employees stock option Plan- 2014 ("ESOP Plan 2014")
14 <sup>th</sup>	September 26, 2022	Through Video Conferencing/Other Audio Visual Means at 3:00 p.m. (IST)	- Approval for remuneration of Mr. Yashish Dahiya, Chairman, Executive Director and Chief Executive officer of the Company - Approval of remuneration of Mr. Sarbvir Singh, Non-Executive Director of the Company - Approval of remuneration of Mr. Alok Bansal, Executive Vice Chairman and Whole Time Director of the Company. - Ratification of PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") - Ratification to extend benefits of PB Fintech Employees Stock Option Plan 2021 ("ESOP 2021") to the employees of Subsidiary Companies of the Company. - No business was required to be transacted through postal ballot at the above meetings. - No postal ballot was conducted during the financial year 2022-23.

### MEANS OF COMMUNICATION

- **WEBSITE:** The Company's website [www.pbfintech.in](http://www.pbfintech.in) contains a separate dedicated section 'INVESTORS RELATIONS' where shareholders' information is available. The Annual Report for the year and Annual Report for the past years are also available on the website in a user friendly and downloadable form. Apart from this, official news releases, detailed presentations made to media, analysts etc., and the transcript of the conference calls are also displayed on the Company's website.
- **FINANCIAL RESULTS:** The annual, half-yearly and quarterly results are regularly posted by the Company on its website [www.pbfintech.in](http://www.pbfintech.in) and are also sent to the shareholders whose e-mail IDs are registered with the Company. These are also submitted to the Stock Exchanges on which the securities of the Company are listed in accordance with the requirements of the Listing Regulations and published in all English Editions of 'Financial Express' and Hindi Edition of 'Jansatta' which is published in Gurugram, Haryana.
- **ANNUAL REPORT:** Annual Report containing inter-alia Audited Annual Accounts, Consolidated Financial

Statements, Board's Report, the Management Discussion and Analysis Report, Auditor's Report, and other important information is sent to the shareholders whose e-mail IDs are registered pursuant General Circular No. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 05, 2022 and, the latest being 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, read with read with Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI. Hard copies shall be sent to those shareholders who request for the same.

- **CORPORATE FILING:** Announcements, Quarterly Results, Shareholding Pattern etc. of the Company are regularly filed by the Company with the Stock Exchanges and are available on the website of BSE Ltd. - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd.- <https://www.pbfintech.in/investor-relations/>
- **SEBI COMPLAINT REDRESSAL SYSTEM (SCORES):** The investors' complaints are also being processed through the centralized web based complaint redressal system. The salient features of SCORES are availability of centralized

## Corporate Governance Report

database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

- **INVESTORS/ANALYST MEETS:** The Company hosts calls or meetings with institutional investors on request. Post the quarterly results, an analyst meet/call is organized which provides a platform for the Management to answer questions and provide clarifications to investors and analysts. The Company continues to interact with all types of funds and

investors in order to have a diversified shareholder base both in terms of geographical location and investment horizon. Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/analysts after the declaration of the quarterly results are submitted to NSE and BSE as well as uploaded on the Company's website on a regular basis. The Company also issues press releases from time to time at its website ([www.pbfinetech.in](http://www.pbfinetech.in)) under the "Investor Relations" section.

### GENERAL INFORMATION FOR MEMBERS

#### Company Information

CIN	L51909HR2008PLC037998
Name	PB Fintech Limited
Registered office	Plot No. 119, Sector-44, Gurugram-122001, Haryana
Email Id	complianceofficer@pbfinetech.in

#### Annual General Meeting

Date	September 23, 2023
Day	Saturday
Time	11:00 A.M IST
Venue Visual	Video Conferencing/Other Audio- Means (QAVM)

#### Financial Calendar for consideration of quarterly results for the FY 2023-24:

For quarter ended on June 30, 2023	On or before August 14, 2023
For quarter and half year ended on September 30, 2023	On or before November 14, 2023
For quarter ended on December 31, 2023	On or before February 14, 2024
For quarter and year ended on March 31, 2024	On or before May 30, 2024

#### Listing

The Company's shares are listed on the National Stock Exchange of India Ltd. (NSE) and the BSE Ltd. (BSE). The following are the details of the Company's shares:

Type	Ordinary Shares
ISIN	INE417T01026
NSE- Stock Code	POLICYBZF
BSE- Stock Code	543390
BSE - Address & Website	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001; <a href="http://www.bseindia.com">www.bseindia.com</a>
NSE - Address & Website	"Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai 400051; <a href="http://www.nseindia.com">www.nseindia.com</a>

## STATUTORY REPORTS

### Market Information

Market price data – (Equity Shares of Rs. 2/- paid up value) monthly high/low of the closing price and trading volumes on BSE/NSE depicting liquidity of the Company's Ordinary Shares on the said exchanges is given hereunder: -

Months	NSE			BSE		
	High	Low	No. of Shares	High	Low	No. of Shares
April, 2022	680	663.45	3,44,523	685.35	662.6	15,445
May, 2022	702.05	647.8	43,65,925	701.95	647.25	66,496
June, 2022	594	566.1	3,46,545	594.45	565.95	12,835
July, 2022	471.55	459.5	6,23,055	471.15	459.9	63,144
August, 2022	508.5	494.65	7,82,278	520	494.55	20,620
September, 2022	479.8	468.05	3,32,783	479.6	461	15,369
October, 2022	395.85	382.55	10,94,690	395	382.75	60,158
November, 2022	466.85	447.05	24,36,559	466.8	447.6	1,47,188
December, 2022	462.2	442.35	9,38,701	462.2	443.5	41,337
January, 2023	438.95	404	12,52,394	438.8	404.1	1,00,830
February, 2023	570.7	545.3	26,12,326	570	545.4	1,41,747
March, 2023	655.6	621.15	21,98,965	654.95	620.05	47,330

### Performance of the Company's Share Price as compared to BSE Sensex and NSE Nifty

#### Company's Share price as compared to BSE Sensex



#### Company's Share price as compared to NSE Nifty



### Dividend payment date, if declared

The Board of Directors after considering the financial statements, has decided not to recommend any Dividend on equity shares of the Company for the Financial Year ended March 31, 2023. Hence, payment date shall not be applicable.

### Address for Correspondence by investors:

#### Registrar and Share Transfer Agents

Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the company in respect of Equity Shares. All work related to shares registry, is handled by the Registrar & Share Transfer Agent. Members are requested to correspond with the Company's Registrar and Transfer Agents – Link Intime India Private Limited quoting their Folio No./ DP ID & Client ID at the following addresses:

M/s. Link Intime India Private Limited  
C-101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai – 400 083.  
Tel. No. (022) 4918 6000/49186270  
E-mail: policybazaar ipo@linkintime.co.in  
Website: www.linkintime.co.in

## Corporate Governance Report

### Company Secretary & Compliance Officer

Mr. Bhasker Joshi, is the Compliance Officer as per Regulation 6 of the SEBI Listing Regulations and Investors' complaint may also be addressed to him at the following address:

PB Fintech Limited

Address: Plot No119, Sector-44,

Gurugram-122001, Haryana

Ph. No: 0124 - 4562907

Email: complianceofficer@pbfintech.in

Share Transfer System

Effective from April 1, 2019, SEBI has mandated that shares can be transferred only in Demat. Hence, no transfer of shares in physical form can be lodged by the shareholders. As at March 31, 2023, the entire equity shares of the Company are in dematerialized form.

Nomination facility

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Members desirous of availing this facility may submit the prescribed documents to the RTA.

Distribution of Shareholding by size as on March 31, 2023

Sl. No	No of Shares		No of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of total Shares
1	1	to 500	193798	97.8951	5826908	1.2945
2	501	to 1000	1924	0.9719	1449642	0.3221
3	1001	to 2000	868	0.4385	1241453	0.2758
4	2001	to 3000	288	0.1455	722028	0.1604
5	3001	to 4000	148	0.0748	520214	0.1156
6	4001	to 5000	106	0.0535	491730	0.1092
7	5001	to 10000	190	0.096	1370548	0.3045
8	10001	to .....	643	0.3248	438493826	97.4179
Total:			197965	100	450116349	100

### Top Ten Shareholders of the Company on March 31, 2023

Sr. No	Shareholder's Name	Shares	Percentage
1	Makesense Technologies Ltd	59890000	13.3054
2	Tencent Cloud Europe B.V.	37665000	8.3678
3	Claymore Investments (Mauritius) Pte. Ltd	24430015	5.4275
4	Yashish Dahiya	20896378	4.6424
5	SVF Python II (Cayman) Limited	19744847	4.3866
6	Diphda Internet Services Limited	18880000	4.1945
7	Wf Asian Smaller Companies Fund Limited	14718366	3.2699
8	Falcon Q LP	11589500	2.5748
9	PI Opportunities Fund-II	9304500	2.0671
10	Startup Investments (Holding) Limited	8662500	1.9245

## STATUTORY REPORTS

### Category-wise Shareholding as on March 31, 2023 of Equity Shares

Sl No	Category	Total Shares	Total Percent
1	Clearing Members	72130	0.016
2	Other Bodies Corporate	94547228	21.0051
3	Foreign Company	95005413	21.1069
4	Hindu Undivided Family	527321	0.1172
5	Mutual Funds	33026422	7.3373
6	Foreign Nationals	100	0
7	Non Resident Indians	5922520	1.3158
8	Non Resident (Non Repatriable)	16960146	3.7679
9	Public	40831686	9.0714
10	Trusts	1422	0.0003
11	Foreign Venture Capital	24430015	5.4275
12	Insurance Companies	11759063	2.6124
13	Body Corporate - Ltd Liability Partnership	1251262	0.278
14	Foreign Portfolio Investors (Corporate) - I	105480056	23.434
15	Alternate Invst Funds - I	9304500	2.0671
16	Provident Funds/ Pension Funds	740230	0.1645
17	NBFCs registered with RBI	219103	0.0487
18	Alternate Investment Funds - II	5640541	1.2531
19	Alternate Investment Funds - III	2412911	0.5361
20	Foreign Portfolio Investors (Individual) - III	4200	0.0009
21	Foreign Portfolio Investors (Corporate) - II	1980080	0.4399
TOTAL :		450116349	100.00

### Shareholding Pattern as on March 31, 2023

Category code	Number of Shares	Number of Shareholders	Number of Shares	Percentage of Shareholders
A	Promoter & Promoter Group	0	0	0
B	Public	195671	449376119	0.0435
B1)	Institutions			
	Mutual Funds/	18	33026422	7.3373
	Alternate Investment Funds	18	17357952	3.8563
	Foreign Venture Capital Investors	1	24430015	5.4275
	Foreign Portfolio Investors	246	107464336	23.8748
	Insurance Companies	8	11759063	2.6124
B2)	Central Government/ State Government(s)/ President of India	0	0	0
B3)	Non-Institutions			
	Individual share capital upto Rs. 2 Lacs	189301	15845937	3.5204
	Individual share capital in excess of Rs. 2 Lacs	52	24989141	5.5517
	NBFCs registered with RBI	3	219103	0.0487
	Others	6024	214284150	47.6064
	Total B1+B2+B3	195671	449376119	99.8355
C	Non Promoter Non Public Shareholding	0	0	0
C1)	Custodian/DR Holder	0	0	0
C2)	Employee Benefit Trust	1	740230	0.1645
	Total C1+C2	0	0	0
	Total (A+B+C)	1,95,672	45,01,16,349	100

## Corporate Governance Report

### Dematerialisation of Shares and liquidity

The shares of the Company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). As on March 31, 2023, 100% of the Company's total paid-up share capital was held in dematerialized form.

The International Securities Identification Number (ISIN) allotted to the Company's Equity Shares is INE417T01026. The Company's shares are actively traded on both the exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd.

### Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date and likely impact on equity

Stock options have been granted by the Company to its employees and those of its subsidiaries under various employee stock option plans. In compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as also in terms and conditions of the respective plans, the Company allots shares from time to time, upon the employees exercising their vested options.

The Company has not issued any ADRs, GDRs or any other convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities.

The Company is not dealing in commodity and Foreign Exchange hence there is no risk related to commodity price or Foreign Exchange and hedging activities.

### Plant Location

The Company does not have any manufacturing or processing plants. The Registered Office of the Company is located at Plot No119, Sector-44, Gurugram-122001, Haryana.

### OTHER DISCLOSURES

#### Materially Significant Related Party Transaction

During the year under review, the Company had no materially significant related party transaction, which is considered to have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note No. 28 to the Standalone Audited Financial Statements. The Company has formulated a policy on Related Party Transactions and its materiality. The said policy is also available on the website of the Company at <https://www.pbfintech.in/pdf/Policy-on-Related-Party-transactions-and-its-Materiality.pdf?v=2>

#### Details of non-compliance by the listed entity

The Company has complied with the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority for non-compliance on any matter related to capital market during the last three years.

#### Whistle Blower Mechanism

In accordance with the provisions of Section 177(9) & (10) of the Act and Regulation 22 of the SEBI Listing Regulations the Company has in place a Vigil Mechanism and a Whistle Blower Policy which provides a formal mechanism for all Directors and employees of the Company to reach out to the compliance officer at [complianceofficer@pbfintech.in](mailto:complianceofficer@pbfintech.in) or the Chairman of Audit Committee and make protective disclosures about unethical activity or conduct, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee Chairperson. Kindly refer to the Company's website <https://www.pbfintech.in/pdf/whistle-blower-policy-pbfintech.pdf> for the detailed Whistle-Blower Policy of Company.

#### Compliance with all mandatory requirements

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of SEBI Listing Regulations for the Financial Year 2022-23:

## STATUTORY REPORTS

Sr. No	Particulars	SEBI Regulation	Brief Descriptions of the Compliances	Compliance Status (Yes/ No/ N.A.)
1	Board of Directors	17(1), 17(1A) and 17(1B)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(2A)	Quorum of Board Meeting	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation to the Non-Executive Directors	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment and Management	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
		17(11)	Recommendation of Board	Yes
2	Audit Committee	17(A)	Maximum number of Directorships	Yes
		18(1)	Composition of Audit Committee Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
3	Nomination and Remuneration Committee	18(3)	Role of the Committee and Review of information by the Committee	Yes
		19(1) and (2)	Composition of Nomination and Remuneration Committee	Yes
		19(2A)	Quorum of Nomination and Remuneration Committee Meeting	Yes
4	Stakeholders' Relationship Committee	19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19(3A)	Meetings	Yes
		19(4)	Role of the Committee	Yes
		20(1), 20(2) and 20(2A)	Composition of Stakeholders Relationship Committee	Yes
5	Risk Management Committee	20(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		20(3A)	Meetings	Yes
		20(4)	Role of the Committee	Yes
		21(1), 21(2), 21(3) and 21(3A)	Composition of Risk Management Committee Meeting	Yes
6	Vigil Mechanism	21(4)	Role of the Committee	Yes
		22	Formulation of Vigil Mechanism for Directors and Employee	Yes
7	Related Party Transactions	23(1)	Policy for Related Party Transactions	Yes
		23(2)	Prior approval of Audit Committee for all Related Party Transactions	Yes
		23(3)	Omnibus approval of Audit Committee for Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions	N.A
		23(9)	Disclosure of related party transactions on consolidated basis	Yes
8	Corporate governance requirements with respect to Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	Yes
		24(2), (3), (4), (5) and (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of Company	Yes
		24A	Secretarial Audit of Company, Obtaining Annual Secretarial Compliance Report and Secretarial Audit Report to be Annexed with Annual Report	Yes
9	Secretarial Audit	24A	Secretarial Audit of Company, Obtaining Annual Secretarial Compliance Report and Secretarial Audit Report to be Annexed with Annual Report	Yes

## Corporate Governance Report

Sr. No	Particulars	SEBI Regulation	Brief Descriptions of the Compliances	Compliance Status (Yes/ No/ N.A.)
10	Obligations with respect to Independent Directors	25(1)	No Alternate Director for Independent Directors	Yes
		25(2)	Maximum Directorship and Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Agenda for meeting of Independent Directors	Yes
		25(6)	Replacement of Independent Director upon Resignation / Removal	N.A
		25(7)	Familiarization of Independent Directors	Yes
		25(8) and (9)	Declaration of Independence by Independent Directors and Board to take note of such declaration	Yes
		25(10)	D and O Insurance for Independent Directors	Yes
11	Obligations with respect to employees including senior management, key managerial persons, Directors and promoters	26(1) and (2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by Senior Management about Potential conflicts of Interest	Yes
		26(6)	No employee including key managerial personnel or Director or promoter shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such Company	Yes
		12	Other Corporate Governance Requirements	27(2)
13	Disclosures on Website of the Company	46(2)(b)	Terms and Conditions of Appointment of Independent Directors	Yes
		46(2)(c)	Composition of various Committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Managerial Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes

In addition, the Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of the SEBI Listing Regulations, to the extent applicable:

**Modified opinion in Audit Report:** Company's financial statements have unmodified audit opinions.

**Reporting of Internal Auditor:** The Internal Auditor of the company reports to the Audit Committee.

### Code of Conduct for Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, ('SEBI Insider Trading Regulations') the Board of Directors of the Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insider and Code

of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information as per the SEBI Insider Trading Regulations. The Code is designed to maintain the highest ethical standard. The Code is applicable to Designated Persons and their immediate relatives.

All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the UPSI of the Company are governed by this Insider Trading Code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Insider Trading Code. Mr. Bhasker Joshi, Company Secretary, and the Compliance Officer, responsible for setting forth procedures and implementation of the Insider Trading Code for trading in the Company's securities.

**Reconciliation of Share Capital Audit Report**

With a view to reconcile the total admitted capital with NSDL, CDSL and those held in physical form, with the total issued, paid-up and listed capital of the Company, as mandated by Clause 76(1) of SEBI (Depositories and Participants) Regulations, 2018, an audit of the share capital of the Company is conducted by a Practising Company Secretary for each calendar quarter. The Reconciliation of Share Capital Audit Report of the Practising Company Secretary, inter-alia, confirms that the Register of Members is duly updated and that demat/remat requests were duly confirmed to the depositories within the stipulated time. The Report also covers details of changes in the share capital during each quarter. The Report is disseminated on BSE and NSE and is also placed at meetings of the Board of Directors and the Stakeholders' Relationship Committee of the Company.

**Directors and Officers Liability Insurance (D&O Insurance)**

As per the provisions of the Act and in compliance with Regulation 25(10) of the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance (D&O) from IFFCO TOKIO General Insurance Company Limited on behalf of Directors of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

**Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace**

The Company has Internal Complaints Committee (ICC), in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as on 31.03.2023. All female employees are covered under the Policy. The Company prohibits any form of sexual harassment and any such incidence is immediately investigated and appropriate action taken in the matter against the offending employee(s) based on the nature and the seriousness of the offence.

The Company has in place, a corporate policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. Further, disclosures required in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as follows:

Particulars	Number of cases	Number of cases
Complaints filed during the financial year		Nil
Complaints disposed of during the financial year		Nil
Complaints pending as on end of the financial year		Nil

**Policy on Subsidiary**

The Company has formulated a policy for determining of 'material' Subsidiary and is available on website of the Company at <https://www.pbfinetech.in/investor-relations/>.

**Certification from Company Secretary in Practice**

The Company has also obtained a certificate from Practising Company Secretary, Mr. Dhananjay Shukla proprietor of, M/s. Dhananjay Shukla & Associates, Company Secretaries, that none of the from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority and the same is annexed to this Report as AnnexureA.

**Remuneration paid to Auditors for FY 2022-23**

Remuneration of Rs. 65,00,000/- (Rupees Sixty Five Lakh only) was paid towards Statutory Audit Fee and Limited Review to the Statutory Auditors for the F.Y. 2022-23.

**Details of Utilisation of funds raised through preferential Allotment or qualified institutions placement**

During the year under review, the Company has not raised any funds through preferential Allotment or qualified institutions placement.

Details of deviation(s) or variation(s) on utilisation of funds/proceeds raised through Initial Public Offering (IPO)

There were no instances of deviation(s) or variation(s) in the utilization of proceeds as mentioned in the objects stated in the Prospectus, in respect of the IPO of the Company.

**Recommendation of Committee**

During the year under review, there are no such cases where the recommendation on of any Committee of Board, have not been accepted by the Board, which is mandatorily required to be accepted as per the law.

**Compliance Related to Subsidiary Companies**

During the FY 2022-23, as per the provisions of Regulation 16 and 24(1) of the SEBI Listing Regulations, Mr. Kaushik Dutta and Ms. Veena Vikas Mankar, continue to be the Independent Directors on the Board of Paisabazaar Marketing and Consulting Private Limited and Ms. Lillian Jessie Paul, continue

## Corporate Governance Report

to be the Independent Director on the board of Policybazaar Insurance Brokers Private Limited, which are Material Unlisted Subsidiary Companies.

The Company adopted a Policy for Determining Directors on the Board of Company have been debarred or disqualified Material Subsidiaries of the Company, pursuant to Regulation 16(1)(c) of the SEBI Listing Regulations. This policy is available on the Company's website at <https://www.pbfintech.in/pdf/Policy-for-Determining-Material-Subsidiaries.pdf> pursuant to Regulation 46(2) of the SEBI Listing Regulations.

The minutes of meeting of Board of Directors of unlisted subsidiary companies are placed before the Board of Directors of the Company. The performance of its subsidiaries is also reviewed by the Board periodically. The Company is compliant with other requirements under Regulation 24 of the SEBI Listing Regulations with regard to its subsidiary companies.

Mr. Nilesh Bhaskar Sathe resigned from the post of Independent Director on the Board of Policybazaar Insurance Brokers Private Limited (unlisted material subsidiary of the Company) w.e.f. May 06, 2022 and Ms. Lilian Jessie Paul has been appointed as an Independent Director on the Board of Policybazaar w.e.f. May 24, 2022.

### Details of material subsidiaries

**Name:** Policybazaar Insurance Brokers Pvt Ltd

**Date and place of incorporation:** 25/09/2014 and Gurugram

**Statutory Auditor and its date of appointment:** M/s Price Waterhouse, Chartered accountants, LLP (Firm Registration No. 012754N), were appointed as Statutory Auditors of the Company from the conclusion of the Annual General Meeting (AGM) of the Company held on September 22, 2020 till the conclusion of Annual General Meeting of the Company to be held in the year 2025. However, the said auditors will resign w.e.f. conclusion of the ensuing AGM due to retirement from PB Fintech Ltd, holding Company and appointment of M/s. Walker Chandiook & Co LLP (Firm Registration Number: 001076N/N500013) as the Statutory Auditors of the Company will be made accordingly.

**Name:** Paisabazaar Marketing and Consulting Pvt Ltd

**Date and place of incorporation:** 15/11/2012 and Gurugram

**Statutory Auditor and its date of appointment:** M/s. Price Waterhouse, Chartered accountants, LLP (Firm Registration No. 012754N), were appointed as auditors of the Company from the conclusion of the Annual General Meeting (AGM) of the Company

held on September 22, 2020 till the conclusion of 14th Annual General Meeting of the Company to be held in the year 2025. However, the said auditors will resign w.e.f. conclusion of the ensuing AGM due to retirement from PB Fintech Ltd, holding Company and appointment of M/s. Walker Chandiook & Co LLP (Firm Registration Number: 001076N/N500013) as the Statutory Auditors of the Company will be made accordingly.

### Compliance Certificate for the Corporate Governance

The Company has obtained certificate affirming the Compliances of conditions of Corporate Governance from Mr. Dhananjay Shukla proprietor of, M/s. Dhananjay Shukla & Associates, Company Secretaries which is forming part of this report as Annexure B He has confirmed that the Company has complied with the conditions of Corporate Governance as prescribed under SEBI Listing Regulations.

### CEO/CFO Certification

In terms of Regulation 17(8) of the SEBI Listing Regulations, the Chief Executive Officer, Executive Vice Chairman & Whole Time Director and the Chief Financial Officer of the Company have given compliance certificate, stating therein the matter prescribed under Part B of Schedule II of the said regulations. Copy of the Certificate is enclosed with the report as per **Annexure C**.

In terms of Regulation 33(2)(a) of Listing Regulations the Chief Executive Officer, Executive Vice Chairman & Whole Time Director and the Chief Financial Officer have also certified that the quarterly financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading while placing the final results before the board.

### Code of Conduct

The Company has adopted the code of conduct for the board of directors and senior management personnel. The code has been circulated to all the members of the Board and senior management and the same has been put on the Company's website ([www.pbfintech.in](http://www.pbfintech.in)). The Board members and senior management have affirmed their compliance with the code and a declaration signed by the Mr. Yashish Dahiya, Chairman Executive Director & CEO of the Company is given below:

"It is hereby declared that the Company has obtained from all members of the Board and senior management personnel affirmation that they have complied with the code of conduct for directors and senior management of the Company for the financial year 2022-23."

## Annexure A

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V, Para C, Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
PB Fintech Limited  
(CIN: L51909HR2008PLC037998)  
Regd. Office : Plot No.119,  
Sector-44, Gurgaon-122001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the PB Fintech Limited (hereinafter referred as the "company"), as produced before us by the company for the purpose of issuing this certificate, in accordance with sub clause (i) of clause 10 of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

Ensuring the eligibility for the appointment or continuity of every Director on the Board is the primary responsibility of the Management of the company. Our responsibility is to express an opinion on the disqualification of the Directors of the company as mentioned hereunder. This certificate is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company

In our opinion and to the best of our information and according to the verification, including Director Identification Number (DIN) status at the portal of the www.mca.gov.in, as considered necessary and explanations furnished to us by the Company, its officers and Authorized Representatives, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

Details of Directors as on 31<sup>st</sup> March 2023

S.No.	Name of the Director	DIN	Date of appointment in the Company*
1.	Mr. Yashish Dahiya, Chairman and CEO	00706336	5th July 2021
2.	Mr. Alok Bansal, Whole Time Director	01653526	20th August 2017
3.	Mr. Sarbvir Singh, Director	00509959	5th June 2020
4.	Ms. Kity Agarwal, Nominee Director	07624308	7th Feb. 2018
5.	Ms. Veena Vikas Mankar, Independent Director	00004168	19th June 2021
6.	Mr. Gopalan Srinivasan, Independent Director	01876234	19th June 2021
7.	Mr. Nilesh Bhaskar Sathe, Independent Director	02372576	19th June 2021
8.	Mr. Lilian Jessie Paul, Independent Director	02864506	19th June 2021
9.	Mr. Kaushik Dutta, Independent Director	03328890	19th June 2021

\*The date of appointment is as per the date of appointment data available on the website of MCA under the Authorized Signatory details of the company.

**For Dhananjay Shukla & Associates**  
**Company Secretaries**

Sd/-

**Dhananjay Shukla**  
**Proprietor**

FCS-5886, CP No. 8271  
Peer Review No.2057/2022  
UDIN: F005886E000348699

Date: 22 May 2023  
Place: Gurugram

## Annexure B

### CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
PB Fintech Limited  
(CIN:L51909HR2008PLC037998)  
Regd. Office : Plot No.119,  
Sector-44, Gurgaon, Haryana-122001

We have examined the compliance of conditions of Corporate Governance by PB Fintech Limited (hereinafter to be referred as 'the Company'), for the year ended 31<sup>st</sup> March 2023 as per Regulations 17 to 27, Regulation 46 and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the Regulations 17 to 27, Regulation 46 and Paragraphs C, D and E of Schedule V of the of the Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dhananjay Shukla & Associates  
Company Secretaries**

**Sd/-**  
**Dhananjay Shukla**  
**Proprietor**  
FCS-5886, CP No. 8271  
Peer Review No.2057/2022  
UDIN: F005B86E000346556

Place: Gurugram  
Date: 22 May 2023

## Annexure C

### CEO/CFO CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS, 2015

We, Mr. Yashish Dahiya, Chairman, Executive Director & CEO and Mr. Alok Bansal, Executive Vice Chairman and Whole Time Director and Mr. Mandeep Mehta, CFO of PB Fintech Limited, do hereby certify to the Board that: -

a We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2023 and that to the best of our knowledge and belief: -

i the said statements do not contain any materially untrue statements or omit any material fact, or contain statements that might be misleading; and

ii the said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's

code of conduct.

c We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d We have indicated to the Auditors and the Audit Committee: -

i significant changes in internal control over financial reporting during the year, if any;

ii significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and

iii instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For PB Fintech Limited

Sd/-  
Yashish Dahiya  
Chairman, Executive Director & CEO

Sd/-  
Mandeep Mehta  
Chief Financial Officer

Sd/-  
Alok Bansal  
Executive Vice Chairman & Whole Time Director

Date: May 22, 2023

Place: Gurugram

### DECLARATION FOR COMPLIANCE WITH THE CODES OF CONDUCT

I hereby declare that all the Directors and the Senior Management of the Company have affirmed compliance with the Codes of Conduct as applicable to them for the year ended March 31, 2023.

For PB Fintech Limited

Sd/-  
Yashish Dahiya  
Chairman, Executive  
Director & CEO

Date: May 22, 2023

Place: Gurugram

## Independent Auditor's Report

To the Members of **PB Fintech Limited**  
(Erstwhile, PB Fintech Private Limited)

### Report on the Audit of the Standalone Financial Statements

#### Opinion

- We have audited the accompanying standalone financial statements of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information and which include the financial statements of Etechaes Employees Stock Option Plan Trust (the "Trust").
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive income (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

#### Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

- Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Key audit matter

Assessment of carrying value of investment in subsidiaries [Refer Note 2(h), 2(i) and 6(a) to the standalone financial statements]

The Company has made investments in various unlisted subsidiaries, which are carried at cost, less accumulated impairment losses (if any). The carrying value of investments as on March 31, 2023 is ₹ 379,663.65 lacs.

The Company has performed an assessment of appropriateness of the carrying amount of the investments as on the balance sheet date by estimating their recoverable value, using the discounted cash flow model with the involvement of a valuation expert engaged by the management. Based on its assessment, the management has concluded that no provision for impairment was necessary as at March 31, 2023.

We have considered this to be a key audit matter as the carrying value of the investments is significant to the standalone financial statements and the assessment of recoverable value using discounted cash flows forecast involves significant management judgement in respect of certain key inputs like determining an appropriate discount rate, future cash flows and terminal growth rate.

#### How our audit addressed the key audit matter

Our audit procedures included the following:

- Understanding and testing the design and operating effectiveness of the controls around assessment of carrying amount of investments.
- Reading minutes of the meetings of the Board of Directors/ Audit Committee and verifying compliances with the relevant provisions of the Companies Act 2013.
- Evaluating the independence, competence, capabilities and objectivity of the valuation expert engaged by the management;
- Reading the report prepared by the external valuation expert engaged by the management and understanding and evaluating the key inputs and assumptions underlying the valuation and performing sensitivity analysis.
- With the involvement of auditor's valuation expert, assessing the appropriateness of the valuation model including independent

assessment of the assumptions underlying cash flow projections, discount rate, terminal value etc.

- Evaluating the adequacy and appropriateness of the disclosures made in the financial statements.

Based on our procedures performed above, the management's assessment of the carrying value of investments is considered appropriate.

prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the standalone financial statements**

8. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether

### **Other Information**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### **Responsibilities of management and those charged with governance for the standalone financial statements**

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and

## Standalone

a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

13. We did not audit the financial statements of the Trust included in the standalone financial statements of the Company, which constitute total assets of ₹ 342.68 lacs and net assets of ₹ 6.03 lacs as at March 31, 2023, total revenue of ₹ 7.95 lacs, net excess of income over expenditure of ₹ 6.15 lacs and net cash flows amounting to ₹ 134.57 lacs for the year then ended. These financial statements have been audited by other auditors whose report has been furnished to us by the management, and our opinion on the standalone financial statements in so far as it relates to the amounts and disclosures included in respect of the Trust, is based solely on the report of such other auditor.

Our opinion is not modified in respect of the above matter.

### Report on other legal and regulatory requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of

India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books including the maintenance of backup of the books of account and other books and papers maintained in electronic mode on servers physically located in India. However, in the absence of adequate evidence, we were unable to verify whether the backup is maintained on a daily basis during the period August 11, 2022 to March 31, 2023.
  - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the maintenance of accounts and other matters connected therewith, we draw reference to our comment in paragraph 15(b) above.
  - g. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 24(i) to the standalone financial statements
    - ii. The Company has long term contracts as at March 31, 2023 for which there no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2023.

## FINANCIAL STATEMENTS

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
  - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 34(a) to the standalone financial statements).
  - b. The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 34(b) to the standalone financial statements); and
  - c. Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year.
  - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Place: Gurugram  
Date: May 22, 2023

Membership Number: 057084  
UDIN: 23057084BGYFRN3792

## Annexure A to Independent Auditor's Report

Referred to in paragraph 15(g) of the Independent Auditor's Report of even date to the members of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) on the standalone financial statements for the year ended March 31, 2023

### Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to standalone financial statements of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

### Meaning of Internal Financial Controls with reference to standalone financial statements

6. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements

## FINANCIAL STATEMENTS

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
  - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 34(a) to the standalone financial statements).
  - b. The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 34(b) to the standalone financial statements); and
  - c. Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year.
  - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Pricewaterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Membership Number: 057084

UDIN: 23057084BGYFRN3792

Place: Gurugram

Date: May 22, 2023

## Standalone

may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Membership Number: 057084

UDIN: 23057084BGYFRN3792

Place: Gurugram

Date: May 22, 2023

## Annexure B to Independent Auditor's Report

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) on the standalone financial statements as of and for the year ended March 31, 2023.

- i. a. A. The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B. The Company is maintaining proper records showing full particulars of Intangible Assets.
- b. The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- c. According to the information and explanations given to us and the records of the Company examined by us, the Company does not own any immovable properties (Refer Note 4(a) to the financial statements). Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- e. Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. a. The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.
- b. During the year, the Company has not been sanctioned working capital limits in excess of ₹5 crores, in aggregate from banks and financial institutions and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.

- iii. a. The Company has made investments in 3 companies and 18 mutual fund schemes and granted unsecured loans to 12 employees during the year. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans are as per the table given below:

Particulars	Amount (₹ in lacs)
Aggregate amount granted during the year - Loan to employees	13.40
Balance outstanding as a balance sheet date - Loan to employees	8.15

(Also refer Note 6(c) to the financial statements)

- b. In respect of the aforesaid investments/ loans to employees (which are interest free), the terms and conditions under which such loans were granted/ investments were made are not prejudicial to the Company's interest.
- c. In respect of the aforesaid loans, the schedule of repayment of principal has been stipulated, and the parties are repaying the principal amounts, as stipulated in a regular manner.
- d. In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- e. There were no loans which fell due during the year and were renewed/ extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- f. The loans granted to employees during the year, had stipulated the scheduled repayment of principal and the same were not repayable on demand. There were no loans / advances in nature of loans which were granted during the year to promoters/ related parties.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of the investments made by it and there were no loans/guarantees/security provided under aforesaid section. The Company has not provided any loans/guarantees/ security and made any investments to the parties covered under Section 185 of the Act.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

## Standalone

- vi. a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, goods and services tax and labour welfare fund, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance and other material statutory dues, as applicable, with the appropriate authorities.
- b. According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of goods and services tax, provident fund, employees' state insurance and labour welfare fund which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of dues	Amount under dispute (₹ in lacs)	Amount deposited (₹ in lacs)	Period to which the amount relates	Forum where the dispute is pending
Income tax Act, 1961	Income Tax (including interest and penalty)	8,845.47	533.37	FY2015-16	Income Tax Appellate Tribunal

- vii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. a. As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b. According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- c. According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short term basis.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or

person on account of or to meet the obligations of its subsidiaries or associates.

- f. According to the information and explanations given to us and procedures performed by us, the Company has not raised any loans during the year and hence reporting on clause 3(x)(f) of the Order is not applicable.
- (x) a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b. The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- c. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv. a. In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

## FINANCIAL STATEMENTS

- b. The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.  
b. The Company has not conducted non-banking financial/ housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.  
c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.  
d. Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 32 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial

liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Membership Number: 057084

UDIN: 23057084BGYFRN3792

Place: Gurugram

Date: May 22, 2023

## Standalone

# Standalone Balance Sheet

as at March 31, 2023

(₹ in Lacs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4(a)	2.27	11.86
Right-of-use assets	4(b)	773.66	1,079.78
Intangible assets	5	24.02	58.18
Financial assets			
(i) Investments	6(a)	379,668.65	220,402.51
(ii) Other financial assets	6(g)	135,860.94	117.26
Current Tax Assets (Net)	7	3,455.90	3,026.92
Other non-current assets	8	11.45	0.07
<b>Total non-current assets</b>		<b>519,796.89</b>	<b>224,696.58</b>
<b>Current assets</b>			
Financial assets			
(i) Investments	6(b)	10,583.67	21,224.82
(ii) Trade receivables	6(d)	89.32	555.96
(iii) Cash and cash equivalents	6(e)	2,943.08	21,757.00
(iv) Bank balances other than (iii) above	6(f)	45,965.13	302,499.50
(v) Loans	6(c)	8.15	8.21
(vi) Other financial assets	6(g)	159,083.35	119,505.33
Other current assets	9	234.09	2,180.25
<b>Total current assets</b>		<b>218,906.79</b>	<b>467,732.07</b>
<b>Total assets</b>		<b>738,703.68</b>	<b>692,428.65</b>

## Standalone Balance Sheet

as at March 31, 2023

(₹ in Lacs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	10(a)	9,002.33	8,990.00
Instruments entirely equity in nature	10(b)	-	-
<b>Other equity</b>			
Reserves and surplus	10(c)	727,267.97	680,490.11
<b>Total equity</b>		<b>736,270.30</b>	<b>689,480.11</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Lease liabilities	4(b)	484.15	825.73
Employee benefit obligations	11	303.33	311.26
<b>Total non-current liabilities</b>		<b>787.48</b>	<b>1,136.99</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Lease liabilities	4(b)	319.33	250.38
(ii) Trade payables			
(a) total outstanding dues of micro and small enterprises	12(a)	32.36	14.50
(b) total outstanding dues other than (ii)(a) above	12(a)	393.91	903.77
(iii) Other financial liabilities	12(b)	616.05	355.03
Employee benefit obligations	11	195.62	206.65
Other current liabilities	13	88.63	81.32
<b>Total current liabilities</b>		<b>1,645.90</b>	<b>1,811.55</b>
<b>Total liabilities</b>		<b>2,433.38</b>	<b>2,948.54</b>
<b>Total equity and liabilities</b>		<b>738,703.68</b>	<b>692,428.65</b>

The above Standalone Balance Sheet should be read in conjunction with the accompanying notes.

This is the Standalone Balance Sheet referred to in our report of even date.

**For Price Waterhouse**

**Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Membership No. 057084

Place: Gurugram

Date: May 22, 2023

**For and on behalf of the Board of Directors**

**Yashish Dahiya**

Chairman and Chief

Executive Officer

DIN: 00706336

Place: Gurugram

Date: May 22, 2023

**Alok Bansal**

Vice Chairman and

Whole Time Director

DIN: 01653526

Place: Gurugram

Date: May 22, 2023

**Mandeep Mehta**

Chief Financial Officer

Place: Gurugram

Date: May 22, 2023

**Bhasker Joshi**

Company Secretary

M. No. F8032

Place: Gurugram

Date: May 22, 2023

## Standalone

# Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income:</b>			
Revenue from operations	14	13,414.58	10,318.36
Other income	15	19,473.71	11,424.79
<b>Total income</b>		<b>32,888.29</b>	<b>21,743.15</b>
<b>Expenses:</b>			
Employee benefit expense	16	38,197.50	48,380.38
Depreciation and amortisation expense	17	373.90	389.57
Advertising and promotion expenses	18	302.67	378.16
Network and internet expenses	19	461.44	356.17
Other expenses	20	878.82	2,148.54
Finance costs	21	89.70	114.84
<b>Total expenses</b>		<b>40,304.03</b>	<b>51,767.66</b>
<b>Loss before tax</b>		<b>(7,415.74)</b>	<b>(30,024.51)</b>
<b>Income tax expense:</b>			
Current Tax	22(a)	-	-
Tax related to earlier years	22(a)	(0.13)	(56.14)
Deferred tax	22(b)	-	-
<b>Total tax expense</b>		<b>(0.13)</b>	<b>(56.14)</b>
<b>Loss for the year</b>		<b>(7,415.61)</b>	<b>(29,968.37)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations (Gain)	11	19.17	94.17
Income tax relating to these items		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>19.17</b>	<b>94.17</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>(7,396.44)</b>	<b>(29,874.20)</b>
<b>Earnings/(Loss) per equity share [Face value per share ₹ 2/- (March 31, 2022: 2/-)]</b>			
Basic (₹)	26	(1.67)	(7.32)
Diluted (₹)	28	(1.67)	(7.32)

The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes. This is the Standalone Statement of Profit and Loss referred to in our report of even date.

### For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

### Sougata Mukherjee

Partner  
Membership No. 057084  
Place: Gurugram  
Date: May 22, 2023

### For and on behalf of the Board of Directors

#### Yashish Dahiya

Chairman and Chief  
Executive Officer  
DIN: 00706336  
Place: Gurugram  
Date: May 22, 2023

#### Alok Bansal

Vice Chairman and  
Whole Time Director  
DIN: 01653526  
Place: Gurugram  
Date: May 22, 2023

#### Mandeep Mehta

Chief Financial Officer  
  
Place: Gurugram  
Date: May 22, 2023

#### Bhasker Joshi

Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

## Standalone Statement of changes in equity

for the year ended March 31, 2023

### i) Equity share capital

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Amount (₹ in Lacs)	Number of Shares	Amount (₹ in Lacs)
Balance at the beginning of the reporting year	449,499,806	8,990.00	228,195	4.56
Add: Conversion of Cumulative compulsorily convertible preference shares ("CCCPs") [Refer Note 10(a)]	-	-	234,270,485	4,685.41
Add: Bonus shares issued	-	-	176,735,820	3,534.72
Add: Issue of shares on initial public offer	-	-	38,265,306	765.31
Add: New shares issued	616,543	12.33	-	-
<b>Shares outstanding at the end of the year</b>	<b>450,116,349</b>	<b>9,002.33</b>	<b>449,499,806</b>	<b>8,990.00</b>

### ii) Instruments entirely equity in nature (cumulative compulsorily convertible preference shares)

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Amount (₹ in Lacs)	Number of Shares	Amount (₹ in Lacs)
Balance at the beginning of the reporting year	-	-	594,274	118.86
Less: Conversion of cumulative compulsorily convertible preference shares into Equity Shares (Before bonus issue) [Refer Note 10(b)]	-	-	(594,274)	(118.86)
<b>Shares outstanding at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### iii) Other equity

Particulars	Notes	Reserves and surplus					Total
		Securities premium	Retained earnings	Equity settled share based payment reserve	Treasury shares reserve	General reserve	
<b>Balance as at April 01, 2021</b>		<b>292,256.23</b>	<b>(13,768.46)</b>	<b>15,486.54</b>	<b>-</b>	<b>1.73</b>	<b>293,976.04</b>
Loss for the year	10(c)	-	(29,968.37)	-	-	-	(29,968.37)
<b>Other comprehensive income</b>	10(c)	-	94.17	-	-	-	94.17
<b>Total comprehensive income/(loss) for the year</b>		-	<b>(29,874.20)</b>	-	-	-	<b>(29,874.20)</b>
<b>Transactions with owners in their capacity as owners:</b>							
Exercise of options- transferred from equity settled share based payment reserve	10(c)	29,630.27	-	-	-	-	29,630.27
Group Settled share based payment	25(b)	-	-	16,452.76	-	-	16,452.76
Employee share-based payment expense	16	-	-	44,268.08	-	-	44,268.08
Transfer to Securities Premium for exercise of options	10(c)	-	-	(29,630.27)	-	-	(29,630.27)

## Standalone

# Standalone Statement of changes in equity

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Reserves and surplus					Total
		Securities premium	Retained earnings	Equity settled share based payment reserve	Treasury shares reserve	General reserve	
Amount received on issue of shares	10(c)	374,234.70	-	-	-	-	374,234.70
Amount utilised for share issue expenses (Refer note 33)	10(c)	(10,465.99)	-	-	-	-	(10,465.99)
Conversion of Cumulative compulsorily convertible preference shares ("CCCPs") [Refer Note 10(c)]	10(c)	(4,566.56)	-	-	-	-	(4,566.56)
Bonus shares issued	10(c)	(3,534.72)	-	-	-	-	(3,534.72)
<b>Balance as at March 31, 2022</b>		<b>6,77,553.93</b>	<b>(43,642.66)</b>	<b>46,577.11</b>	<b>-</b>	<b>1.73</b>	<b>680,490.11</b>
Loss for the year	10(c)	-	(7,415.61)	-	-	-	(7,415.61)
Other comprehensive income	10(c)	-	19.17	-	-	-	19.17
<b>Total comprehensive income/(loss) for the year</b>		<b>-</b>	<b>(7,396.44)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(7,396.44)</b>
Transactions with owners in their capacity as owners:							
Exercise of options- transferred from equity settled share based payment reserve	10(c)	20,271.62	-	-	-	-	20,271.62
Group Settled share based payment	25(b)	-	-	20,186.91	-	-	20,186.91
Employee share-based payment expense	16	-	-	33,981.52	-	-	33,981.52
Transfer to Securities Premium for exercise of options	10(c)	-	-	(20,271.62)	-	-	(20,271.62)
Net results of ESOP trust operations	10(c)	-	-	-	5.87	-	5.87
<b>Balance as at March 31, 2023</b>		<b>6,97,825.55</b>	<b>(51,039.10)</b>	<b>80,473.92</b>	<b>5.87</b>	<b>1.73</b>	<b>727,267.97</b>

The above Standalone Statement of changes in equity should be read in conjunction with the accompanying notes.

This is the Standalone Statement of changes in equity referred to in our report of even date.

### For Price Waterhouse

#### Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

#### Sougata Mukherjee

Partner

Membership No. 057084

Place: Gurugram

Date: May 22, 2023

### For and on behalf of the Board of Directors

#### Yashish Dahiya

Chairman and Chief

Executive Officer

DIN: 00706336

Place: Gurugram

Date: May 22, 2023

#### Alok Bansal

Vice Chairman and

Whole Time Director

DIN: 01653526

Place: Gurugram

Date: May 22, 2023

#### Mandeep Mehta

Chief Financial Officer

Place: Gurugram

Date: May 22, 2023

#### Bhasker Joshi

Company Secretary

M. No. F8032

Place: Gurugram

Date: May 22, 2023

## Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. Cash flow from operating activities</b>			
<b>Loss before tax</b>		(7,415.74)	(30,024.51)
Adjustments for :			
Depreciation and amortisation expense	17	373.90	389.57
Property, plant and equipment written off	20	0.03	0.05
(Profit)/Loss on sale of property, plant and equipment	15, 20	(4.90)	0.64
Net gain on sale on financial assets mandatorily measured at fair value through profit or loss	15	(1,118.39)	(989.02)
Liabilities no longer required written back	15	(526.36)	-
Net fair value (gain)/loss on financial assets mandatorily measured at fair value through profit or loss	15	205.29	(432.42)
Loss allowance- Trade receivables	20	-	19.15
Loss allowance no longer required written back	15	(32.41)	-
Loss allowances - other financial assets	20	-	3.36
Bad debts	20	7.42	-
Interest Income - Unwinding of discount - measured at amortised cost	15	(9.97)	(118.48)
Interest income - On bank deposits	15	(17,832.29)	(9,625.59)
Interest income - On income tax refund	15	(153.35)	-
Gain on termination of leases	15	-	(1.68)
Finance costs	21	89.70	114.84
Net (gain) / loss - foreign exchange differences	15, 20	(1.18)	6.02
Employee share-based payment expense	16	33,981.52	44,268.08
<b>Change in operating assets and liabilities:</b>			
(Increase)/Decrease in trade receivables		491.62	-620.23
Increase/(Decrease) in trade payables		(492.54)	579.22
(Increase)/Decrease in other non-current assets		(11.38)	97.43
(Increase)/Decrease in other current assets		1,946.16	(1,949.09)
Increase/(Decrease) in other financial liabilities		261.02	(154.67)
(Increase)/Decrease in current tax assets		0.13	56.14
(Increase)/Decrease in loans current		0.06	(5.77)
(Increase)/Decrease in other financial assets		(9,832.00)	(4,944.94)
Increase/(Decrease) in employee benefit obligations		0.31	61.91
Increase/(Decrease) in other current liabilities		7.31	(2,933.35)
<b>Cash (outflow) from operations</b>		<b>(66.04)</b>	<b>(4,962.86)</b>
Income taxes paid (net of refunds)		(428.98)	(710.16)
<b>Net cash (outflow) from operating activities (A)</b>		<b>(495.02)</b>	<b>(5,673.02)</b>
<b>B. Cash flows from investing activities</b>			
Purchase of property, plant and equipment and intangible assets	4(a), 5	(29.68)	(4.76)
Proceeds from sale of property, plant and equipment		10.62	2.23
Investments in subsidiaries and associates	6(a)	(139,079.23)	(88,301.27)
Purchase of current investments		(28,378.16)	(66,446.81)
Proceeds from redemption / sale of current investments		38,464.65	46,643.43

## Standalone

# Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Investment in bank deposits (having original maturity of more than three months but less than twelve months)	6(f)	(45,985.13)	(302,499.50)
Proceeds from maturity of bank deposits (having original maturity of more than three months but less than twelve months)	6(f)	302,499.50	137,040.74
Investment in bank deposits (having original maturity of more than twelve months)		(277,222.00)	(109,905.00)
Proceeds from maturity of bank deposits (having original maturity of more than twelve months)		111,743.27	-
Interest received	15	17,985.64	9,625.59
<b>Net cash (outflow) from investing activities (B)</b>		<b>(17,970.62)</b>	<b>(374,845.35)</b>
<b>C. Cash flows from financing activities</b>			
Proceeds from initial public offer (net of share issue expenses)	10(a), 10(b), 10(c)	-	364,534.02
Proceeds from issue of equity shares	10(e)	12.33	-
Principal elements of lease payments		(272.63)	(238.11)
Interest paid	21	(87.98)	(113.48)
<b>Net cash inflow/(outflow) from financing activities (C)</b>		<b>(348.28)</b>	<b>364,182.43</b>
<b>Net (decrease) in cash and cash equivalents (A+B+C)</b>		<b>(18,813.92)</b>	<b>(16,335.94)</b>
Cash and cash equivalents at the beginning of the year		21,757.00	38,092.94
<b>Cash and cash equivalents at end of the year</b>		<b>2,943.08</b>	<b>21,757.00</b>
<b>Reconciliation of cash &amp; cash equivalents as per standalone statement of cash flows</b>			
<b>Cash &amp; cash equivalents as per above comprise of the following</b>			
	Notes	March 31, 2023	March 31, 2022
Balances with banks - in current accounts	6(e)	940.79	1,763.69
Deposits with original maturity of less than 3 months	6(e)	2,001.23	19,992.25
Cash on hand	6(e)	1.06	1.06
<b>Balances as per standalone statement of cash flows</b>		<b>2,943.08</b>	<b>21,757.00</b>

### Notes:

- The above Standalone Statement of Cash Flows has been prepared under the Indirect Method as set out in the Indian Accounting Standard [Ind AS -7 on "Statement of Cash Flows"].
- Figures in brackets indicate cash outflows.
- The above Standalone Statement of cash flows should be read in conjunction with the accompanying notes.

This is the Standalone Statement of Cash Flows referred to in our report of even date.

### For Price Waterhouse

#### Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

#### Sougata Mukherjee

Partner

Membership No. 057084

Place: Gurugram

Date: May 22, 2023

### For and on behalf of the Board of Directors

#### Yashish Dahiya

Chairman and Chief

Executive Officer

DIN: 00706336

Place: Gurugram

Date: May 22, 2023

#### Alok Bansal

Vice Chairman and

Whole Time Director

DIN: 01653526

Place: Gurugram

Date: May 22, 2023

#### Mandeep Mehta

Chief Financial Officer

Place: Gurugram

Date: May 22, 2023

#### Bhaskar Joshi

Company Secretary

M. No. F6032

Place: Gurugram

Date: May 22, 2023

## Notes forming part of the Standalone Financial Statements

for the year ended March 31, 2023

### Note 1: General Information

PB Fintech Limited (Erstwhile, PB Fintech Private Limited) ("the Company" or "PB Fintech") is a Company incorporated on 4th June 2008 under the provisions of the Companies Act, 1956 having its registered office at Plot no.119, Sector 44, Gurugram, Haryana. The Company got listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE), in India on November 15, 2021.

The Company was converted from a Private Limited Company to a Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders of the Company held on June 19, 2021 and consequently the Name of the Company was changed to PB Fintech Limited with effect from June 30, 2021 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies (ROC).

The Company is an integrated online marketing and consulting Company and is in the business of rendering online marketing and information technology consulting/support services largely for the financial service industry, including insurance.

### Note 2: Summary of Significant Accounting Policies

This note provides a list of significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated:

#### a. Basis of preparation

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). These standalone financial statements are presented in Indian rupees and all values are rounded to the nearest lakh, except when otherwise indicated.

#### b. Historical Cost Convention

These standalone financial statements have been prepared on the historical cost basis, except for the following items:

- Certain financial assets and liabilities measured at fair value;
- Defined benefit plans - plan assets measured at fair value; and
- Share based payments

#### c. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per Company's operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013 as amended from time to time. The Company has ascertained its operating cycle as 12 months

for the purpose of current or non-current classification of assets and liabilities.

#### d. New and amended standards adopted by the Company

The Ministry of Corporate affairs had vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022, which amended certain accounting standards, and are effective April 01, 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

#### e. New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective April 01, 2023. The Rules predominantly amend Ind AS 12, Income taxes, and Ind AS 1, Presentation of financial statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policy already complies with the now mandatory treatment.

#### f. Property, plant and equipment

All items of property, plant and equipment are carried at cost less accumulated depreciation/ amortization and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under the non-current assets.

#### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as

per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

**Depreciation methods, estimated useful lives and residual value**

Depreciation is recognised so as to write off the cost of assets less their residual values over the useful lives, using the straight line method. The useful lives have been determined based on technical evaluation performed by the management which in some cases are different as compared to those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The residual value of the assets are assessed to be nil. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

The useful lives of assets have been considered as follows:

Description	Useful life
Computers	3 years
Furniture & Fixtures*	7 years
Office Equipment*	3 years
Lease hold improvements	Period of Lease or 3 years whichever is earlier.

\* For these class of assets, based on internal assessment, the management believes that the useful lives as given above best represents the period over which the management expects to use these assets. Hence, useful lives of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

**g. Intangible assets**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

The Company has software licenses under intangible assets which are amortized over a period of 3 years.

**Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets

recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

**h. Impairment of non-financial assets**

For all non-financial assets, the Company assesses whether there are indicators of impairment. If such an indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs.

The recoverable amount for an asset or CGU is the higher of its value in use and fair value less costs of disposal. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the asset or CGU is considered impaired and the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

In assessing value in use, the estimated future cash flows of the asset or CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's or CGU's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable

amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

## i. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue as follows:

### Sale of services

The Company earns revenue from services as described below:

1. Online marketing and consulting services - includes advertisement banners on its website and bulk emailer services
2. Commission from online aggregation of financial products - includes commission earned for sale of financial products based on the leads generated from its designated website
3. IT support services - includes services related to IT application and solutions

Revenue from above services (other than IT support services) is recognized at a point in time when the related services are rendered as per the terms of the agreement with customer. Revenue from IT Support Services is recognised over time. Revenue is disclosed net of the Goods and Service tax charged on such services. In terms of the contract, excess of revenue over the billed at the year-end is carried in the balance sheet as unbilled trade receivables as the amount is recoverable from the customer without any future performance obligation. Cash received before the services are delivered is recognised as a contract liability, if any.

Revenue from above services is recognized in the accounting period in which the services are rendered. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

No significant element of financing is deemed present as the services are rendered with a credit term of 30-45 days, which is consistent with market practice.

### Intellectual Property Rights (IPR) Fees

Income from IPR fees is recognised on an accrual basis in accordance with the substance of the relevant agreements. Refer Note 27.

## j. Trade Receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost, less loss allowance.

## k. Foreign currency transactions

### Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') i.e. Indian rupee (INR), which is PB Fintech Limited's (Erstwhile, PB Fintech Private Limited) functional and presentation currency.

### Transactions and balances

**Initial recognition:** On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transactions.

**Subsequent recognition:** As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in profit or loss in the year in which they arise.

## l. Employee benefits

Employee benefits include Provident Fund, Employee State Insurance scheme, Gratuity, Compensated absences and Share based payments.

### i. Defined contribution plans

The Company's contributions to Provident Fund and Employee State Insurance scheme are considered as contribution to defined contribution plan and charged as an expense based on the amount of contributions required to be made as and when services are rendered by the employees.

### ii. Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan asset, is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined liability or asset.

### iii. Short-term obligations

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the services.

These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences;
- (b) in case of non-accumulating compensated absences, when the absences occur.

### iv. Other long-term employee benefit obligations

The liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations in relation to compensated absences are presented as current liabilities in the balance sheet as the Company does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

### v. Share-based payments

The Company operates a number of equity settled, employee share based compensation plans, under which the Company receives services from employees as consideration for equity shares of the Company. The Company has granted stock options to its employees and employees of its subsidiaries.

The fair value of the employees services received in exchange for the grant of the options is determined by reference to the fair value of the options as at the Grant Date and is recognised as an 'employee benefit expense' with a corresponding increase in other equity. The total expense is recognised over the vesting period which is the period over which the applicable vesting condition is to be satisfied. The total amount to be expensed is determined by reference to the fair value of the options granted:

1. including any market performance conditions (e.g., the entity's share price)
2. excluding the impact of any service and non-market performance vesting conditions; and
3. including the impact of any non-vesting conditions

At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to other equity.

The expense relating to options granted to the employees of subsidiaries is not cross charged to the subsidiaries. Therefore, the fair value of the employees' services received by these subsidiaries (determined by reference to the fair value of the options as at the Grant Date) is recognised as an 'investment in subsidiaries' with a corresponding increase in other equity.

### m. Treasury shares (Shares held by the ESOP Trust)

The Company has created an Etchaces Employee Stock Option Plan Trust (ESOP Trust) for providing share-based payment to its employees under Employee Stock Option Plan 2014 ("ESOP- 2014") and Employee Stock Option Plan 2020 ("ESOP - 2020"). The Company uses Trust as a vehicle for transferring shares to employees under the employee remuneration schemes. The Company allots shares to ESOP Trust. The Company in its standalone financial statements treats ESOP trust as its extension and shares held by ESOP Trust are treated as treasury shares. Share options exercised during the reporting year are settled with treasury shares.

### n. Leases

#### Company as a lessee:

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components.

#### Lease liabilities:

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the future lease payments.

The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition

that triggers the payment occurs. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the lessee's incremental borrowing rate. Lease payments are allocated between principal and finance cost.

The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

**Right-of-use of assets:**

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability and lease payments made before the commencement date.

Right-of-use assets are depreciated over the lease term on a straight-line basis. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated over the asset's lease term on a straight-line basis.

**Short term leases and leases of low value assets:**

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipment including IT equipment.

**o. Earnings per share (EPS)**

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year excluding treasury shares. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares, except where results are anti-dilutive.

**p. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

**q. Trade Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**r. Income Taxes**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that tax profits will be available against which those deductible temporary differences can be utilized.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### s. Provisions and contingencies

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

#### Contingent liabilities and contingent assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed, where an inflow of economic benefits is probable. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### t. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial Assets

##### Classification:

The Company classifies its financial assets in the following measurement categories

- those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
- those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

##### Initial Recognition:

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are

directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### Subsequent measurement:

After initial measurement, financial assets classified at amortised cost are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss.

Financial assets at fair value through other comprehensive income are carried at fair value at each reporting date. Fair value changes are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to statement of profit and loss.

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the statement of profit and loss.

#### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments in subsidiaries and associates are measured at cost. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of non financial assets is followed.

#### Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The

Impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 30 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### De-recognition of financial assets

A financial asset is derecognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### Income recognition

#### Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

#### u. Financial liabilities and equity instruments

##### Initial recognition and measurement

Financial liabilities are recognised initially at fair value minus transaction costs that are directly attributable to the issue of financial liabilities. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the

redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective rate of interest.

##### Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

##### De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of any entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

#### v. Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency.

#### w. Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Refer Note 37

#### x. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

#### y. Contributed equity

The transaction costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit) to the extent they are incremental costs directly

## Standalone

attributable to the equity transaction that otherwise would have been avoided

The transaction costs incurred with respect to the Initial Public Offer (IPO) of the Company as reduced by the amount recovered from the selling shareholders are allocated between issue of new equity shares and listing of existing equity shares. The costs attributable to issuance of new equity shares is recognised in equity. The remaining costs attributable to listing of existing equity shares is recognised in profit or loss.

### z. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III (Division II), unless otherwise stated

### Note 3: Critical estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more

likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

#### Critical estimates and judgements:

The areas involving critical estimates or judgements are:

- Estimation of defined benefit obligation - Refer Note 11  
Recognition of deferred tax assets- Refer Note 22(b) Leases - Refer Note 4(b)
- Contingent liabilities - Refer Note 24(f)
- Share based payments - Refer Note 25
- Impairment on Non-Current Investments - Refer Note 2(f)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

## FINANCIAL STATEMENTS

### Note 4(a): Property, plant and equipment

(₹ in Lacs)

Particulars	Computers	Office Equipments	Furniture & Fixtures	Leasehold Improvements	Total
<b>Year ended March 31, 2022</b>					
<b>Gross carrying amount</b>					
Opening gross carrying amount	43.13	25.30	11.41	26.21	106.05
Additions	3.51	-	-	-	3.51
Disposals	(35.78)	(19.15)	(3.60)	(4.49)	(63.02)
<b>Closing gross carrying amount</b>	<b>10.86</b>	<b>6.15</b>	<b>7.81</b>	<b>21.72</b>	<b>46.54</b>
<b>Accumulated Depreciation</b>					
Opening accumulated depreciation	21.81	24.38	8.24	26.21	80.64
Depreciation charge for the year	11.73	0.63	1.78	-	14.14
Disposals	(32.91)	(19.15)	(3.55)	(4.49)	(60.10)
<b>Closing accumulated depreciation</b>	<b>0.63</b>	<b>5.86</b>	<b>6.47</b>	<b>21.72</b>	<b>34.68</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>10.23</b>	<b>0.29</b>	<b>1.34</b>	<b>-</b>	<b>11.86</b>
<b>Year ended March 31, 2023</b>					
<b>Gross carrying amount</b>					
Opening gross carrying amount	10.86	6.15	7.81	21.72	46.54
Additions	-	0.43	-	-	0.43
Disposals	(5.48)	(5.67)	(6.52)	(21.72)	(39.39)
<b>Closing gross carrying amount</b>	<b>5.38</b>	<b>0.91</b>	<b>1.29</b>	<b>-</b>	<b>7.58</b>
<b>Accumulated Depreciation</b>					
Opening accumulated depreciation	0.63	5.86	6.47	21.72	34.68
Depreciation charge for the year	4.78	0.29	0.55	-	5.62
Disposals	(1.11)	(5.67)	(6.49)	(21.72)	(34.99)
<b>Closing accumulated depreciation</b>	<b>4.30</b>	<b>0.48</b>	<b>0.53</b>	<b>-</b>	<b>5.31</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>1.08</b>	<b>0.43</b>	<b>0.76</b>	<b>-</b>	<b>2.27</b>

## Standalone

### Note 4(b): Leases

This note provides information for the leases where the Company is a lessee. The Company has taken various office premises on leases. Rental contracts are typically made for fixed periods of 1 year to 5 years, but may have extension options as described in (iv) below:

#### i. Amounts recognised in standalone balance sheet

The standalone balance sheet shows the following amount relating to leases:

#### a. Right of use assets

Particulars	(₹ in Lacs)	
	Right-of-use assets - Office premises	Total
<b>Year ended March 31, 2022</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	2,159.51	2,159.51
Additions	-	-
Disposals	(54.48)	(54.48)
<b>Closing gross carrying amount</b>	<b>2,105.03</b>	<b>2,105.03</b>
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	727.53	727.53
Depreciation charge for the year	316.62	316.62
Disposals	(18.90)	(18.90)
<b>Closing accumulated depreciation</b>	<b>1,025.25</b>	<b>1,025.25</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>1,079.78</b>	<b>1,079.78</b>
<b>Year ended March 31, 2023</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	2,105.03	2,105.03
Additions	-	-
Disposals	-	-
<b>Closing gross carrying amount</b>	<b>2,105.03</b>	<b>2,105.03</b>
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	1,025.25	1,025.25
Depreciation charge for the year	306.12	306.12
Disposals	-	-
<b>Closing accumulated depreciation</b>	<b>1,331.37</b>	<b>1,331.37</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>773.66</b>	<b>773.66</b>

## FINANCIAL STATEMENTS

### b. Lease liabilities

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Current	319.33	250.38
Non-current	484.15	825.73
<b>Total</b>	<b>803.48</b>	<b>1,076.11</b>

### ii. Amounts recognised in standalone statement of profit and loss

The standalone statement of profit or loss shows the following amount relating to leases:

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
a. Depreciation charge on right of use assets [refer Note 17]	306.12	316.62
b. Interest expenses - lease liabilities (included in finance cost) [refer Note 21]	87.98	113.48
<b>Total (a+b)</b>	<b>394.10</b>	<b>430.10</b>

iii. The total cash outflow for leases for the year ended March 31, 2023 was ₹ 360.61 Lacs (March 31, 2022 - ₹ 351.59 Lacs)

### iv. Extension and termination options:-

Extension and termination options are included in a number of leases. These are used to maximize operational flexibility in terms of managing the assets used in the Company's operations. The extension and termination options held are exercisable by both the Company and the respective lessor.

### v. Critical judgments in determining the lease term:-

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of office premises, the following factors are normally the most relevant:

- a) If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- b) If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate).
- c) Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

Most extension options in office leases have been included in the lease liability, because the Company could not replace the assets without significant cost or business disruption.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

During the current financial year, no leases have been terminated. During the previous financial year, the financial impact of revising the lease terms to reflect the effect of exercising termination options was a net decrease in recognised lease liabilities and right-to use of assets of ₹ 37.24 Lacs and ₹ 35.58 Lacs respectively.

## Standalone

### Note 5: Intangible assets

(₹ in Lacs)

Particulars	Computer Software	Total
<b>Year ended March 31, 2022</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	151.09	151.09
Additions	1.25	1.25
Disposals	(26.46)	(26.46)
<b>Closing gross carrying amount</b>	<b>125.88</b>	<b>125.88</b>
<b>Accumulated amortisation</b>		
Opening accumulated amortisation	35.35	35.35
Amortisation charge for the year	58.81	58.81
Disposals	(26.46)	(26.46)
<b>Closing accumulated amortisation</b>	<b>67.70</b>	<b>67.70</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>58.18</b>	<b>58.18</b>
<b>Year ended March 31, 2023</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	125.88	125.88
Additions	29.25	29.25
Disposals	(2.63)	(2.63)
<b>Closing gross carrying amount</b>	<b>152.50</b>	<b>152.50</b>
<b>Accumulated amortisation</b>		
Opening accumulated amortisation	67.70	67.70
Amortisation charge for the year	62.16	62.16
Disposals	(1.38)	(1.38)
<b>Closing accumulated amortisation</b>	<b>128.48</b>	<b>128.48</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>24.02</b>	<b>24.02</b>

## Note 6 : Financial assets

### Note 6(a) : Non-current Investments

Particulars	As at March 31, 2023			As at March 31, 2022		
	No. of Shares	Face value per share (₹)	(₹ in Lacs)	No. of Shares	Face value per share (₹)	(₹ in Lacs)
<b>A. Investments in equity instruments (fully paid up)</b>						
<b>Unquoted</b>						
<b>(i) Subsidiary Companies (at cost)</b>						
a) Policybazaar Insurance Brokers Private Limited [Refer note (i) and (ii) below]	83,812,506	10	259,058.89	74,848,195	10	134,970.36
<b>Sub-total</b>			<b>259,058.89</b>			<b>134,970.36</b>
b) Policybazaar Marketing and Consulting Private Limited [Refer note (i) and (ii) below]	44,824,179	10	95,164.42	39,077,063	10	65,125.84
<b>Sub-total</b>			<b>95,164.42</b>			<b>65,125.84</b>
c) Docprime Technologies Private Limited [Refer note (i) and (ii) below]	8,976,969	10	9,328.30	8,976,969	10	9,325.70
Less: Impairment in value of investment			(2,989.39)			(2,989.39)
<b>Sub-total</b>			<b>6,338.91</b>			<b>6,336.31</b>
d) Icall Support Services Private Limited [Refer note (i) and (ii) below]	182,365	100	2,980.77	182,365	100	2,918.21
Less: Impairment in value of investment			(2,069.10)			(2,069.10)
<b>Sub-total</b>			<b>911.67</b>			<b>849.11</b>
e) PB Marketing and Consulting Private Limited [Refer note (i) below]	5,740,000	10	574.00	5,740,000	10	574.00
Less: Impairment in value of investment			(72.00)			(72.00)
<b>Sub-total</b>			<b>502.00</b>			<b>502.00</b>
f) Accurex Marketing and Consulting Private Limited [Refer note (i) below]	2,451,000	10	245.10	2,451,000	10	245.10
Less: Impairment in value of investment			(208.37)			(208.37)
<b>Sub-total</b>			<b>36.73</b>			<b>36.73</b>
g) PB Financial Account Aggregators Private Limited [Refer note (i) below]	5,000,000	10	500.00	5,000,000	10	500.00
<b>Sub-total</b>			<b>500.00</b>			<b>500.00</b>
h) PB Fintech FZ-LLC [Refer note (ii) below]	48,963	AED 1,000	12,688.96	48,963	AED 1,000	11,694.32
<b>Sub-total</b>			<b>12,688.96</b>			<b>11,694.32</b>
i) Myloancare Ventures Private Limited (Associate till June 7, 2022)	5,633	10	126.86	5,633	10	126.86
<b>Sub-total</b>			<b>126.86</b>			<b>126.66</b>
			<b>375,328.43</b>			<b>220,141.63</b>
<b>(ii) Others (at fair value through profit or loss)</b>						
Swasth Digital Health Foundation	5,000	100	5.00	5,000	100	5.00
<b>Sub-total</b>			<b>5.00</b>			<b>5.00</b>
<b>Total (A)</b>			<b>375,333.43</b>			<b>220,146.63</b>
<b>B. Investments in preference shares (fully paid up)</b>						
<b>Unquoted</b>						
<b>(i) Subsidiary Company (at cost)</b>						
0.01% Non-cumulative compulsorily convertible preference shares in Myloancare Ventures Private Limited	173,783	10	4,335.22	11,367	10	255.98
<b>Total (B)</b>			<b>4,335.22</b>			<b>255.98</b>
<b>Total (A+B)</b>			<b>379,668.65</b>			<b>220,402.61</b>
<b>Aggregate amount of quoted investments and market value thereof</b>			-			-
<b>Aggregate amount of unquoted investments</b>			379,668.65			220,402.61
<b>Aggregate amount of impairment in value of investments</b>			(5,338.86)			(5,338.86)
<b>Notes:</b>						
(i) Including shares held by nominees of the Company.						
(ii) Including cost of stock options allocated to employees of subsidiary companies.						
(iii) Face value per share is in Indian Rupees unless otherwise stated.						

## Standalone

### Note 5(b): Current Investments

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares/units	(₹ in Lacs)	Number of shares/units	(₹ in Lacs)
<b>A. Investments in equity instruments - Quoted</b>				
(At fair value through profit or loss)				
Star Health and Allied Insurance Company Limited	111,120.00	575.93	111,120.00	789.45
<b>Total (A)</b>		<b>575.93</b>		<b>789.45</b>
<b>B. Investment in mutual funds - Unquoted</b>				
(At fair value through profit or loss)				
ICICI Prudential Nifty PSU Bond Plus SDL Sep 2027 40:60 Index Fund	17,189,311.58	1,799.91	-	-
Axis Banking & PSU Debt Fund - Dir - Growth	74,278.40	1,699.92	-	-
Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund Direct - Growth	14,301,344.43	1,499.93	-	-
UTI Liquid Cash Plan Direct Growth Plan	27,150.85	1,001.71	-	-
Bandhan Liquid Fund - Direct - Growth	36,836.71	1,001.43	-	-
Kotak Liquid Fund - Direct - Growth	22,021.29	1,001.62	-	-
ICICI Prudential Liquid Fund - Direct - Growth	300,610.72	1,001.59	267,242.71	810.97
Nippon India Liquid Fund - Direct - Growth	18,188.50	1,001.63	19,469.89	1,014.00
Aditya Birla Sun life Low Duration Fund - Direct - Growth	-	-	367,718.79	2,126.74
Axis Treasury Advantage Fund - Direct - Growth	-	-	82,317.12	2,132.03
DSP Liquidity Fund - Direct - Growth	-	-	48,285.16	1,469.31
ICICI Prudential Money Market Fund - Direct - Growth	-	-	492,718.42	1,512.12
Invesco India Treasury Advantage Fund - Direct - Growth	-	-	68,212.39	2,164.18
Kotak Savings Fund - Direct - Growth	-	-	7,231,194.00	2,605.41
Nippon India Low Duration Fund - Direct - Growth	-	-	67,658.98	2,143.97
SBI Liquid Fund - Direct - Growth	-	-	28,978.81	965.89
UTI Treasury Advantage Fund - Direct - Growth	-	-	82,168.65	2,376.52
Aditya Birla Sun life Liquid Fund - Direct - Growth	-	-	324,731.32	1,114.23
<b>Total (B)</b>		<b>10,007.74</b>		<b>20,435.37</b>
<b>Total current investments (A+B)</b>		<b>10,583.67</b>		<b>21,224.82</b>
<b>Aggregate amount of quoted investments and market value thereof</b>		<b>575.93</b>		<b>789.45</b>
<b>Aggregate amount of unquoted investments</b>		<b>10,007.74</b>		<b>20,435.37</b>
<b>Aggregate amount of impairment in value of investments</b>		-		-

## FINANCIAL STATEMENTS

### Note 6(c): Loans

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Loan to employees	8.15	8.21
<b>Total</b>	<b>8.15</b>	<b>8.21</b>

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Break-up of security details</b>		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	8.15	8.21
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
<b>Total</b>	<b>8.15</b>	<b>8.21</b>
Loss allowance	-	-
<b>Total Loans</b>	<b>8.15</b>	<b>8.21</b>

### Note 6(d): Trade receivables

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Trade receivables from contract with customers		
- Billed	34.94	234.14
- Unbilled#	55.48	351.96
Loss allowance	(1.10)	(30.14)
<b>Total</b>	<b>89.32</b>	<b>555.96</b>
Current portion	89.32	555.96
Non- Current portion	-	-

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Break-up of security details</b>		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	90.42	586.10
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
<b>Total</b>	<b>90.42</b>	<b>586.10</b>
Less: Loss allowance	(1.10)	(30.14)
<b>Total</b>	<b>89.32</b>	<b>555.96</b>

# The receivable is 'unbilled' because the Company has not yet issued an invoice; however, the balance has been included under trade receivables because it is an unconditional right to consideration.

## Aging of Trade receivables as at March 31, 2023:

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	55.48	20.60	-	14.34	-	-	-	90.42
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>55.48</b>	<b>20.60</b>	<b>-</b>	<b>14.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>90.42</b>

## Aging of Trade receivables as at March 31, 2022:

(₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	351.96	56.07	127.95	38.23	-	-	11.89	586.10
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>351.96</b>	<b>56.07</b>	<b>127.95</b>	<b>38.23</b>	<b>-</b>	<b>-</b>	<b>11.89</b>	<b>586.10</b>

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### Note 6(e): Cash and cash equivalents

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- in current accounts	940.79	1,763.69
Deposits with original maturity of less than 3 months	2,001.23	19,992.25
Cash on hand	1.06	1.06
<b>Total</b>	<b>2,943.08</b>	<b>21,757.00</b>

### Note 6(f): Other bank balances

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months*	45,965.13	302,499.50
<b>Total</b>	<b>45,965.13</b>	<b>302,499.50</b>

\* Includes fixed deposits of ₹ 5,997.46 Lacs (March 31, 2022: ₹ 5,502.62 Lacs) under lien.

### Note 6(g): Other financial assets

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
Security deposits	127.23	117.26
Balances in fixed deposit accounts with original maturity more than 12 months	135,733.71	-
<b>Total</b>	<b>135,860.94</b>	<b>117.26</b>
<b>Current</b>		
Security deposits	312.19	313.06
Less: Loss allowance	-	(3.36)
	312.19	309.69
Balances in fixed deposit accounts with original maturity more than 12 months	145,974.79	111,743.27
Amount receivable from subsidiary companies [Refer note 27]	12,796.37	7,453.37
<b>Total</b>	<b>159,083.35</b>	<b>119,506.33</b>

### Note 7: Current tax assets (Net)

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Advance income tax [net of provision ₹ Nil (March 31, 2022: ₹ 772.68 Lacs)]	3,455.90	3,026.92
<b>Total</b>	<b>3,455.90</b>	<b>3,026.92</b>

## Standalone

### Note 8 : Other non-current assets

(₹ in Lacs)

	As at March 31, 2023	As at March 31, 2022
Capital advances	0.22	-
Prepaid expenses	11.23	0.07
<b>Total</b>	<b>11.45</b>	<b>0.07</b>

### Note 9 : Other current assets

(₹ in Lacs)

	As at March 31, 2023	As at March 31, 2022
Advance to vendors	65.23	78.68
Balance with Government Authorities	90.79	1,893.15
Prepaid expenses	66.65	208.42
Others	11.42	-
<b>Total</b>	<b>234.09</b>	<b>2,180.25</b>

## Equity

### Note 10(a): Equity share capital

#### Authorised equity share capital

	Number of shares	Amount (₹ in Lacs)
As at April 01, 2021	500,000	10.00
Add: Increase during the year	490,000,000	9,800.00
As at March 31, 2022	490,500,000	9,810.00
Add: Increase during the year	-	-
As at March 31, 2023	490,500,000	9,810.00

#### i. Movements in equity share capital

	Number of shares	Amount (₹ in Lacs)
As at April 01, 2021	228,195	4.56
Add: Bonus shares issued during the year [Refer note (ii) below]	176,735,820	3,534.72
Add: Conversion of cumulative compulsorily convertible preference shares into equity shares [Refer note (iii) below]	234,270,485	4,685.41
Add: Issue of shares on initial public offer during the year [Refer note (iv) below]	38,265,306	765.31
As at March 31, 2022#	449,499,806	8,990.00
Add: Shares issued during the year	616,543	12.33
As at March 31, 2023#	450,116,349	9,002.33

# Includes 3,747,238 treasury shares (March 31, 2022 - 10,398,500 treasury shares) held by Employee Stock Option Plan Trust (ESOP Trust).

- ii. Pursuant to approval of shareholders in an Extra Ordinary General Meeting held on June 19, 2021, the Company issued 176,735,820 equity shares of face value of ₹ 2/- each towards Bonus Shares on June 28, 2021 in the ratio 1:499.
- iii. Pursuant to approval of shareholders in an Extra Ordinary General Meeting held on June 19, 2021, the Company converted cumulative compulsorily convertible preference shares ("CCCPS") into equity shares as follows:
  - a) June 03, 2021: 125,985 CCCPS converted into 125,985 equity shares in the ratio of 1:1.
  - b) June 28, 2021: 468,289 CCCPS converted into 234,144,500 equity shares in the ratio of 1:500.

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- iv. During the previous year, the Company completed an Initial Public Offering (IPO) of 58,262,397 Equity Shares of face value of ₹ 2/- each at a price of ₹ 980 per equity share comprising of fresh issue of 38,265,306 equity shares and on offer for sale of 19,997,091 equity shares. [Refer note 33]

**v. Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has only one class of equity shares having a par value of ₹ 2/- per share (March 31, 2022 - ₹ 2/- per share). Each shareholder is eligible for one vote per share held. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**vi. Details of shareholders holding more than 5% shares in the Company**

	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% holding	Number of shares	% holding
Makesense Technologies Limited	5,98,90,000	13.31%	5,98,90,000	13.32%
Claymore Investment (Mauritius) Pte Ltd	2,57,37,600	5.72%	2,57,37,600	5.73%
SVF India Holdings (Cayman) Limited	2,59,40,000	5.76%	2,59,40,000	5.77%
Tencent Cloud Europe B.V.	3,76,65,000	8.37%	3,76,65,000	8.38%
<b>Total</b>	<b>14,92,32,500</b>	<b>33.15%</b>	<b>14,92,32,500</b>	<b>33.20%</b>

**vii. Details of shareholding of promoters:**

The Company is a professionally managed Company and it does not have any promoters in terms of section 2(69) of Companies Act, 2013.

- viii. During the five years immediately preceding the reporting date, no shares have been bought back, issued for consideration other than cash except for conversion of CCCPS into equity shares [Refer note (iii)] and bonus shares issued are as follows:

	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Allotted as fully paid up equity shares by way of bonus	-	17,67,35,820	-	-	-	-
Additional equity shares allotted as fully paid up for conversion of CCCPS	-	23,36,76,211	-	-	-	-

**Note 10(b): Instruments entirely equity in nature (cumulative compulsorily convertible preference shares)**

Authorised preference share capital

	Number of shares	Amount (₹ in Lacs)
<b>As at April 01, 2021</b>	<b>950,000</b>	<b>190.00</b>
Add: Increase during the year	-	-
<b>As at March 31, 2022</b>	<b>950,000</b>	<b>190.00</b>
Add: Increase during the year	-	-
<b>As at March 31, 2023</b>	<b>950,000</b>	<b>190.00</b>

**i. Movements in preference share capital:**

	Number of shares	Amount (₹ in Lacs)
As at April 01, 2021	594,274	118.86
Less: Shares converted into equity shares during the year	(594,274)	(118.86)
<b>As at March 31, 2022</b>	<b>-</b>	<b>-</b>
Add/Less: Changes during the year	-	-
<b>As at March 31, 2023</b>	<b>-</b>	<b>-</b>

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### ii. Rights, preferences and restrictions attached to cumulative compulsorily convertible preference shares ('CCCPS')

The Company issued 594,274, 0.1% cumulative compulsorily convertible preference shares ('CCCPS'), Series A, Series B, Series C, Series D, Series E, Series F and Series G of ₹ 20 per share. These shares being mandatorily convertible along with other terms and conditions qualify as entirely equity in nature in accordance with Ind AS 32. Following were the terms and conditions of the instrument:

- Voting right of cumulative compulsorily convertible preference shareholders was the same as that of equity shareholders and each holder of cumulative compulsorily convertible preference shares was entitled to one vote per share.
- In addition to and after payment of the Preferential Dividend, each Series A, Series B, Series C, Series D, Series E, Series F and 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, as-if-converted basis.
- The preferential dividend was payable at the rate of 0.1% per annum.
- The Preferential Dividend @ 0.1% per annum was 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.

iii. Details of shareholders holding more than 5% shares in the Company is not applicable as the preference shares were converted into equity shares. [Refer note (v)]

### iv. Terms of conversion for cumulative compulsorily convertible preference shares

- The Company issued 594,274 cumulative compulsorily convertible preference shares upto March 31, 2021, which were convertible into 594,274 equity shares of ₹ 10/- each at any time at the option of the holder of the preference shares.
- The preference shares can be convertible automatically on (i) the expiry of 20 (twenty) years from the date of issue of such Preference Share; or (ii) upon the completion of a Qualified Public Offering and listing of all equity shares of the Company on the relevant stock exchange after such completion in accordance with the terms of the issue, whichever is earlier.

### v. Conversion of cumulative compulsorily convertible preference shares into equity shares

Pursuant to approval of shareholders, the Company converted cumulative compulsorily convertible preference shares ("CCCPS") into equity shares as per details given below:

- June 03, 2021: 125,985 CCCPS converted into 125,985 equity shares in the ratio of 1:1.
- June 28, 2021: 468,289 CCCPS converted into 234,144,500 equity shares in the ratio of 1:500 taking effect of bonus shares issued to equity shareholders on June 28, 2021.

## Other Equity

### Note 10 (c): Reserves and surplus

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Securities premium	697,825.55	677,553.93
Retained earnings	(51,039.10)	(43,642.66)
Equity settled share based payment reserve	80,473.92	46,577.11
General Reserve	1.73	1.73
Treasury shares reserve	5.87	-
<b>Total reserves and surplus</b>	<b>727,267.97</b>	<b>680,490.11</b>

#### i. Securities premium

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	677,553.93	292,256.23
Add: Amount received on issue of shares	-	374,234.70
Add: Exercise of options transferred from equity settled share based payment reserve	20,271.62	29,630.27
Less: Amount utilised for share issue expense (Refer note 33)	-	(10,485.99)
Less: Issue of Bonus shares	-	(3,534.72)
Less: Conversion of CCCPS into equity shares #	-	(4,586.56)
<b>Closing balance</b>	<b>697,825.55</b>	<b>677,553.93</b>

**Note 10 (c): Reserves and surplus**

**ii. Retained earnings** (₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	(43,642.66)	(13,768.46)
Loss for the year	(7,415.81)	(29,968.37)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	19.17	94.17
<b>Closing balance</b>	<b>(51,039.10)</b>	<b>(43,642.66)</b>

**iii. Equity settled share based payment reserve** (₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	46,577.11	15,486.54
Add: Additions for employee share-based payment expense incurred	54,168.43	60,720.84
Less: Transfer to Securities Premium for exercise of options	(20,271.62)	(29,630.27)
<b>Closing balance</b>	<b>80,473.92</b>	<b>46,577.11</b>

**iv. General Reserve** (₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	1.73	1.73
Add: Transfer during the year from equity settled share based payment reserve	-	-
<b>Closing balance</b>	<b>1.73</b>	<b>1.73</b>

**v. Treasury shares reserve** (₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	-	-
Add: Net results of ESOP Trust operations	5.87	-
<b>Closing balance</b>	<b>5.87</b>	<b>-</b>

# As per the terms of Preference shareholders agreement, if the Company issues bonus shares to the equity shareholders, the number of equity shares to be issued on any subsequent conversion of CCCPS shall be increased proportionately. During the year ended March 31, 2022, the Company issued bonus shares to its equity shareholders in the ratio of 1:499. Pursuant to the said bonus issue, the Company converted certain CCCPS into equity shares in the ratio of 1:500. The adjustment in the conversion ratio of CCCPS is consequent to issue of bonus shares to equity shareholders and accordingly the Company, based on legal opinion, utilised securities premium for the same.

**Nature and purpose of other reserves:**

**a. Securities premium**

Securities premium is used to record the premium on issue of shares. Securities premium is utilised in accordance with the provisions of the Companies Act, 2013.

## Standalone

### b. Equity settled share based payment reserve

Equity settled share based payment reserve is used to recognise the grant date fair value of options issued to the employees of the Company and its subsidiaries under ESOP scheme.

### c. General Reserve

General Reserve created on forfeiture of ESOPs in earlier years.

### d. Treasury shares reserve

Treasury Shares Reserve represents purchase value of own shares of the Company through Etechaces Employees Stock Option Plan Trust.

## Note 11: Employee benefit obligations

(₹ in Lacs)

	March 31, 2023			March 31, 2022		
	Current	Non-current	Total	Current	Non-current	Total
Gratuity	-	303.33	303.33	-	311.26	311.26
Compensated absences	195.62	-	195.62	206.55	-	206.55
<b>Total employee benefit obligations</b>	<b>195.62</b>	<b>303.33</b>	<b>498.95</b>	<b>206.55</b>	<b>311.26</b>	<b>517.81</b>

### i. Compensated absences

The leave obligations cover the Company's liability for earned leaves. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Standalone Statement of Profit and Loss in the year in which they arise.

The amount of the provision of ₹ 195.62 Lacs (March 31, 2022 - ₹ 206.55 Lacs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

	March 31, 2023 (₹ in Lacs)	March 31, 2022 (₹ in Lacs)
Leave obligations not expected to be settled within the next 12 months	176.71	180.08

### ii. Defined contribution plans

#### a. Provident Fund

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year ended March 31, 2023 towards defined contribution plan is ₹ 43.06 Lacs (March 31, 2022 - ₹ 60.97 Lacs). [Refer Note 16]

#### b. Employee State Insurance

The Company has a defined contribution plan in respect of employee state insurance. The expense recognised during the year ended March 31, 2023 towards defined contribution plan is ₹ 0.64 Lacs (March 31, 2022 - ₹ 1.65 Lacs). [Refer Note 16]

### iii. Post employment benefit plan obligations- Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

## FINANCIAL STATEMENTS

### Note 11: Employee benefit obligations

a. The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in Lacs)

	Present value of obligation	Fair value of plan assets	Net amount
<b>April 01, 2021</b>	<b>337.19</b>	<b>(32.28)</b>	<b>304.91</b>
Current service cost	101.08	-	101.08
Interest expense/(income)	21.59	(2.13)	19.46
<b>Total amount recognised in profit or loss</b>	<b>122.65</b>	<b>(2.13)</b>	<b>120.52</b>
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(0.04)	(0.04)
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(17.18)	-	(17.18)
Experience (gains)/losses	(76.95)	-	(76.95)
<b>Total amount recognised in other comprehensive income</b>	<b>(94.13)</b>	<b>(0.04)</b>	<b>(94.17)</b>
Employer contributions	-	(20.00)	(20.00)
Benefit payments	(20.00)	20.00	-
<b>March 31, 2022</b>	<b>345.71</b>	<b>(34.45)</b>	<b>311.26</b>

(₹ in Lacs)

	Present Value of obligation	Fair value of plan assets	Net amount
<b>April 01, 2022</b>	<b>345.17</b>	<b>(34.45)</b>	<b>311.26</b>
Current service cost	92.95	-	92.95
Interest expense/(income)	24.06	(5.77)	18.29
<b>Total amount recognised in profit or loss</b>	<b>117.01</b>	<b>(5.77)</b>	<b>111.24</b>
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	3.62	3.62
(Gain)/loss from change in demographic assumptions	(2.53)	-	(2.53)
(Gain)/loss from change in financial assumptions	(27.40)	-	(27.40)
Experience (gains)/losses	7.14	-	7.14
<b>Total amount recognised in other comprehensive income</b>	<b>(22.79)</b>	<b>3.82</b>	<b>(19.17)</b>
Employer contributions	-	(100.00)	(100.00)
Benefit payments	(3.90)	3.90	-
<b>March 31, 2023</b>	<b>436.03</b>	<b>(132.70)</b>	<b>303.33</b>

## Standalone

### Note 11: Employee benefit obligations

b. The net liability disclosed above relates to funded plans are as follows:

(₹ In Lacs)

	March 31, 2023	March 31, 2022
Present value of funded obligations	436.03	345.71
Fair value of plan assets	(132.70)	(34.45)
<b>Deficit of funded plan</b>	<b>303.33</b>	<b>311.26</b>

c. The significant actuarial assumptions were as follows:

	Employees Gratuity Fund		Compensated absences	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount Rate (per annum)	7.20%	7.00%	7.20%	7.00%
Salary growth rate	10.00%	10.00%	10.00%	10.00%
Attrition Rate				
- 18 years to 30 years	9.00%	15.00%	9.00%	15.00%
- 30 years to 44 years	11.00%	9.00%	11.00%	9.00%
- 44 years to 58 years	1.00%	1.00%	1.00%	1.00%
Expected average remaining working lives of employees (years)	24.33	25.92	24.33	25.92
Mortality Rate	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.

Assumptions regarding future mortality for pension are set based on actuarial advice in accordance with published statistics and experience. The discount rate assumed is determined by reference to market yield at the balance sheet date on government bonds. The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

d. Sensitivity analysis:

Significant estimates: Sensitivity of actuarial assumptions

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

#### Impact on defined benefit obligation

	Impact on defined benefit obligation					
	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate	1.00%	1.00%	-8.91%	-11.07%	10.51%	13.04%
Salary growth rate	1.00%	1.00%	5.62%	7.69%	-5.70%	-7.84%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. Assumptions other than discount rate and salary growth rate are not material for the Company.

e. The major categories of plans assets are as follows:

Funds Managed by Insurer\* - 100%

\*The Funds are managed by Life Insurance Corporation (LIC) of India. They do not provide breakup of plan assets by investment type.

**Note 11: Employee benefit obligations**

f. Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Asset volatility:**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The gratuity fund is administered through LIC under its group gratuity scheme. Accordingly almost the entire plan asset investments is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

**Changes in bond yields:** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer. The gratuity fund is administered through (LIC) under its group gratuity scheme.

g. Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8.4 years (March 31, 2022- 9.2 years).

The expected maturity analysis of undiscounted post employment benefit plan (gratuity) is as follows :

	(₹ in Lacs)				
	Less than a year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
<b>March 31, 2023</b>					
Post employment defined benefit obligation (Gratuity)	35.88	46.86	173.14	318.97	574.85
<b>Total</b>	<b>35.88</b>	<b>46.86</b>	<b>173.14</b>	<b>318.97</b>	<b>574.85</b>
<b>March 31, 2022</b>					
Post employment defined benefit obligation (Gratuity)	7.24	23.65	146.23	288.29	465.41
<b>Total</b>	<b>7.24</b>	<b>23.65</b>	<b>146.23</b>	<b>288.29</b>	<b>465.41</b>

**Note 12: Financial liabilities**

**Note 12(a) : Trade payables**

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Trade payables : micro and small enterprises [Refer note 23]*	32.36	14.50
Trade payables : others	384.10	835.94
Trade payables to related parties [Refer note 27]	29.81	67.83
<b>Total</b>	<b>426.27</b>	<b>918.27</b>

\* includes ₹ 0.10 Lacs (March 31, 2022: ₹ 5.21 Lacs) payable to Visit Health Private Limited which is a related party

## Standalone

### Note 12: Financial liabilities

Aging of Trade payables as at March 31, 2023:

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro and small enterprises	-	24.04	8.32	-	-	-	32.36
Others	303.85	57.82	6.39	9.82	0.56	15.47	393.91
Disputed trade payables							
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>303.85</b>	<b>81.86</b>	<b>14.71</b>	<b>9.82</b>	<b>0.56</b>	<b>15.47</b>	<b>426.27</b>

Aging of Trade payables as at March 31, 2022:

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro and small enterprises	-	12.99	1.51	-	-	-	14.50
Others	683.43	33.55	66.55	0.28	1.23	118.73	903.77
Disputed trade payables							
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>683.43</b>	<b>46.54</b>	<b>68.06</b>	<b>0.28</b>	<b>1.23</b>	<b>118.73</b>	<b>918.27</b>

Note 12(b) : Other financial liabilities

(₹ in Lacs)

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Employee related payables	613.00	353.13
Capital creditors	0.43	-
Others	2.62	1.90
<b>Total</b>	<b>616.05</b>	<b>355.03</b>

## FINANCIAL STATEMENTS

### Note 13: Other current liabilities

(₹ in Lacs)

	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	85.03	81.32
Others	3.53	-
Liabilities towards employees laptop scheme	0.07	-
<b>Total</b>	<b>88.63</b>	<b>81.32</b>

### Note 14: Revenue from operations

(₹ in Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Sale of services (net of applicable taxes):</b>		
Online marketing and consulting	38.95	2,089.67
Commission from online aggregation of financial products	-	37.53
IT support services	911.84	1,336.91
<b>Other operating revenues:</b>		
Intellectual property rights (IPR) fees [Refer note 27]	12,463.79	6,872.25
<b>Total</b>	<b>13,414.58</b>	<b>10,318.36</b>

### Note 15: Other income

(₹ in Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Interest income		
- On bank deposits	17,832.29	9,625.59
- On income tax refund	153.35	-
- On unwinding of discount - measured at amortised cost	9.97	118.48
Net gain on sale on financial assets mandatorily measured at fair value through profit or loss	1,118.39	989.02
Net fair value gain/(loss) on financial assets mandatorily measured at fair value through profit or loss	(205.29)	432.42
Net gain - foreign exchange differences	1.16	-
Profit on sale of property, plant and equipment	4.90	-
Gain on termination of leases	-	1.66
Income from shared resources [Refer note 28]	-	255.71
Loss allowance no longer required written back	32.41	-
Liabilities no longer required written back	526.36	-
Miscellaneous income	0.15	1.91
<b>Total</b>	<b>19,473.71</b>	<b>11,424.79</b>

## Standalone

### Note 16: Employee benefit expense

(₹ in Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	3,847.69	3,784.48
Contributions to provident and other funds [Refer note 11]	43.70	62.62
Compensated absences	22.17	19.88
Gratuity [Refer note 11]	111.24	120.52
Staff welfare expenses	191.18	124.80
Employee share-based payment expense [Refer note 25(b)]	33,981.52	44,268.08
<b>Total</b>	<b>38,197.50</b>	<b>48,380.38</b>

### Note 17: Depreciation and amortisation expense

(₹ in Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment	5.62	14.14
Depreciation of right-of-use assets	306.12	316.62
Amortisation of intangible assets	62.16	69.81
<b>Total</b>	<b>373.90</b>	<b>389.57</b>

### Note 18: Advertising and promotion expenses

(₹ in Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Advertisement and Marketing expenses	284.24	314.16
Business promotion expenses	18.43	64.00
<b>Total</b>	<b>302.67</b>	<b>378.16</b>

### Note 19: Network and internet expenses

(₹ in Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Internet and server charges	438.25	316.46
IT consultancy charges	1.83	18.83
Communication expenses	21.36	20.88
<b>Total</b>	<b>461.44</b>	<b>356.17</b>

## FINANCIAL STATEMENTS

### Note 20 : Other expenses

	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Electricity and water expenses [Refer note 28]	56.76	28.87
Legal and professional charges #	418.34	1,552.57
Repairs and maintenance	20.48	18.50
Security and housekeeping expenses	11.28	10.83
Office expense	8.38	6.86
Travel and conveyance	121.85	38.65
Recruitment expenses	2.01	-
Rates and taxes	27.01	96.58
Insurance	14.09	11.62
Printing and stationery	2.71	1.61
Postage and courier expense	-	0.19
Payment to auditors		
As Auditor:		
Audit fee	65.00	49.00
Tax audit fee	0.50	0.50
Certification fees	15.00	8.00
Reimbursement of expenses	5.93	2.53
In other capacities:		
Other Services (IPO related, net of recovery from selling shareholders)	-	225.83
Reimbursement of expenses	-	3.76
Bank charges	10.44	3.38
Training and seminar	0.40	2.42
Loss allowance - trade receivables	-	19.15
Loss allowances - other financials assets	-	3.38
Bad debts	7.42	-
Corporate social responsibility expenditure [Refer note 31]	-	46.63
Membership fee and subscription charges	38.58	7.99
Loss on sale of property, plant and equipment	-	0.64
Property, plant and equipment written off	0.03	0.05
Net loss - foreign exchange differences	-	6.02
Miscellaneous expenses	52.63	3.00
<b>Total</b>	<b>878.82</b>	<b>2,148.54</b>

# includes ₹ 176.00 Lakhs (March 31, 2022: ₹ 191.00 Lakhs) as sitting fees and remuneration to independent directors

### Note 21 : Finance costs

	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Interest expenses - lease liabilities	87.98	113.48
Interest expenses - others	1.72	1.36
<b>Total</b>	<b>89.70</b>	<b>114.84</b>

## Standalone

### Note 22(a): Income tax expense

#### i. Income tax expense

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Current tax</b>		
Current tax on profits for the year	-	-
Tax expenses related to earlier years	(0.13)	(56.14)
<b>Total current tax expense</b>	<b>(0.13)</b>	<b>(56.14)</b>
<b>Deferred tax</b>		
Decrease/(increase) in deferred tax assets	-	-
<b>Total deferred tax expense/(benefit)</b>	<b>-</b>	<b>-</b>
<b>Income tax expense</b>	<b>(0.13)</b>	<b>(56.14)</b>

#### ii. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Loss before tax	(7,415.74)	(30,024.51)
Tax at the Indian tax rate of 25.168% (March 31, 2022 - 25.168%) #	(1,866.39)	(7,556.57)
Tax effects of amounts which are not deductible (taxable) in calculating taxable income	(9,321.67)	(1,537.99)
Tax losses and temporary differences for which no deferred tax was recognised	11,187.93	9,038.42
<b>Income tax expense</b>	<b>(0.13)</b>	<b>(56.14)</b>

# Pursuant to the Taxation Laws (Amendment) ordinance, 2019 (ordinance) dated September 20, 2019, the Company has opted for the concessional rate of income tax of 22%.

### Note 22(b) : Deferred tax assets (Net)

#### a. Deferred tax assets (Net)

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax liability	(194.71)	(271.76)
Deferred tax assets*	194.71	271.76
<b>Net deferred tax asset / (liability)</b>	<b>-</b>	<b>-</b>

\* Deferred tax assets have been recognised only to the extent of deferred tax liabilities

**Note 22(b): Deferred tax assets (Net)**

**b Components of deferred tax assets**

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Property, plant and equipment & intangibles assets	30.02	31.33
Employee benefit obligations	125.58	130.32
Provision for doubtful debts	0.28	7.59
Tax losses	11,022.37	8,866.85
Lease liabilities	202.22	270.84
Others	2.18	3.25
<b>Total</b>	<b>11,382.65</b>	<b>9,310.18</b>

**c Components of deferred tax liabilities**

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Right-of-use assets	194.71	271.76
<b>Total</b>	<b>194.71</b>	<b>271.76</b>

**d. Unused tax losses and unrecognised temporary differences:**

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Unused tax losses	43,660.72	35,158.56
Other tax credits #	134.45	72.10
Deductible temporary differences	657.83	681.67
<b>Total</b>	<b>44,453.00</b>	<b>35,912.33</b>
Potential tax benefit @ 25.168%	11,187.94	9,038.42
<b>Expiry dates for unused tax losses</b>		
- March 31, 2024	5,269.43	5,269.43
- March 31, 2026	1,709.49	1,709.49
- March 31, 2027	218.80	218.80
- March 31, 2030	28,951.52	27,960.83
- March 31, 2031	7,511.47	-

# It includes unabsorbed depreciation which can be carried forward indefinitely and have no expiry date.

Note: The Company has accumulated business losses of ₹ 43,795.17 Lacs (March 31, 2022 - ₹ 35,230.66 Lacs) [including accumulated unabsorbed depreciation of ₹ 134.45 (Previous Year ₹ 72.10 Lacs)] as per the provisions of the Income Tax Act, 1961. The unabsorbed business losses amounting to ₹ 43,660.72 Lacs (March 31, 2022 - ₹ 35,158.56 Lacs) are available for offset for maximum period of eight years from the incurrence of loss.

As at the year ended March 31, 2023 and March 31, 2022, the Company is having net deferred tax assets comprising of deductible temporary differences, brought forward losses and unabsorbed depreciation under tax laws. However, in the absence of reasonable certainty as to its realization of Deferred Tax Assets (DTA), DTA has not been recognised.

## Standalone

### Note 23: Dues to micro, small and medium enterprises

According to the information available with the management, on the basis of information received from suppliers, regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows:

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Principal amount due to suppliers registered under the MSMED Act remaining unpaid as at year end. [Refer note 12(a)]	27.15	11.01
Interest due to suppliers registered under MSMED Act and remaining unpaid as at year end.	1.72	1.36
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	214.91	349.89
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
Interest paid, other than under Section 18 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act	-	-
Interest accrued and remaining unpaid at the end of each accounting year.	1.72	1.36
Amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act [Refer note 12(a)]	5.21	3.49

### Note 24: Contingent liabilities and commitments

#### i. Contingent liabilities

##### a. Claims against the Company not acknowledged as debts :

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Income tax matters (including interest and penalties)	6,845.47	2,556.59
	6,845.47	2,556.59

b. The Company has received certain summons from the taxation authorities seeking various information/details for which the Company is taking necessary action.

Note: It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of above pending resolution of the respective proceedings.

#### ii. Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Intangible assets	-	1.25
	-	1.25

## Note 25: Share based payments

### a. Employee stock option plan

The Company instituted the Employee Stock Option Plan(s) to grant equity based incentives to eligible employees of the Company and its subsidiaries. The Company has three ESOP schemes, namely, Employee Stock Option Plan 2014 ("ESOP- 2014"), Employee Stock Option Plan 2020 ("ESOP - 2020") and Employees Stock Option Plan - 2021 ("ESOP - 2021"). With an objective to implement the ESOP- 2014 and ESOP- 2020, the Company formed the Etechaces Employees Stock Option Plan Trust (the "ESOP Trust") to hold or possess Equity Shares and subsequently allot or transfer them to employees in accordance with the terms of the ESOP Schemes, as applicable. ESOP - 2021 scheme is implemented and administered directly by the Company.

The options granted till March 31, 2023 have minimum vesting period of 1 year and maximum 5 years from the date of grant.

#### i. Summary of options granted under plan:

	Average exercise price per share option (₹)	March 31, 2023		March 31, 2022		
		Number of options [Refer note (ii)]		Number of options [Refer note (ii)]		
		Pertaining to Holding Company	Pertaining to Subsidiary Companies	Pertaining to Holding Company	Pertaining to Subsidiary Companies	
Opening Balance	2	17,555,733	8,834,469	2	52,930	14,656
Granted during the year	2	412,552	1,045,812	2	11,744,563	6,505,999
Exercised during the year	2	(5,965,046)	(1,297,759)	2	(10,208,155)	(1,962,600)
Forfeited/lapsed during the year	2	(176,358)	(342,559)	2	(39,350)	(44,605)
Options transfer due to transfer of employee	2	(171,840)	171,840	2	(89,500)	89,500
Options granted pursuant to bonus issue during the year	2	-	-	2	16,095,245	4,231,520
<b>Closing Balance</b>		<b>11,655,041</b>	<b>8,411,803</b>		<b>17,555,733</b>	<b>8,834,469</b>
Vested and exercisable	2	25,222	253,102	2	5,887,500	183,000

ii. Pursuant to approval of the shareholders in an Extra Ordinary General Meeting of the Company held on June 19, 2021, the Company issued bonus shares to equity shareholders in the ratio of 1:499 (record date - June 28, 2021). The disclosures have been adjusted taking effect of bonus shares.

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

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

Grant	Grant Date	Expiry Date	ESOP Scheme	Exercise price	Share options March 31, 2023		Share options March 31, 2022	
					Pertaining to Holding Company	Pertaining to Subsidiary Companies	Pertaining to Holding Company	Pertaining to Subsidiary Companies
Grant 7	December 01, 2017	March 31, 2030	ESOP- 2014	2	-	-	-	72,500
Grant 11	April 01, 2020	March 31, 2030	ESOP- 2014	2	-	-	40,500	-
Grant 12	December 01, 2020	March 31, 2030	ESOP- 2014	2	-	-	-	40,500
Grant 13	December 01, 2020	March 31, 2030	ESOP- 2020	2	-	-	5,657,500	-
Grant 14	December 01, 2020	March 31, 2030	ESOP- 2020	2	59,000	1,833,500	130,000	2,242,500
Grant 15	October 05, 2021	March 31, 2030	ESOP- 2020	2	635,182	1,041,482	981,240	1,150,000
Grant 16	October 05, 2021	March 31, 2030	ESOP- 2021	2	267,444	2,726,792	465,630	3,543,969
Grant 17	October 05, 2021	March 31, 2030	ESOP- 2021	2	10,280,863	1,785,000	10,280,863	1,785,000
Grant 18	November 16, 2022	March 31, 2030	ESOP- 2021	2	412,552	1,025,029	-	-
<b>Total</b>					<b>11,655,041</b>	<b>8,411,803</b>	<b>17,555,733</b>	<b>8,834,469</b>
Weighted average remaining contractual life of options outstanding at end of year					7.01 Years	7.01 Years	8.01 Years	8.01 Years

iv. Fair value of options granted :

The fair value at grant date of options granted during the year ended March 31, 2023 were as given below:

a. Grant 18 (Time based vesting) – ₹ 376.21 to ₹ 376.40

(Year ended March 31, 2022 : (a) Grant 15 and 16 (Time based vesting) – ₹ 853.91 to ₹855.13(b) Grant 17 (Performance based vesting, linked with valuation of share) – ₹ 822.25 to ₹ 800.5)  
For Grant 18 (being time-based vesting Grant), the fair value at grant date is determined using the Black-Scholes-Merton model. The model takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

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The model inputs for options granted during the year ended March 31, 2023 included:

- a. options are granted at face value and vest upon completion of service for a period 1-5 years (March 31, 2022: 1-5 years) Vested options are exercisable till March 31, 2030.
- b. exercise price: ₹ 2 (March 31, 2022: ₹ 2)
- c. grant date: November 16, 2022 (March 31, 2022: October 05, 2021)
- d. expiry date: March 31, 2030 (March 31, 2022: March 31, 2030)
- e. expected price volatility of the company's shares: 69.39% (March 31, 2022: 50%)
- f. expected dividend yield: 0% (March 31, 2022: 0%)
- g. risk-free interest rate: 6.92 to 6.99% for Grant 18 (March 31, 2022: 6.68% for Grant 15, 16 and 17).

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

### b. Expense arising from share based payment transaction:

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

	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Employee option plan	54,168.43	60,720.84
Less: Expense pushed down to subsidiary Companies for options granted to their employees [Refer note 27]	(20,186.91)	(16,452.76)
<b>Total employee share based payment expense [Refer note 16]</b>	<b>33,981.52</b>	<b>44,268.08</b>

### Note 26: Earnings/(Loss) per share (EPS)

Particulars		Year ended March 31, 2023	Year ended March 31, 2022
Loss attributable to equity shareholders (₹ in Lacs)	A	(7,415.61)	(29,968.37)
Weighted average number of equity shares of ₹ 2 each outstanding	B	444,642,686	403,667,280
Weighted average number of equity shares used as the denominator in calculating basic earnings per share [Refer note 1 below]	C	444,921,010	409,517,780
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share [Refer note 1 below]	D	444,921,010	409,517,780
<b>Basic Earnings/(Loss) per share (in ₹)</b>	A/C	(1.67)	(7.32)
<b>Diluted Earnings/(Loss) per share (in ₹)</b>	A/D	(1.67)	(7.32)
<b>Note 1: Weighted average number of shares used as the denominator:</b>			
Weighted average number of equity shares [Refer note 2 ]		444,642,686	403,667,280
- Employee stock options (vested and exercisable)		278,324	5,850,500
<b>Weighted average number of equity shares used as the denominator in calculating basic/diluted earnings per share</b>		<b>444,921,010</b>	<b>409,517,780</b>

Note 2: Treasury shares are excluded from weighted-average numbers of Equity Shares used as a denominator in the calculation of basic and diluted EPS.

Note 3: Stock options granted to the employees under various ESOP schemes are considered to be potential equity shares. The stock options have not been included in the determination of basic earnings per share to the extent they are unvested. Since these unvested shares would decrease the loss per share, these are anti-dilutive in nature and therefore, not included in determination of diluted EPS as well. For details relating to stock options, refer Note 25.

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### Note 27: Related Party Disclosures

Disclosures in accordance with the requirements of IND AS - 24 on Related Party Disclosures, as identified by the management are set out as below:

**a. Names of Related Parties and nature of relationship:**

**i. Entities where control exist – direct and indirect subsidiaries:**

S. No.	Name of the entity	Principal place of operation / Country of Incorporation	Principal Activities	% Shareholding / Voting Power	
				As at March 31, 2023	As at March 31, 2022
<b>Direct Subsidiaries</b>					
1	Policybazaar Insurance Brokers Private Limited.	India	Licensed insurance broker, engaged in providing insurance broker services	100%	100%
2	Paisabazaar Marketing and Consulting Private Limited	India	Online comparison and sales of financial products	100%	100%
3	Icall Support Services Private Limited	India	Call centre operations	100%	100%
4	Accurex Marketing and Consulting Private Limited	India	Support services in motor vehicle claims and related assistance	100%	100%
5	PB Marketing and Consulting Private Limited	India	Online, offline and direct marketing of insurance products	100%	100%
6	Docprime Technologies Private Limited	India	Engaged in online healthcare related services	100%	100%
7	PB Financial Account Aggregators Private Limited	India	Business of account aggregation	100%	100%
8	PB Fintech FZ-LLC	UAE	Online, offline and direct marketing of insurance products	100%	100%
9	MyLoanCare Ventures Private Limited (w.e.f June 8, 2022)	India	Engaged in lending business and online comparison and sales of financial products	70.10%	-
<b>Indirect Subsidiaries</b>					
1	Visit Internet Services Private Limited (Subsidiary of Docprime Technologies Private Limited) (w.e.f. January 14, 2022)	India	Engaged in health care, medical and related services	100%	100%
2	MLC Finotech Private Limited (Subsidiary of Myloancare Ventures Private Limited) (w.e.f. October 11, 2022)	India	Sourcing agent/service provider for lenders	70.10%	-
3	Zphin computer systems and software designing – sole proprietorship L.L.C. (Subsidiary of PB Fintech FZ LLC) (w.e.f. November 23, 2022)	UAE	Information technology and related services	100%	-

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### ii. Associate

S. No.	Name of the entity	Principal place of operation / Country of Incorporation	Principal Activities	% Shareholding / Voting Power	
				As at March 31, 2023	As at March 31, 2022
Direct Associates					
1	MyLoanCare Ventures Private Limited (subsidiary w.e.f June 8, 2022)	India	Engaged in lending business and online comparison and sales of financial products	-	24.93%
Indirect Associates					
1	YKNP Marketing Management LLC (Associate of PB Fintech FZ LLC) (w.e.f November 10, 2022)	UAE	Engaged in online marketing and sales consulting	26.72%	-
2	Visit Health Private Limited (Associate of Docprime Technologies Private Limited)	India	Engaged in online healthcare related services	31.62%	30.46%

### iii. Entity under control of an entity having significant influence over the Group :

S.No.	Name of the entity	Principal place of operation / Country of Incorporation
1	Makesense Technologies Limited (till November 15, 2021)	India

### iv. Key Management Personnel (KMP)\*:

S.No	Name	Designation
1	Mr. Yashish Dahiya	Director, Chairman and Chief Executive Officer
2	Mr. Alok Bansal	Whole Time Director and Vice Chairman
3	Mr. Mandeep Mahta	Chief Financial Officer (appointed w.e.f. May 02, 2022)
4	Mr. Sarbvir Singh	Director
5	Ms. Kitty Agarwal	Nominee Director
6	Mr. Kaushik Dutta	Independent Director
7	Mr. Nilesh Bhaskar Sathe	Independent Director
8	Mrs. Veena Vikas Mankar	Independent Director
9	Mr. Gopalan Srinivasan	Independent Director
10	Ms. Lilian Jessie Paul	Independent Director

\*Independent directors are included only for the purpose of compliance with definition of key management personnel given under IND AS 24- Related Party Disclosures

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### v. Relatives of key management personnel where transactions have taken place:

S.No	Name of Relatives	Relationship
1	Ms. Swatee Agrawal	Spouse of Director

### vi. Transactions with related parties

S.No	Particulars	Subsidiaries / Associates / Entity under control of an entity having significant influence over the Group		Key Management Personnel (KMP) / Relatives of KMP	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>1</b>	<b>Investment in equity instruments</b>				
	Policybazaar Insurance Brokers Private Limited	110,000.00	45,000.00	-	-
	Paisabazaar Marketing and Consulting Private Limited	25,000.00	30,000.00	-	-
	Docprime Technologies Private Limited	-	6,000.00	-	-
	PB Fintech FZ-LLC	-	7,418.43	-	-
	PB Financial Account Aggregators Private Limited	-	500.00	-	-
<b>2</b>	<b>Investment in subsidiaries on account of grant of ESOPs (to employees of subsidiaries)</b>				
	Policybazaar Insurance Brokers Private Limited	14,088.53	11,741.52	-	-
	Paisabazaar Marketing and Consulting Private Limited	5,038.58	4,004.61	-	-
	Docprime Technologies Private Limited	2.60	13.15	-	-
	PB Fintech FZ-LLC	994.84	654.76	-	-
	Icall Support Services Private Limited	62.55	38.72	-	-
<b>3</b>	<b>Investment in preference shares</b>				
	MyLoanCare Ventures Private Limited	4,079.23	-	-	-
<b>4</b>	<b>Intellectual property rights (IPR) fees</b>				
	Policybazaar Insurance Brokers Private Limited	6,339.24	3,947.67	-	-
	Paisabazaar Marketing and Consulting Private Limited	6,124.55	2,924.68	-	-
<b>5</b>	<b>Cost charged to subsidiary companies for sharing of resources [Refer note 28]</b>				
	Policybazaar Insurance Brokers Private Limited	-	209.67	-	-
	Paisabazaar Marketing and Consulting Private Limited	-	82.05	-	-
<b>6</b>	<b>Amount reimbursed to subsidiary companies for other expenses</b>				
	Policybazaar Insurance Brokers Private Limited	23.18	53.34	-	-
	Paisabazaar Marketing and Consulting Private Limited	7.24	4.74	-	-
<b>7</b>	<b>Amount reimbursed from subsidiary companies for other expenses</b>				
	Policybazaar Insurance Brokers Private Limited	2.34	1.26	-	-
	Paisabazaar Marketing and Consulting Private Limited	4.00	1.83	-	-
	PB Financial Account Aggregators Private Limited	-	5.13	-	-
<b>8</b>	<b>Purchase of property, plant and equipment from subsidiary companies</b>				
	Policybazaar Insurance Brokers Private Limited	-	3.24	-	-
	Paisabazaar Marketing and Consulting Private Limited	-	0.27	-	-

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S.No	Particulars	Subsidiaries / Associates / Entity under control of an entity having significant influence over the Group		Key Management Personnel (KMP) / Relatives of KMP	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>9</b>	<b>Sale of property, plant and equipment to subsidiary company</b>				
	Policybazaar Insurance Brokers Private Limited	-	0.20	-	-
<b>10</b>	<b>Amount reimbursed from entity under control of an entity having significant influence over the Group (for expenses incurred by the Company)</b>				
	- <b>Others expense</b>				
	Makesense Technologies Limited	-	5.15	-	-
<b>11</b>	<b>Medical Teleservices received from associate Company</b>				
	Visit Health Private Limited	2.48	15.90	-	-
<b>12</b>	<b>Remuneration (Gross of Tax)</b>				
	Mr. Yashish Dahiya	-	-	21,048.16	28,452.91
	Mr. Mandeep Mehta	-	-	356.27	-
	Mr. Alok Bansal	-	-	9,189.66	12,365.54
	Others (Independent Directors) - Also, refer note 27(d)	-	-	176.00	191.00
<b>13</b>	<b>IT consultancy charges</b>				
	Swatee Agrawal	-	-	1.83	18.83

### c. Related parties balances as at year end

S. No	Particulars	Subsidiaries / Associates		Key Management Personnel (KMP) / Relatives of KMP	
	<b>Balances as at year end</b>				
<b>14</b>	<b>Trade Payables [Refer note 12(a)]</b>				
	Policybazaar Insurance Brokers Private Limited	22.72	41.49	-	-
	Paisabazaar Marketing and Consulting Private Limited	7.09	4.74	-	-
	Visit Health Private Limited	0.10	5.21	-	-
	Others (Independent Directors)	-	-	-	21.60
<b>15</b>	<b>Other financial assets - current [Refer note 6(g)]</b>				
	Policybazaar Insurance Brokers Private Limited	6,519.37	4,332.92	-	-
	Paisabazaar Marketing and Consulting Private Limited	6,277.00	3,115.32	-	-
	PB Financial Account Aggregators Private Limited	-	5.13	-	-

Note 1: The brand names "Policybazaar", "Policybazaar.com", "Paisabazaar" and "Paisabazaar.com" are owned by the PB Fintech Limited (Erstwhile, PB Fintech Private Limited) ("the Holding Company"). Therefore, the Holding Company had entered into an agreement with the Policybazaar Insurance Brokers Private Limited and Paisabazaar Marketing and Consulting Private Limited ("Subsidiary companies") for an IPR fees @ 5% of the revenue of the subsidiary companies w.e.f. April 01, 2018. This fee is paid by the subsidiary companies due to the benefits accruing to the subsidiary companies as a result of using the brand names which have provided significant impetus to the growth of the subsidiary companies over the years, rather than only enhancing the visibility of the brand name owned by the Holding Company.

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Note 2: Amounts are exclusive of applicable taxes.

Note 3: All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis. All outstanding receivable balances are unsecured and repayable in cash.

### d. Key management personnel compensation

(₹ in Lacs)

	Year Ended March 31, 2023	Year Ended March 31, 2022
Short-term employee benefits*	600.47	362.60
Post-employment benefits	5.91	0.11
Other Long-term employee benefits	5.53	0.05
Employee share based payments	30,258.38	40,646.69
<b>Total compensation</b>	<b>30,770.29</b>	<b>41,009.45</b>

\* including sitting fees and remuneration to independent directors

### Note 28:

During the year the Company shared some of the resources with subsidiary companies and have charged the relevant cost to them based on actual usage of resources by the subsidiary companies, details of which are as under :

#### a. Cost charged to Policybazaar Insurance Brokers Private Limited

(₹ in Lacs)

	Year Ended March 31, 2023	Year Ended March 31, 2022
Income from Shared resources (refer note 15)	-	173.66
Electricity (refer note 20)	-	36.01
<b>Total</b>	<b>-</b>	<b>209.67</b>

#### b. Cost charged to Paisabazaar Marketing and Consulting Private Limited:

(₹ in Lacs)

	Year Ended March 31, 2023	Year Ended March 31, 2022
Income from Shared resources (refer note 15)	-	82.05
<b>Total</b>	<b>-</b>	<b>82.05</b>

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### Note 29: Fair value measurements

#### a. Financial instruments by category

(₹ in Lacs)

	March 31, 2023			March 31, 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets*</b>						
Investments						
- Mutual funds	10,007.74	-	-	20,435.37	-	-
- Equity instruments	580.93	-	-	794.45	-	-
Trade receivables	-	-	89.32	-	-	555.98
Loan to employees	-	-	8.15	-	-	8.21
Cash and cash equivalents	-	-	2,943.08	-	-	21,757.00
Other bank balances	-	-	45,965.13	-	-	302,499.50
Other financial assets	-	-	294,944.29	-	-	119,623.59
<b>Total financial assets</b>	<b>10,588.67</b>	<b>-</b>	<b>343,949.97</b>	<b>21,229.82</b>	<b>-</b>	<b>444,444.26</b>
Financial liabilities						
Trade payables	-	-	426.27	-	-	918.27
Other financial liabilities	-	-	616.05	-	-	355.03
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>1,042.32</b>	<b>-</b>	<b>-</b>	<b>1,273.30</b>

\* Excluding investment in subsidiaries and associates measured at cost in accordance with Ind AS 27.

#### b. Fair value hierarchy

##### Financial assets measured at fair value :

(₹ in Lacs)

As at March 31, 2023	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial Investments at FVTPL:					
Investments in Mutual funds	6(b)	10,007.74	-	-	10,007.74
Investments in Equity instruments	6(a), 6(b)	575.93	-	5.00	580.93
<b>Total financial assets</b>		<b>10,583.67</b>	<b>-</b>	<b>5.00</b>	<b>10,588.67</b>

(₹ in Lacs)

As at March 31, 2022	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial Investments at FVTPL:					
Investments in Mutual funds	6(b)	20,435.37	-	-	20,435.37
Investments in Equity instruments	6(a), 6(b)	789.45	-	5.00	794.45
<b>Total financial assets</b>		<b>21,224.82</b>	<b>-</b>	<b>5.00</b>	<b>21,229.82</b>

## Standalone

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices/NAV, for example listed equity instruments, traded bonds and mutual funds that have quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. For example, unlisted equity securities, etc.

There are no transfers between levels 1 and 2 during the year.

The company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

### c. Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair values due to their short term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## Note 30: Financial risk and Capital management

### A. Financial risk management framework

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, other financial assets measured at amortised cost.	Aging analysis, Credit rating	Diversification of bank deposits and investments
Liquidity risk	Other financial liabilities	Rolling cash flow forecasts	Availability of surplus cash
Price Risk	Investments in mutual funds	Credit rating	Portfolio diversification and regular monitoring

#### a. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customer

#### Trade receivables related credit risk

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence and goodwill. Outstanding customer receivables are regularly monitored by the management.

The Company has established an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and 12-month expected credit loss for other receivables. An impairment analysis is performed at each reporting date on an individual basis for major parties. The calculation is based on historical data of actual losses. The Company evaluates the concentration of risk with respect to trade receivables as low.

Trade receivables are written off when there is no reasonable expectation of recovery.

## FINANCIAL STATEMENTS

### Provision for expected credit losses

The Company provides for expected credit loss based on the following:

Category	Description of category	Basis for recognition of expected credit loss provision	
		Security deposits	Trade receivables
High quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	12-month expected credit loss	Lifetime expected credit losses
Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past		

### Year ended March 31, 2023:

#### a. Expected credit loss for security deposits :

(₹ in Lacs)							
Particulars	Category	Description of category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Security deposits	439.42	0.00%	-	439.42

#### b. Lifetime expected credit loss for trade receivables under simplified approach:

(₹ in Lacs)							
Particulars/Ageing	Not Due	0-90 days past due	91-180 days past due	181-270 days past due	271-360 days past due	More than 360 days past due	Total
Gross carrying amount- trade receivables - billed	20.60	-	-	14.34	-	-	34.94
Gross carrying amount- trade receivable - unbilled	55.48	-	-	-	-	-	55.48
Expected loss rate	0.11%	0.87%	3.13%	7.06%	28%	100%	
Expected credit losses (Loss allowance - trade receivables)	0.09	-	-	1.01	-	-	1.10
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>75.99</b>	<b>-</b>	<b>-</b>	<b>13.33</b>	<b>-</b>	<b>-</b>	<b>89.32</b>

## Standalone

Year ended March 31, 2022:

a. Expected credit loss for security deposits :

(₹ in Lacs)

Particulars	Category	Description of category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Security deposits	430.31	0.78%	(3.36)	426.95

b. Lifetime expected credit loss for trade receivables under simplified approach:

(₹ in Lacs)

Particulars/Ageing	Not Due	0-90 days past due	91-180 days past due	181-270 days past due	271-360 days past due	More than 360 days past due	Total
Gross carrying amount - trade receivables - billed	56.07	112.38	15.57	38.24	-	11.88	234.14
Gross carrying amount - trade receivable - unbilled	351.96	-	-	-	-	-	351.96
Expected loss rate	0.36%	4.01%	13.57%	26.60%	0%	100%	
Expected credit losses (Loss allowance - trade receivables)	1.47	4.51	2.11	10.17	-	11.88	30.14
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>406.56</b>	<b>107.87</b>	<b>13.46</b>	<b>28.07</b>	<b>-</b>	<b>-</b>	<b>555.96</b>

The following table summarizes the change in loss allowance measured using the life time expected credit loss model:

Particulars	₹ in Lacs
<b>Loss allowance on March 31, 2021</b>	<b>11.00</b>
Changes in loss allowance	19.14
<b>Loss allowance on March 31, 2022</b>	<b>30.14</b>
Changes in loss allowance	(29.04)
<b>Loss allowance on March 31, 2023</b>	<b>1.10</b>

### Treasury related credit risk

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

## FINANCIAL STATEMENTS

### b. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

Maturities of financial liabilities:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

#### Contractual maturities of financial liabilities:

	(₹ in Lacs)			
	0-1 year	1 to 5 years	More than 5 years	Total
<b>March 31, 2023</b>				
<b>Non-derivatives</b>				
Lease liabilities	378.89	473.36	-	852.25
Trade payables	426.27	-	-	426.27
Other financial liabilities	616.05	-	-	616.05
<b>Total non-derivative liabilities</b>	<b>1421.21</b>	<b>473.36</b>	<b>-</b>	<b>1,894.57</b>
<b>March 31, 2022</b>				
<b>Non-derivatives</b>				
Lease liabilities	340.45	852.25	-	1,192.70
Trade payables	918.27	-	-	918.27
Other financial liabilities	353.03	-	-	353.03
<b>Total non-derivative liabilities</b>	<b>1613.75</b>	<b>852.25</b>	<b>-</b>	<b>2,466.00</b>

### c. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes/NAV of these investments are available from the mutual fund houses.

Profits/losses for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

### B. Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholder. The capital of the Company consist of equity capital, instruments entirely equity in nature and accumulated profits/losses.

## Standalone

### Note 31: Corporate social responsibility expenditure

(₹ in Lacs)

	Year Ended March 31, 2023	Year Ended March 31, 2022
Contribution to Y4D Foundation	-	7.95
Contribution to Prabhaav Foundation, Registered NGO	-	38.68
Accrual towards unspent obligations in relation to:		
- Ongoing project	-	-
- Other than ongoing projects	-	-
<b>Total</b>	<b>-</b>	<b>46.63</b>
Amount required to be spent as per Section 135 of the Act	-	46.63
Amount spent during the year on		
i. Construction/acquisition of an asset	-	-
ii. On purposes other than (i) above	-	46.63

#### Details of ongoing CSR projects under Section 135(6) of the Act

(₹ in Lacs)

Balance as at April 01, 2022			Amount spent during the year		Balance as at March 31, 2023	
With the Company	In separate CSR unspent account	Amount required to be spent during the year	From the Company's bank account	From separate CSR unspent account	With the Company	In separate CSR unspent account
Nil	Nil	Nil	Nil	Nil	Nil	Nil

#### Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects

(₹ in Lacs)

Balance unspent as at April 01, 2022	Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Balance unspent as at March 31, 2023
Nil	Nil	Nil	Nil	Nil

#### Details of excess CSR expenditure under Section 135(5) of the Act

(₹ in Lacs)

Balance unspent as at April 01, 2022	Amount required to be spent during the year (A)	Amount spent during the year (B)	Balance excess spent as at March 31, 2023 (B-A)
Nil	Nil	Nil	Nil

### Note 32: Ratio Analysis and its elements

Ratios	Numerator		Denominator		Ratio		Change	Explanation for change in the ratio by more than 25% as compared to the previous year
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022		
	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)	(₹ in Lacs)				
Current Ratio (in times) = Current assets / Current liabilities	218,906.79	467,732.07	1,645.90	1,811.55	133.00	258.19	-48.49%	Decrease in current assets primarily due to investments made in wholly owned subsidiaries during the year
Debt-Equity Ratio (in times) = Total Debt / Shareholders' equity	803.48	1,076.11	736,270.31	689,480.11	0.00	0.00	-30.08%	Shareholders' equity has increased due to cost of employee stock options granted to employees of wholly owned subsidiaries of the Company
Debt Service Coverage ratio (in times) = Earnings available for debt service / Debt Service	7,557.15	3,657.80	380.61	351.59	20.96	10.40	101.43%	Earnings available for debt service have increased due to increase in IPR fees during the year
Return on Equity ratio (in percentage) = Net Profit / Average Shareholder's Equity	(7,415.61)	(29,968.37)	712,875.21	491,789.79	-1.04%	-6.09%	82.93%	Increase in revenue from operations and other income and decrease in employee benefit expense during the current year
Trade Receivable Turnover Ratio (in times) = Total sale of services / Average trade receivables	950.79	3,446.11	322.64	875.65	2.95	3.94	-25.12%	Decrease in sale of services and corresponding receivables in the current year
Trade Payable Turnover Ratio (in times) = Total Purchases / Average trade payables	1,642.91	2,853.66	672.27	624.98	2.44	4.57	-46.48%	Decrease in purchases due to IPO related expenses incurred in the previous year
Net Capital Turnover Ratio (in times) = Total sale of services / Working capital	950.79	3,446.11	217,260.89	485,920.51	0.00	0.01	-40.83%	Decrease in working capital primarily due to investments made in wholly owned subsidiaries during the year
Net Profit ratio (in percentage) = Net Profit / Revenue from operations	(7,415.61)	(29,968.37)	13,414.58	10,318.36	-55.28%	-290.44%	80.97%	Increase in revenue from operations and other income and decrease in employee benefit expense during the current year
Return on Capital Employed (in percentage) = Earning before interest and taxes / Capital Employed	(7,326.04)	(29,909.67)	737,049.76	690,498.04	-0.99%	-4.33%	77.05%	Increase in revenue from operations and other income and decrease in employee benefit expense during the current year
Return on investment (in percentage) = Earning before interest and taxes / Average total assets	(7,326.04)	(29,909.67)	715,566.16	496,142.85	-1.02%	-6.03%	83.02%	Increase in revenue from operations and other income and decrease in employee benefit expense during the current year

## Standalone

### Notes:

Total debt = Lease liabilities

Shareholder's equity = Total equity

Earnings available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc

Debt service = Lease Payments

Net Profit = (Loss) / Profit for the year

Total Purchases = Advertising and promotion expenses + Network and internet expenses + Other expenses - Loss allowance: trade receivables and other financial assets - Bad debts - Loss on sale of property, plant and equipment - Property, plant and equipment written off - Vendor advances written off - Net loss: foreign exchange differences - Interest on unwinding of security deposits

Working Capital = Current assets - Current liabilities

Earning before interest and tax = (Loss) / Profit before tax + Finance Cost

Capital Employed = Total equity - intangible assets + lease liabilities

### Note 33: Utilisation of the IPO proceeds:

The Company, in the financial year ended March 31, 2022, completed the Initial Public Offering (IPO) of 56,262,397 equity shares of face value of ₹ 2 each for cash at a price of ₹ 980 per equity share aggregating to ₹ 570,971 lacs comprising a fresh issue of 38,265,306 equity shares aggregating to ₹ 375,000 lacs and on offer for sale of 19,997,091 equity shares aggregating to ₹ 195,971 lacs. Pursuant to the IPO, the equity shares of the Company got listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on November 15, 2021. Out of the proceeds of offer for sale, ₹ 174,180.69 lacs (net of selling shareholders share of IPO related expenses and applicable taxes) was remitted to selling shareholders.

The Company incurred ₹ 17,911.01 lacs as IPO related expenses which were proportionately allocated between the selling shareholder and the Company. The Company's share of expenses was ₹ 11,749.11 lacs, out of which ₹ 10,465.99 lacs was adjusted against securities premium and ₹ 1,229.22 lacs was charged to statement of profit & loss in the previous financial year. The Company charged ₹ 6,161.60 lacs from the selling shareholder towards their share of IPO expenses. The utilisation of the net IPO proceeds is summarised as below:

Objects of the offer	Original amount (as per offer document)	Revised Amount	Amount utilised upto March 31, 2023	(₹ in Lacs)
				Unutilised amount as at March 31, 2023 #
Enhancing visibility and awareness of our brands, including but not limited to "Policybazaar" and "Paisabazaar"	150,000.00	150,000.00	77,533.12	72,466.88
New opportunities to expand growth initiatives to increase our Consumer base including offline presence	37,500.00	37,500.00	3,642.65	33,857.35
Funding Strategic Investments and acquisitions	60,000.00	60,000.00	4,040.40	55,959.60
Expanding our presence outside India	37,500.00	37,500.00	-	37,500.00
General corporate purposes*	76,308.96	76,210.76	76,210.76	-
<b>Total</b>	<b>361,308.96</b>	<b>361,210.76</b>	<b>161,426.93</b>	<b>199,783.83</b>

\* On finalization of offer expenses, the amount proposed to be utilized for General Corporate purposes was revised to ₹ 76,210.76 lacs as compared to original amount of ₹ 76,308.96 lacs.

# The unutilized amount of Net IPO proceeds as at March 31, 2023 and as at March 31, 2022 were invested in fixed deposits and other bank accounts maintained with scheduled commercial banks.

**Note 34:** (a) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or

ii. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

b. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

### **Note 35: Additional regulatory information required by Schedule III**

#### **i. Details of Benami Property held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

#### **ii. Borrowing secured against current assets**

The Company has no borrowings from any banks or financial institutions during the current or previous financial year.

#### **iii. Wilful defaulter**

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

#### **iv. Relationship with struck off companies**

The Company has no balances outstanding/ transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 as at and for the year ended March 31, 2023 (March 31, 2022 - Nil).

#### **v. Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

#### **vi. Compliance with approved scheme(s) of arrangements**

The Company in its board meeting held on April 26, 2022 approved merger of Makesense Technologies Limited with the Company pursuant to section 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, arrangements and amalgamations) rules, 2016. The Merger application was filed with National Stock Exchange of India Limited and BSE Limited on May 18, 2022. Further, the Joint Application before the Hon'ble National Company Law Tribunal (Hon'ble Tribunal), Chandigarh Bench, under the provisions of Sections 230 to 232 of the Act was filed on May 03, 2023.

#### **vii. Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

#### **viii. Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

#### **ix. Valuation of PP&E, intangible asset and investment property**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

## Standalone

### Note 36: Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. For this purpose, the Company has appointed an independent consultant for conducting a Transfer Pricing study (the 'study') for the Assessment Year 2023-24. In the unlikely event that any adjustment is required consequent to completion of the study for the year ended March 31, 2023, the same would be made in the subsequent year. However, management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

### Note 37: Segment information

An operating segment is the one whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. The Company has identified its Chief Executive Officer and Chief Financial Officer as its Chief operating decision maker (CODM). The Company's business activities fall within a single business segment as the Company is engaged in the business of rendering online marketing and information technology consulting & support services largely for the financial services industry, including insurance. Based on nature of services rendered, the risk and returns, internal organization and management structure and the internal performance reporting systems, the management considers that the Company is organized basis a single segment of rendering a bundle of services to the financial services industry, including insurance. The chief operating decision maker reviews the performance of business on an overall basis. As the Company has a single reportable segment, the segment wise disclosure requirements of Ind AS 108 on Operating segment is not applicable. Further, the Company earns entire revenue within India only.

The revenues of ₹ 911.44 lacs are derived from two individual external customers (March 31, 2022 - ₹ 3,307.15 lacs from three individual external customers).

### Note 38: Events occurring after the reporting period

- The Company, subsequent to the year ended March 31, 2023, has invested funds amounting to ₹ 3,997.39 Lacs in equity shares of PB Fintech FZ-LLC (a "wholly owned subsidiary Company"). The Company has purchased 15,337 shares at a price of ₹ 26,063.69 per share on April 05, 2023.
- These financial statements were approved and adopted by Board of Directors of the Company in their meeting held on May 22, 2023.

#### For Price Waterhouse

#### Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

#### Sougata Mukherjee

Partner

Membership No. 057084

Place: Gurugram

Date: May 22, 2023

#### For and on behalf of the Board of Directors:

#### Yashish Dahiya

Chairman and Chief

Executive Officer

DIN: 00706336

Place: Gurugram

Date: May 22, 2023

#### Alok Bansal

Vice Chairman and

Whole Time Director

DIN: 01653526

Place: Gurugram

Date: May 22, 2023

#### Mandeep Mehta

Chief Financial Officer

Place: Gurugram

Date: May 22, 2023

#### Bhasker Joshi

Company Secretary

M. No. F8032

Place: Gurugram

Date: May 22, 2023

## Independent Auditor's Report

To the Members of **PB Fintech Limited**  
(Erstwhile, PB Fintech Private Limited)

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associate companies (refer Note 27 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate companies as at March 31, 2023, and consolidated total comprehensive income (comprising of loss and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group and its associate companies in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 and 16 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter

4. We draw your attention to the following emphasis of matter paragraph included in the audit report on the financial statements of Policybazaar Insurance Brokers Private Limited (a wholly owned subsidiary of the Holding Company) reproduced as under:

"We draw your attention to Note 24(a) to the financial statements regarding management assessment with respect to inspections of the books of account and records of the Company carried out by the Insurance Regulatory and Development Authority of India ("IRDAI") to examine compliance with relevant laws and regulations for various financial years and submission of management responses in respect of the inspection reports issued by IRDAI. The exact impact on the financial statements will be known on the conclusion of the proceedings by the IRDAI. Our opinion is not modified in respect of this matter."

Note 24(a) as described above corresponds to Note 24(i)(b) to the consolidated financial statements.

#### Key Audit Matters

5. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have reported a key audit matter in our report of even date on the audit of standalone financial statements of the Holding Company with respect to assessment of carrying value of investment in subsidiaries. We have determined that there are no other key audit matters to communicate in our report on consolidated financial statements.

#### Other Information

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our and other auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

## Consolidated

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

7. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group including its associate companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate companies are responsible for assessing the ability of the Group and of its associate companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. The respective Board of Directors of the companies included in the Group and of its associate companies are responsible for overseeing the financial reporting process of the Group and of its associate companies.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance

with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate companies to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate companies to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate companies to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the

## FINANCIAL STATEMENTS

financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

15. We did not audit the financial statements/ financial information of 4 subsidiaries, whose financial statements/ financial information reflect total assets of ₹3,770.22 Lacs and net assets of ₹2,376.13 Lacs as at March 31, 2023, total revenue of ₹2,195.45 Lacs, total comprehensive income (comprising of profit and other comprehensive income) of ₹267.00 Lacs and net cash flows amounting to ₹(0.40) Lacs for the year ended on that date, as considered in the consolidated financial statements. Also, we did not audit the consolidated financial statements/ financial information of 3 subsidiaries, whose consolidated financial statements/ financial information reflect total assets of ₹16,592.98 Lacs and net assets of ₹13,875.52 Lacs as at March 31, 2023, total revenue of ₹5,782.91 Lacs, total comprehensive income (comprising of loss and other comprehensive income) of ₹(4,760.17) Lacs and net cash flows amounting to ₹(5,151.79) Lacs for the year ended on that date, as considered in the consolidated financial statements of the Holding Company. The abovementioned financial statements/ consolidated financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial

statements of the Holding Company insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

16. We did not audit the financial statements of the Etechaces Employees Stock Option Plan Trust (the "Trust") included in the standalone financial statements of the Company, which constitute total assets of ₹342.68 Lacs and net assets of ₹6.03 Lacs as at March 31, 2023, total revenue of ₹7.95 Lacs, net excess of income over expenditure of ₹6.15 Lacs and net cash outflows amounting to ₹134.57 Lacs for the year ended on that date. These financial statements and other financial information have been audited by other auditor whose report has been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of the Trust, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

17. As required by paragraph 3(xxii) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by the respective auditors in their CARO 2020 reports issued in respect of the standalone financial statements of the companies which are included in these Consolidated Financial Statements:
18. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, including the maintenance of backup of the books of account and other books and papers maintained in electronic mode on servers physically located in India. However, in the absence of adequate evidence, we were unable to verify whether the backup is maintained on a daily basis during the period August 11, 2022 to March 31, 2023.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement

## Consolidated

of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.

- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the maintenance of accounts and other matters connected therewith, we draw reference to our comment in paragraph 18(b) above.
- g. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its associates - Refer Note 24(i) to the consolidated financial statements.
  - ii. The Group and its associate companies has long term contracts as at March 31, 2023 for which there are no material foreseeable losses. The Group and its associates did not have any derivative contracts as at March 31, 2023.
  - iii. During the year ended March 31, 2023, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies incorporated in India.
  - iv. a. The respective Managements of the Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds

(which are material either individually or in the aggregate) have been advanced or loaned or invested ( either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries/associates to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b. The respective Managements of the Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries and associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries and associates shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) contain any material misstatement.

## FINANCIAL STATEMENTS

- v. The Holding Company, its subsidiary companies and associate companies, have not declared or paid any dividend during the year.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of account to have the feature of audit trail, edit log and related matters in the accounting software used by the Group and associate companies incorporated in India, is applicable to the Group and associate companies only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.
19. The Group and its associate companies incorporated in India have paid/provided for managerial remuneration in

accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Pricewaterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Membership Number: 057084

UDIN: 23057084BGYFRO6400

Place: Gurugram

Date: May 22, 2023

## Annexure A to Independent Auditor's Report

Referred to in paragraph 18(g) of the Independent Auditor's Report of even date to the members of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) on the consolidated financial statements for the year ended March 31, 2023

### Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (j) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of PB Fintech Limited (Erstwhile, PB Fintech Private Limited) (hereinafter referred to as "the Holding Company"), its subsidiary companies and its associate companies, which are companies incorporated in India, as of that date. Reporting under clause (j) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is not applicable to 6 subsidiaries incorporated in India namely Docprime Technologies Private Limited, Icall Support Services Private Limited, Accurex Marketing and Consulting Private Limited, PB Marketing and Consulting Private Limited, PB Financial Account Aggregator Private Limited and Myloancare Ventures Private Limited pursuant to MCA notification GSR 583(E) dated 13 June 2017.

### Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies, to whom reporting under clause (j) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

### Meaning of Internal Financial Controls with reference to consolidated financial statements

6. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures

of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### Inherent limitations of Internal Financial Controls with reference to consolidated financial statements

7. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**

Partner

Membership Number: 057084

UDIN: 23057084BGYFFR06400

Place: Gurugram

Date: May 22, 2023

## Consolidated Balance Sheet

as at March 31, 2023

(₹ in Lacs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4(a)	6,840.91	3,593.11
Right-of-use assets	4(b)	20,137.28	14,418.47
Intangible assets	5	579.53	260.39
Goodwill	5	3,770.72	2,217.90
Financial assets:			
(i) Investments	6(b)	5,984.33	4,557.09
(ii) Loans towards financing activities	6(d)	747.11	-
(iii) Other financial assets	6(h)	162,022.35	1,403.69
Deferred tax assets (Net)	22(b)	1.00	6.89
Current Tax Assets (Net)	7	12,893.14	7,915.95
Other non-current assets	8	204.10	20.96
<b>Total non-current assets</b>		<b>213,180.47</b>	<b>34,394.45</b>
<b>Current assets</b>			
Financial assets:			
(i) Investments	6(a)	56,225.08	32,750.48
(ii) Trade receivables	6(e)	67,730.94	36,087.28
(iii) Cash and cash equivalents	6(f)	7,234.04	36,739.78
(iv) Bank balances other than (iii) above	6(g)	69,037.96	333,283.81
(v) Loans	6(c)	67.23	47.31
(vi) Loans towards financing activities	6(d)	480.43	-
(vii) Other financial assets	6(h)	207,518.37	112,835.86
Other current assets	9	3,927.97	5,409.52
<b>Total current assets</b>		<b>412,222.02</b>	<b>557,154.04</b>
<b>Total assets</b>		<b>625,402.49</b>	<b>591,548.49</b>

## FINANCIAL STATEMENTS

### Consolidated Balance Sheet

as at March 31, 2023

(₹ in Lacs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	10(a)	9,002.33	8,990.00
Instruments entirely equity in nature	10(b)	-	-
<b>Other equity</b>			
Reserves and surplus	10(c)	536,627.64	532,175.82
<b>Equity attributable to owners of PB Fintech Limited</b>		<b>547,629.97</b>	<b>541,165.82</b>
Non-controlling interests	10(d)	849.72	-
<b>Total equity</b>		<b>548,479.69</b>	<b>541,165.82</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Lease liabilities	4(b)	19,375.41	14,149.45
Employee benefit obligations	12	2,455.82	2,494.22
<b>Total non-current liabilities</b>		<b>21,831.23</b>	<b>16,643.67</b>
Current liabilities			
Financial liabilities			
(i) Lease liabilities	4(b)	3,283.51	1,786.52
(ii) Trade payables			
(a) total outstanding dues of micro and small enterprises	11(a)	1,422.59	838.87
(b) total outstanding dues other than (i)(a) above	11(a)	29,187.77	18,980.60
(iii) Other financial liabilities	11(b)	11,885.77	7,178.91
Employee benefit obligations	12	2,824.14	2,047.52
Other current liabilities	13	6,487.79	2,906.58
<b>Total current liabilities</b>		<b>55,091.57</b>	<b>33,739.00</b>
<b>Total liabilities</b>		<b>76,922.80</b>	<b>50,382.67</b>
<b>Total equity and liabilities</b>		<b>625,402.49</b>	<b>591,548.49</b>

The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes.

This is the Consolidated Balance Sheet referred to in our report of even date.

For **Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**  
Partner  
Membership No. 057084  
Place: Gurugram  
Date: May 22, 2023

For and on behalf of the Board of Directors

**Yashish Dahiya**  
Chairman and Chief  
Executive Officer  
DIN: 00706336  
Place: Gurugram  
Date: May 22, 2023

**Alok Bansal**  
Vice Chairman and  
Whole Time Director  
DIN: 01653526  
Place: Gurugram  
Date: May 22, 2023

**Mandeep Mehta**  
Chief Financial Officer  
Place: Gurugram  
Date: May 22, 2023

**Bhasker Joshi**  
Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

**Consolidated**

## Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income:</b>			
Revenue from operations	14	255,784.71	142,489.01
Other income	15	25,899.21	12,538.85
<b>Total income</b>		<b>281,683.92</b>	<b>155,027.85</b>
<b>Expenses:</b>			
Employee benefit expense	16	153,960.01	126,554.10
Depreciation and amortisation expense	17	6,382.17	4,283.97
Advertising and promotion expenses	18	135,724.64	86,445.26
Network and internet expenses	19	9,886.34	6,951.60
Other expenses	20	22,573.82	13,771.54
Finance costs	21	2,136.26	1,356.78
<b>Total expenses</b>		<b>330,463.24</b>	<b>238,363.24</b>
<b>Loss before share of net loss of associates and tax</b>		<b>(48,779.32)</b>	<b>(83,335.38)</b>
Share of net loss of associates		(16.52)	(3.88)
<b>Loss before tax</b>		<b>(48,795.84)</b>	<b>(83,339.26)</b>
<b>Income tax expense:</b>			
Current Tax	22(a)	7.79	9.27
Tax related to earlier years	22(a)	(0.13)	(56.14)
Deferred tax	22(a)	(9.58)	(1.09)
<b>Total tax expense</b>		<b>(1.92)</b>	<b>(47.96)</b>
<b>Loss for the year</b>		<b>(48,793.92)</b>	<b>(83,291.30)</b>
<b>Other comprehensive income</b>			
<b>Items that may be reclassified to profit or loss</b>			
Exchange differences on translation of foreign operations [Gain/(Loss)]	10 (c)	500.47	169.58
Changes in the fair value of debt instruments at FVOCI [Gain/(Loss)]		(1.91)	-
Income tax relating to these items		-	-
<b>Items that will not be reclassified to profit or loss</b>			
Share of other comprehensive income of associates [Gain/(Loss)]		-	0.80
Remeasurement of post employment benefit obligations [Gain/(Loss)]	12	(227.08)	(141.25)
Income tax relating to these items		0.06	(0.21)
<b>Other comprehensive income for the year, net of tax</b>		<b>271.54</b>	<b>28.92</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>(48,522.38)</b>	<b>(83,262.38)</b>

## FINANCIAL STATEMENTS

### Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>Loss is attributable to:</b>			
Owners of PB Fintech Limited		(48,722.03)	(83,291.30)
Non-controlling interests		(71.89)	-
<b>Other comprehensive income/(loss) is attributable to:</b>			
Owners of PB Fintech Limited		274.48	28.92
Non-controlling interests		(2.94)	-
<b>Total comprehensive income/(loss) is attributable to:</b>			
Owners of PB Fintech Limited		(48,447.55)	(83,262.38)
Non-controlling interests		(74.83)	-
Earnings/(Loss) per equity share (Face value per share ₹ 2/- (March 31, 2022: 2/-))			
Basic (₹)	<b>26</b>	(10.97)	(20.34)
Diluted (₹)	<b>26</b>	(10.97)	(20.34)

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**  
Partner  
Membership No. 057084  
Place: Gurugram  
Date: May 22, 2023

**For and on behalf of the Board of Directors**

**Yashish Dahiya**  
Chairman and Chief  
Executive Officer  
DIN: 00706336  
Place: Gurugram  
Date: May 22, 2023

**Alok Bansal**  
Vice Chairman and  
Whole Time Director  
DIN: 01653526  
Place: Gurugram  
Date: May 22, 2023

**Mandeep Mehta**  
Chief Financial Officer  
Place: Gurugram  
Date: May 22, 2023

**Bhasker Joshi**  
Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

## Consolidated

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2023.

### I) Equity share capital

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Amount (₹ in Lacs)	Number of Shares	Amount (₹ in Lacs)
Balance at the beginning of the reporting year	449,499,806	8,990.00	228,195	4.56
Add: New shares issued	616,543	12.33	-	-
Add: Conversion of Cumulative compulsorily convertible preference shares ("CCCPs") [Refer Note 10(a)]	-	-	234,270,485	4,685.41
Add: Bonus shares issued	-	-	176,735,820	3,534.72
Add: Issue of shares on initial public offer	-	-	38,265,306	765.31
<b>Shares outstanding at the end of the year</b>	<b>450,116,349</b>	<b>9,002.33</b>	<b>449,499,806</b>	<b>8,990.00</b>

### II) Instruments entirely equity in nature (cumulative compulsorily convertible preference shares)

	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Amount (₹ in Lacs)	Number of Shares	Amount (₹ in Lacs)
Balance at the beginning of the reporting year	-	-	594,274	118.86
Less: Conversion of cumulative compulsorily convertible preference shares into equity shares [Refer Note 10(b)]	-	-	(594,274)	(118.86)
<b>Shares outstanding at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### III) Other equity

Particulars	Notes	Attributable to the owners of PB Fintech Limited								Total
		Reserves and surplus								
		Securities premium	Retained earnings	Equity settled share based payment reserve	General reserve	Foreign currency translation reserve	FVOCI reserve - debt instruments	Treasury shares reserve	Non-controlling interests	
Balance as at April 01, 2021		292,256.23	(106,660.23)	15,487.01	1.73	(34.80)	-	-	-	199,049.94
Loss for the year		-	(83,291.30)	-	-	-	-	-	-	(83,291.30)
Other comprehensive income		-	(140.67)	-	-	169.58	-	-	-	28.91
<b>Total comprehensive income/(loss) for the year</b>		<b>-</b>	<b>(83,431.97)</b>	<b>-</b>	<b>-</b>	<b>169.58</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(83,262.39)</b>
<b>Transactions with owners in their capacity as owners:</b>										
Exercise of options-transferred from equity settled share based payment reserve	10(c)	29,630.27	-	-	-	-	-	-	-	29,630.27
Employee share-based payment expense	16	-	-	60,720.84	-	-	-	-	-	60,720.84
Transfer to Securities Premium for exercise of options	10(c)	-	-	(29,630.27)	-	-	-	-	-	(29,630.27)
Amount received on issue of shares	10(c)	374,234.70	-	-	-	-	-	-	-	374,234.70
Amount utilised for share issue expenses (Refer note 35)	10(c)	(10,465.99)	-	-	-	-	-	-	-	(10,465.99)
Conversion of Cumulative compulsorily convertible preference shares ("CCCPs") [Refer Note 10(c)]	10(c)	(4,566.56)	-	-	-	-	-	-	-	(4,566.56)

(₹ in Lacs)

## FINANCIAL STATEMENTS

### Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Attributable to the owners of PB Fintech Limited							Non-controlling interests	Total
		Securities premium	Retained earnings	Equity settled share based payment reserve	General reserve	Foreign currency translation reserve	FVOCI reserve - debt instruments	Treasury shares reserve		
Bonus shares issued	10(c)	(3,534.72)	-	-	-	-	-	-	-	(3,534.72)
<b>Balance as at March 31, 2022</b>		<b>677,553.93</b>	<b>(192,092.20)</b>	<b>46,577.58</b>	<b>1.73</b>	<b>134.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>532,175.82</b>
Loss for the year		-	(48,722.03)	-	-	-	-	-	(71.89)	(48,793.92)
Other comprehensive income		-	(227.02)	-	-	500.47	-	-	(2.94)	270.51
Changes in the fair value of debt instruments at FVOCI		-	-	-	-	-	(1.91)	-	-	(1.91)
<b>Total comprehensive income/(loss) for the year</b>		<b>-</b>	<b>(48,949.05)</b>	<b>-</b>	<b>-</b>	<b>500.47</b>	<b>(1.91)</b>	<b>-</b>	<b>(74.83)</b>	<b>(48,525.32)</b>
<b>Transactions with owners in their capacity as owners:</b>										
Non-controlling interests on acquisition of subsidiary		-	-	-	-	-	-	-	872.47	872.47
Derecognition of financial liabilities incurred to the former owners of the acquired business	10(c)	-	708.55	-	-	-	-	-	-	708.55
Exercise of options-transferred from equity settled share based payment reserve	10(c), 10(d)	20,271.62	-	-	-	-	-	-	-	20,271.62
Employee share-based payment expense	16	-	-	54,187.89	-	-	-	-	52.08	54,239.97
Transfer to Securities Premium for exercise of options	10(c)	-	-	(20,271.62)	-	-	-	-	-	(20,271.62)
Net results of ESOP trust operations	10(c)	-	-	-	-	-	-	5.87	-	5.87
<b>Balance as at March 31, 2023</b>		<b>697,825.55</b>	<b>(240,332.70)</b>	<b>80,493.85</b>	<b>1.73</b>	<b>635.25</b>	<b>(1.91)</b>	<b>5.87</b>	<b>849.72</b>	<b>539,477.36</b>

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**  
Partner  
Membership No. 057084  
Place: Gurugram  
Date: May 22, 2023

**For and on behalf of the Board of Directors**

**Yashish Dahiya**  
Chairman and Chief Executive Officer  
DIN: 00706336  
Place: Gurugram  
Date: May 22, 2023

**Mandeep Mehta**  
Chief Financial Officer  
Place: Gurugram  
Date: May 22, 2023

**Alok Bansal**  
Vice Chairman and Whole Time Director  
DIN: 01653526  
Place: Gurugram  
Date: May 22, 2023

**Bhasker Joshi**  
Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

## Consolidated

# Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. Cash flow from operating activities</b>			
<b>Loss before tax</b>		(48,795.84)	(83,339.26)
Adjustments for:			
Depreciation and amortisation expense	17	6,382.17	4,283.97
Property, plant and equipment written off	20	5.07	0.42
Loss/(Profit) on sale of property, plant and equipment	15, 20	0.27	(15.49)
Net gain on sale on financial assets mandatorily measured at fair value through profit or loss	15	(2,865.86)	(1,446.88)
Loss allowance - trade receivables	20	268.82	444.05
Loss allowances - loans and other financials assets	20	7.21	166.27
Bad debts	20	127.62	43.91
Net (gain)/loss - Foreign exchange differences	15, 20	(2.21)	12.26
Gain on termination of leases	15	(37.98)	(106.96)
Liabilities no longer required written back	15	(264.80)	(2.02)
Interest Income - Unwinding of discount - measured at amortised cost	15	(124.88)	(200.75)
Interest Income - On bank deposits	15	(21,588.81)	(10,071.66)
Interest income - On income tax refund	15	(372.28)	(53.37)
Interest income - On Corporate Deposits	15	(9.79)	-
Share of net loss of associates accounted for using the equity method		16.52	3.88
Covid-19- related rent concessions	15	-	(178.96)
Finance costs	21	2,136.26	1,356.78
Net fair value gains on financial assets mandatorily measured at fair value through profit or loss	15	(632.13)	(462.76)
Employee share-based payment expense	25(b)	54,239.97	60,720.84
<b>Change in operating assets and liabilities:</b>			
(Increase)/Decrease in trade receivables		(32,040.10)	(19,284.96)
Increase/(Decrease) in trade payables		11,005.10	9,610.65
(Increase)/Decrease in other non-current assets		(183.14)	77.79
(Increase)/Decrease in other current assets		1,413.43	(4,310.94)
Increase/(Decrease) in other financial liabilities		4,706.87	2,733.79
(Increase)/Decrease in current tax assets		-	-
(Increase)/Decrease in loans-current		(500.35)	(15.75)
(Increase)/Decrease in other current financial assets		132.12	(112,629.10)
(Increase)/Decrease in loans-non current		(747.11)	-
(Increase)/Decrease in other non-current financial assets		(1,280.20)	(661.09)
Increase/(Decrease) in employee benefit obligations		511.20	545.36
Increase/(Decrease) in other current liabilities		3,581.20	(1,632.19)
<b>Cash outflow from operations</b>		<b>(24,911.65)</b>	<b>(154,412.16)</b>
Income taxes paid (net of refunds)		(4,984.85)	(2,375.82)
<b>Net cash outflow from operating activities (A)</b>		<b>(29,896.50)</b>	<b>(156,787.98)</b>
<b>B. Cash flows from investing activities</b>			
Purchase of property, plant and equipment	4(a)	(5,954.80)	(3,148.34)
Purchase of intangible assets	5	(614.82)	(126.06)
Proceeds from sale of property, plant and equipment		183.09	166.99
Investments in associates		(1,333.85)	-
Purchase of current investments		(154,607.59)	(156,424.99)
Proceeds from redemption / sale of current investments		134,826.02	137,445.37
Investment in bank deposits (having original maturity of more than three months but less than twelve months)	6(g)	(69,037.96)	(333,283.81)
Proceeds from maturity of bank deposits (having original maturity of more than three months but less than twelve months)		333,283.81	137,141.24

## Consolidated Statement of Cash Flows

for the year ended March 31, 2023

Particulars	Notes	₹ in Lacs	
		Year ended March 31, 2023	Year ended March 31, 2022
Investment in bank deposits (having original maturity of more than twelve months)		(386,117.57)	-
Proceeds from maturity of bank deposits (having original maturity of more than twelve months)		111,837.00	-
Investments made	6(b)	(93.37)	(4,555.98)
Interest received		21,970.87	10,125.03
<b>Net cash inflow / (outflow) from investing activities (B)</b>		<b>4,140.83</b>	<b>(212,660.55)</b>
<b>C. Cash flows from financing activities</b>			
Proceeds from initial public offer (net of share issue expenses)	10(a), 10(b), 10(c)	-	364,534.01
Proceeds from issue of equity shares	10(a)	12.33	-
Principal elements of lease payments		(2,179.41)	(1,043.08)
Interest Paid		(2,083.46)	(1,349.31)
<b>Net cash inflow / (outflow) from financing activities (C)</b>		<b>(4,250.54)</b>	<b>362,141.62</b>
<b>Net decrease in cash and cash equivalents (A+B+C)</b>		<b>(30,006.21)</b>	<b>(7,305.91)</b>
Cash and cash equivalents at the beginning of the year	6(f)	36,739.78	43,877.11
Effects of exchange rate changes on cash and cash equivalents	10 (c)	500.47	169.58
<b>Cash and cash equivalents at end of the year</b>		<b>7,234.04</b>	<b>36,739.78</b>
<b>Non -Cash financing and investing activity</b>			
- Acquisition of right of use assets	4(b)	10,078.19	7,834.52

### Reconciliation of cash and cash equivalents as per consolidated statement of cash flows

Cash and cash equivalents as per above comprise of the following:

Particulars	Notes	₹ in Lacs	
		March 31, 2023	March 31, 2022
Balances with banks	6(f)	3,214.56	12,259.64
Cash on hand	6(f)	5.38	5.14
Cheques on hand	6(f)	16.93	-
Deposits with original maturity of less than 3 months	6(f)	3,997.17	24,475.00
<b>Balances per consolidated statement of cash flows</b>		<b>7,234.04</b>	<b>36,739.78</b>

Notes:

- The above Consolidated Statement of Cash Flows has been prepared under the Indirect Method as set out in the Indian Accounting Standard (Ind AS - 7 on "Statement of Cash Flows").
- The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.
- Figures in brackets indicate cash outflow.

This is the Consolidated Statement of Cash Flows referred to in our report of even date.

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number: 012754N/N500016

**Sougata Mukherjee**  
Partner  
Membership No. 0570B4  
Place: Gurugram  
Date: May 22, 2023

**For and on behalf of the Board of Directors**

<b>Yashish Dahiya</b> Chairman and Chief Executive Officer DIN: 00706338 Place: Gurugram Date: May 22, 2023	<b>Alok Bansal</b> Vice Chairman and Whole Time Director DIN: 01653526 Place: Gurugram Date: May 22, 2023
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**Mandeep Mehta**  
Chief Financial Officer  
Place: Gurugram  
Date: May 22, 2023

**Bhasker Joshi**  
Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 1: General Information

PB Fintech Limited (Erstwhile, PB Fintech Private Limited) ("the Company" or "the Holding Company" or "PB Fintech") is a Company incorporated on 4th June 2008 under the provisions of the Companies Act, 1956 having its registered office at Plot no. 119, Sector 44, Gurugram, Haryana. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

These consolidated financial statements comprise the Company, its subsidiaries (together referred to as the 'Group') and its associate companies. The Group is primarily engaged in providing online marketing, consulting and support services through its online portal policybazaar.com and paisabazaar.com largely for the financial service industry, including insurance.

The Company was converted from a Private Limited Company to a Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders of the Company held on June 19, 2021 and consequently the Name of the Company was changed to PB Fintech Limited with effect from June 30, 2021 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies (ROC).

### Note 2: Summary of Significant Accounting Policies

This note provides a list of significant accounting policies adopted in the preparation of consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated:

#### a. Basis of preparation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). These consolidated financial statements are presented in Indian rupees and all values are rounded to the nearest lakh, except when otherwise indicated.

#### b. Historical Cost Convention

These consolidated financial statements have been prepared on the historical cost basis, except for the following items:

- Certain financial assets and liabilities measured at fair value;
- Defined benefit plans - plan assets measured at fair value; and
- Share based payments

#### c. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per group's operation cycle and other criteria set out in the Schedule III, (Division II) to the Companies Act, 2013 as amended from time to time. The group has ascertained its operating cycle as 12 months for the

purpose of current or non-current classification of assets and liabilities.

#### d. New and amended standards adopted by the Group

The Ministry of Corporate affairs had vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022, which amended certain accounting standards, and are effective April 01, 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

#### e. New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective April 01, 2023. The Rules predominantly amend Ind AS 12, Income taxes, and Ind AS 1, Presentation of financial statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Group's accounting policy already complies with the now mandatory treatment.

#### f. Principles of consolidation and equity accounting

##### (i) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its investment with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

##### (ii) Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

associates are accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.

### (iii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income.

Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2(J) below.

### g. Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, amount

of any non-controlling interest in the acquired entity and acquisition-date fair value of any previous equity interest in the acquired entity over the net (identifiable assets acquired and liabilities assumed). After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

### h. Property, plant and equipment

All items of property, plant and equipment are carried at cost less accumulated depreciation / amortization and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under the non-current assets.

### Transition to Ind AS

On transition to Ind AS, the group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### Depreciation methods, estimated useful Lives and residual value

Depreciation is recognised so as to write off the cost of assets less their residual values over the useful lives, using the straight line method. The useful lives have been determined based on technical evaluation performed by the management which in some cases are different as compared to those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The residual values of the assets are assessed to be nil. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

The useful lives of assets have been considered as follows:

Description	Useful life
Computers	3 years
Furniture & Fixtures*	7 years
Office Equipment*	3 years
Lease hold Improvements	Period of Lease or 3 years whichever is earlier

\*For these class of assets, based on internal assessment the management believes that the useful lives as given above best represents the period over which the management expects to use these assets. Hence, useful lives of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

### i. Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

The group has software licenses under intangible assets which are amortized over a period of 3 years.

### Transition to Ind AS

On transition to Ind AS, the group has elected to continue with the carrying value of all of intangible assets recognised

as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### j. Impairment of non-financial assets

For all non-financial assets, the Group assesses whether there are indicators of impairment. If such an indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs.

The recoverable amount for an asset or CGU is the higher of its value in use and fair value less costs of disposal. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the asset or CGU is considered impaired and the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

In assessing value in use, the estimated future cash flows of the asset or CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's or CGU's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

### k. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer.

#### Sale of services

The Group earns revenue from services as described below:

1. Online marketing and consulting services - includes bulk emailers, advertisement banners on its website and credit score advisory services
2. Commission from online aggregation of financial products - includes commission earned for sale of financial products based on the leads generated from its designated website
3. Insurance Commission - includes commission earned for solicitation of insurance products/policies based on the leads generated from its designated website using telemarketing modes and through offline activities
4. Outsourcing services - includes services provided to insurers in relation to activities outsourced by them to the Company
5. Rewards - includes rewards earned from insurers in relation to sale of insurance products
6. Sale of Leads - Includes revenue from sale of lead information of potential customers to banks etc
7. IT Support Services - Includes services related to IT application and solutions
8. Human health services - includes services related to health
9. Interest & fees income - lending operations - includes interest and fees earned from lending operations

Revenue from above services (other than IT Support Services) is recognized at a point in time when the related services are rendered as per the terms of the agreement with customers. Revenue from IT Support Services is recognised over time. Revenues are disclosed net of the Goods and Service tax charged on such services. In terms of the contract, excess of revenue over the billed at the year end is carried in the balance sheet as unbilled trade receivable as the amount is recoverable from the customer without any future performance obligation. Cash received before the services are delivered is recognised as a contract liability, if any.

Revenue from above services is recognized in the accounting period in which the services are rendered. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

No significant element of financing is deemed present as the services are rendered with a credit term of 30-45 days, which is consistent with market practice.

### l. Trade Receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost, less loss allowance.

### m. Foreign currency transactions

#### Functional and presentation currency

Items included in the financial statements of the group are measured using the currency of the primary economic environment in which the group operates ('the functional currency') i.e. Indian rupee (INR), which is PB Fintech Limited's (Erstwhile, PB Fintech Private Limited) functional and presentation currency.

#### Transactions and balances

**Initial recognition:** On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transactions.

**Subsequent recognition:** As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in profit or loss in the year in which they arise.

**Translation of foreign operations:** The financial statements of foreign operations are translated using the principles and procedures mentioned above, since these businesses are carried on as if it is an extension of the Company's operations.

#### Group Companies:

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates
- All resulting exchange differences are recognised in other comprehensive income

When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale. Goodwill and fair value adjustments

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

### n. Employee benefits

Employee benefits include Provident Fund, Employee State Insurance scheme, Gratuity, Compensated absences and Share based payments.

#### i) Defined contribution plans

The group contributions to Provident Fund and Employee State Insurance scheme are considered as contribution to defined contribution plan and charged as an expense based on the amount of contributions required to be made as and when services are rendered by the employees.

#### ii) Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan asset, is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined liability or asset.

#### iii) Short-term obligations

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the related services.

These benefits include performance incentive and compensated absences which are expected to be settled within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- a. in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences;
- b. in case of non-accumulating compensated absences, when the absences occur.

#### iv) Other long-term employee benefit obligations

The liabilities for compensated absences are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as

the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations in relation to compensated absences are presented as current liabilities in the balance sheet as the group does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

#### v) Share-based payments

The Group operates a number of equity settled, employee share based compensation plans, under which the Group receives services from employees as consideration for equity shares of the Company. The Group has granted stock options to its employees.

The fair value of the employees services received in exchange for the grant of the options is determined by reference to the fair value of the options as at the Grant Date and is recognised as an 'employee benefits expenses' with a corresponding increase in equity. The total expense is recognised over the vesting period which is the period over which the applicable vesting condition is to be satisfied. The total amount to be expensed is determined by reference to the fair value of the options granted:

1. including any market performance conditions (e.g., the entity's share price)
2. excluding the impact of any service and non-market performance vesting conditions, and
3. including the impact of any non-vesting conditions

At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

### o. Treasury shares (Shares held by the ESOP Trust)

The Company has created an Etechaces Employee Stock Option Plan Trust (ESOP Trust) for providing share-based payment to its employees under Employee Stock Option Plan 2014 ("ESOP- 2014") and Employee Stock Option Plan 2020 ("ESOP - 2020"). The Company uses Trust as a vehicle for transferring shares to employees under the employee remuneration schemes. The Company allots shares to ESOP Trust. The Company treats ESOP trust as its extension and shares held by ESOP Trust are treated as treasury shares. Share options exercised during the reporting year are settled with treasury shares.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### p. Leases

#### Group Company as a lessee:

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group Company. Contracts may contain both lease and non-lease components.

#### Lease liabilities:

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the future lease payments.

The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the group and payments of penalties for terminating the lease, if the lease term reflects the group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the lessee's incremental borrowing rate. Lease payments are allocated between principal and finance cost.

The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

#### Right-of-use assets:

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability and lease payments made before the commencement date.

Right-of-use assets are depreciated over the lease term on a straight-line basis. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, and lease payments

made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated over the asset's lease term on a straight-line basis.

#### Short term leases and leases of low value assets:

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipment including IT equipment.

### q. Earnings per share (EPS)

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year excluding treasury shares. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares, except where results are anti-dilutive.

### r. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

### s. Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### t. Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that tax profits will be available against which those deductible temporary differences can be utilized.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### ii. Provisions and contingencies

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### Contingent liabilities and contingent assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not recognised in consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed, where an inflow of economic benefits is probable. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### v. Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial Assets

##### Classification:

The Group classifies its financial assets in the following measurement categories

- those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

##### Initial Recognition:

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### Subsequent measurement:

After initial measurement, financial assets classified at amortised cost are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss.

Financial assets at fair value through other comprehensive income are carried at fair value at each reporting date. Fair value changes are recognized in the other comprehensive income (OCI). However, the group recognizes interest

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to statement of profit and loss.

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the statement of profit and loss.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments in associates are measured at cost. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of non-financial assets is followed.

### Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 31 details how the group determines whether there has been a significant increase in credit risk.

For trade receivables only, the group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### De-recognition of financial assets

A financial asset is derecognized only when

- The group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the group has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the group has not retained control of the financial asset. Where the group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### Income recognition

#### Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

### Financial liabilities and equity instruments

#### Initial recognition and measurement

Financial liabilities are recognised initially at fair value minus transaction costs that are directly attributable to the issue of financial liabilities. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective rate of interest.

#### Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of any entity after deducting all of its liabilities. Equity Instruments issued by the group are recognised at the proceeds received, net of direct issue costs.

### w. Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency.

### x. Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Refer Note 29.

### y. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

### z. Contributed Equity

The transaction costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

The transaction costs incurred with respect to the Initial Public Offer (IPO) of the Holding Company as reduced by the amount recovered from the selling shareholders are allocated between issue of new equity shares and listing of existing equity shares. The costs attributable to issuance of new equity shares is recognised in equity. The remaining costs attributable to listing of existing equity shares is recognised in profit or loss.

### ab. Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest

lacs as per the requirement of Schedule III (Division II), unless otherwise stated.

### Note 3: Critical estimates and Judgements

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the consolidated financial statements.

#### Critical estimates and judgements

The areas involving critical estimates or judgements are:

- Estimated useful life of tangible assets - Management reviews its estimate of the useful lives of property, plant and equipment at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economy obsolescence that may change the utility of property, plant and equipment. Reasonable changes in assumptions are not expected to have a significant impact on the amounts as at the balance sheet date.
- Estimation of defined benefit obligation - Refer Note 12
- Recognition of deferred tax assets for carried forward tax losses - Refer Note 22(b)
- Leases - Refer Note 4(b)
- Contingent liabilities - Refer Note 24(i)
- Share based payments - Refer Note 25

Estimates and judgments are continually evaluated. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 4(a): Property, plant and equipment

(₹ in Lacs)

Particulars	Computers	Office Equipments	Furniture & Fixtures	Leasehold Improvements	Total
<b>Year ended March 31, 2022</b>					
<b>Gross carrying amount</b>					
Opening gross carrying amount	4,391.66	593.20	723.35	1,416.33	7,124.54
Acquisition of subsidiary (refer note 33)	0.18	0.06	-	-	0.24
Additions	2,040.04	130.93	186.62	790.75	3,148.34
Disposals	(347.92)	(88.45)	(52.71)	(50.04)	(539.12)
<b>Closing gross carrying amount</b>	<b>6,083.96</b>	<b>635.74</b>	<b>857.26</b>	<b>2,157.04</b>	<b>9,734.00</b>
<b>Accumulated Depreciation</b>					
Opening accumulated depreciation	2,958.18	483.94	295.78	1,039.35	4,777.25
Acquisition of subsidiary (refer note 33)	0.03	0.03	-	-	0.06
Depreciation charge for the year	1,148.81	93.68	101.95	376.40	1,720.64
Disposals	(179.04)	(87.20)	(43.04)	(47.78)	(357.06)
<b>Closing accumulated depreciation</b>	<b>3,927.78</b>	<b>490.45</b>	<b>354.69</b>	<b>1,367.97</b>	<b>6,140.89</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>2,156.18</b>	<b>145.29</b>	<b>502.57</b>	<b>789.07</b>	<b>3,593.11</b>
<b>Year ended March 31, 2023</b>					
<b>Gross carrying amount</b>					
Opening gross carrying amount	6,083.96	635.74	857.26	2,157.04	9,734.00
Acquisition of subsidiary (refer note 33)	12.47	10.37	1.93	-	24.77
Additions	3,071.31	324.84	554.06	1,994.65	5,944.86
Disposals	(961.49)	(77.64)	(50.95)	(815.72)	(1,905.80)
<b>Closing gross carrying amount</b>	<b>8,206.25</b>	<b>893.31</b>	<b>1,362.30</b>	<b>3,335.97</b>	<b>13,797.83</b>
<b>Accumulated Depreciation</b>					
Opening accumulated depreciation	3,927.78	490.45	354.69	1,367.97	6,140.89
Acquisition of subsidiary (refer note 33)	8.01	5.90	0.92	-	14.83
Depreciation charge for the year	1,543.25	129.08	153.56	693.36	2,519.25
Disposals	(767.78)	(82.05)	(49.29)	(818.63)	(1,718.06)
<b>Closing accumulated depreciation</b>	<b>4,711.26</b>	<b>543.38</b>	<b>459.88</b>	<b>1,242.40</b>	<b>6,956.92</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>3,494.99</b>	<b>349.93</b>	<b>902.42</b>	<b>2,093.57</b>	<b>6,840.91</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

## Note 4(b): Leases

This note provides information for the leases where the Group is a lessee. The Group has taken various offices and office furnitures on lease. Rental contracts are typically made for fixed periods of 1 year to 9 years, but may have extension options as described in (iv) below.

## i. Amount recognised in balance sheet

The balance sheet shows the following amount relating to leases:

## a. Right of use assets

(₹ in Lacs)

Particulars	Right-of-use assets - Office premises	Right-of-use assets - Furnitures & Office Equipments	Total
<b>Year ended March 31, 2022</b>			
<b>Gross carrying amount</b>			
Opening gross carrying amount	12,563.90	655.22	13,219.12
Additions	7,634.52	-	7,634.52
Disposals	(1,741.82)	-	(1,741.82)
<b>Closing gross carrying amount</b>	<b>18,456.60</b>	<b>655.22</b>	<b>19,111.82</b>
<b>Accumulated depreciation</b>			
Opening accumulated depreciation	3,377.64	73.65	3,451.29
Depreciation charge for the year	2,224.98	97.50	2,322.48
Disposals	(1,080.42)	-	(1,080.42)
<b>Closing accumulated depreciation</b>	<b>4,522.20</b>	<b>171.15</b>	<b>4,693.35</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>13,934.40</b>	<b>484.07</b>	<b>14,418.47</b>
<b>Year ended March 31, 2023</b>			
<b>Gross carrying amount:</b>			
Opening gross carrying amount	18,456.60	655.22	19,111.82
Additions	10,078.19	-	10,078.19
Disposals	(986.93)	-	(986.93)
<b>Closing gross carrying amount</b>	<b>27,547.86</b>	<b>655.22</b>	<b>28,203.08</b>
<b>Accumulated depreciation</b>			
Opening accumulated depreciation	4,522.20	171.15	4,693.35
Depreciation charge for the year	3,194.30	73.63	3,567.93
Disposals	(195.48)	-	(195.48)
<b>Closing accumulated depreciation</b>	<b>7,821.02</b>	<b>244.78</b>	<b>8,065.80</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>19,726.84</b>	<b>410.44</b>	<b>20,137.28</b>

## (b) Lease liabilities

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current	3,283.51	1,786.52
Non current	19,375.41	14,149.45
<b>Total</b>	<b>22,658.92</b>	<b>15,935.97</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### ii. Amounts recognised in statement of profit and loss

The statement of profit or loss shows shows the following amount relating to leases:

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
a) Depreciation charge on right of use assets [Refer note 17]:		
- Office premises	3,494.30	2,224.98
- Furnitures & Office Equipments	73.63	97.50
<b>Total (a)</b>	<b>3,567.93</b>	<b>2,322.48</b>
(b) Interest on lease liabilities (included in finance cost) [Refer Note 21]	2,083.46	1,349.31
(c) Expense relating to short term leases (included in rent under other expenses) [Refer Note 20]	294.07	139.21
<b>Total (a+b+c)</b>	<b>5,945.46</b>	<b>3,811.00</b>

iii. The total cash outflow for leases for the year ended March 31, 2023 was ₹ 4,262.87 Lacs (March 31, 2022 - ₹ 2,392.39 Lacs.)

### iv. Extension and termination options:

Extension and termination options are included in a number of leases. These are used to maximize operational flexibility in terms of managing the assets used in the group's operations. The extension and termination options held are exercisable by both the Group and the respective lessor.

### v. Covid-19 related rent concessions:

During the previous financial year, the Group received rent concessions for Covid-19 with respect to two leases and accordingly applied the practical expedient. With respect to these rent concessions, the Group recognised an income ₹ 178.96 Lacs in the statement of profit and loss for the year ended March 31, 2022 [Refer Note 15]. No such rent concessions received in the current year.

### vi. Critical judgements in determining the lease term:

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset. Most extension options in leases have been included in the lease liability, because the Group could not replace the assets without significant cost or business disruption.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

During the current financial year, the financial impact of revising the lease terms to reflect the effect of exercising termination options was a net decrease in recognised leases liabilities and right-of-use of assets of ₹ 829.43 Lacs and ₹ 791.45 Lacs respectively (March 31, 2022 - ₹ 736.50 Lacs and ₹ 629.54 Lacs respectively).

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

## Note 5: Intangible assets

(₹ in Lacs)

Particulars	Computer Software	Goodwill [Refer note 33]
<b>Year ended March 31, 2022</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	868.10	-
Acquisition of subsidiary (refer note 33)	38.77	-
Additions	126.06	2,217.90
Disposals	(34.97)	-
<b>Closing gross carrying amount</b>	<b>997.96</b>	<b>2,217.90</b>
<b>Accumulated amortisation</b>		
Opening accumulated amortisation	507.23	-
Acquisition of subsidiary (refer note 33)	24.46	-
Amortisation charge for the year	240.85	-
Disposals	(34.97)	-
<b>Closing accumulated amortisation</b>	<b>737.57</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>260.39</b>	<b>2,217.90</b>
<b>Year ended March 31, 2023</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	997.96	2,217.90
Acquisition of subsidiary (refer note 33)	1.67	-
Additions	614.26	1,552.82
Disposals	(2.63)	-
<b>Closing gross carrying amount</b>	<b>1,611.26</b>	<b>3,770.72</b>
<b>Accumulated amortisation</b>		
Opening accumulated amortisation	737.57	-
Acquisition of subsidiary (refer note 33)	1.12	-
Amortisation charge for the year	294.99	-
Disposals	(1.95)	-
<b>Closing accumulated amortisation</b>	<b>1,031.73</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>579.53</b>	<b>3,770.72</b>

**Impairment of Goodwill**

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the cash generating unit (CGU), which benefits from the synergies of the acquisition. Goodwill is tested for impairment at least annually. Impairment is recognised, when the carrying amount of cash generating units (CGU) including goodwill, exceeds the estimated recoverable amount of CGU.

The recoverable amount of CGUs is determined based on higher of value-in-use and fair value. The fair value of a CGU is determined based on the recent round of funding or value-in-use determined based on discounted future cash flows. For calculation of discounted future cash flows, the key assumptions used by the Group are discount rate, long term growth rate, capital outflow and working capital requirements, etc. The assumptions are taken on the basis of past trends and management estimates and judgement. The discount rate is based on the Weighted Average Cost of Capital (WACC).

As at March 31, 2023, the estimated recoverable amount of CGU exceeded its carrying amount and accordingly, no impairment was recognised. An analysis of the sensitivity of the computation to change in key assumptions based on reasonable probability did not identify any possible scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 6: Financial assets

#### a. Current investments

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	(₹ in Lacs)	Number	(₹ in Lacs)
<b>A. Investments in equity instruments - Quoted</b>				
(At fair value through profit or loss)				
Star Health and Allied Insurance Company Limited	111,115.33	575.93	111,120.00	789.45
<b>Total (A)</b>		<b>575.93</b>		<b>789.45</b>
<b>B. Investment in mutual funds - Unquoted</b>				
(At fair value through profit or loss)				
Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund - Direct - Growth	14,301,344.43	1,499.93	-	-
Axis Banking & PSU Debt Fund - Dir - Growth	74,278.40	1,699.92	-	-
Bandhan Liquid Fund - Direct - Growth	120,739.76	3,282.41	-	-
Kotak Liquid Fund - Direct - Growth	48,426.61	2,202.64	-	-
Axis Liquid Fund - Direct Growth	146,270.28	3,658.06	80,678.60	1,907.31
Axis Money Market Fund- Direct - Growth	153,907.49	1,873.99	-	-
Bandhan Ultra Short Term Fund - Direct - Growth	28,201,983.94	3,689.36	-	-
Invesco Liquid Fund Direct Plan Growth Option	-	-	39,589.59	1,157.32
ICICI Prudential Money Market Fund - Direct - Growth	690,505.45	2,239.37	492,718.42	1,512.12
ICICI Prudential Overnight Fund - Direct - Growth	-	-	526,899.05	603.87
HDFC Ultra Short Term Fund - Direct - Growth	23,533,976.34	3,084.34	-	-
HSBC Liquid Fund - Direct - Growth	20,353.46	456.35	-	-
Aditya Birla Sun Life Liquid Fund	-	-	792,864.41	2,720.52
Invesco India Treasury Advantage Fund - Direct - Growth	-	-	68,212.39	2,164.18
Kotak Savings Fund - Direct - Growth	-	-	7,231,194.00	2,605.41
Nippon India Liquid Fund - Direct - Growth	81,570.49	4,492.03	57,005.13	2,968.84
Nippon India Low Duration Fund - Direct - Growth	-	-	67,658.98	2,143.97
SBI Liquid Fund - Direct - Growth	-	-	28,978.81	965.89
DSP Liquidity Fund - Direct - Growth	120,844.81	3,887.81	48,285.16	1,469.31
DSP Ultra Short Term Fund - Direct - Growth	54,916.19	1,717.53	-	-
UTI Overnight Fund - Direct - Growth	-	-	13,848.34	402.96
UTI Treasury Advantage Fund - Direct - Growth	-	-	62,168.65	2,376.52
Axis Treasury Advantage Fund - Direct - Growth	-	-	82,317.12	2,132.03
Aditya Birla Sun life Low Duration Fund - Direct - Growth	-	-	387,718.79	2,126.74
ICICI Prudential Liquid - Direct Plan - Growth	-	-	670,301.77	2,113.17
ICICI Prudential Nifty PSU Bond Plus SDL Sep 2027 40:60 Index Fund	17,189,311.58	1,799.91	-	-
ICICI Prudential Liquid Fund - Direct - Growth	1,522,997.83	5,074.40	-	-
L&T Ultra Short Term - Direct - Growth	-	-	605,711.73	220.42
L&T Liquid Fund Direct Plan - Growth	-	-	13,732.60	400.31
L&T Overnight Fund Direct Plan - Growth	-	-	3,301.13	64.75
SBI Savings Fund - Regular Plan - Growth	-	-	921,216.68	310.38
TATA Liquid Fund - Direct - Growth	32,506.63	1,154.44	-	-
TATA Money Market Fund - Direct - Growth	32,572.23	1,318.54	-	-
UTI Liquid Cash Plan Direct Growth Plan	27,150.85	1,001.71	46,013.93	1,604.99
UTI Liquid Cash Plan - Regular - Growth	16,400.46	600.83	-	-
UTI Money Market Fund - Direct - Growth	78,776.87	2,075.66	-	-
Invesco India Money Market Fund - Direct plan - Growth	91,450.21	2,440.98	-	-
Invesco India Liquid Fund - Direct - Growth	38,282.87	1,182.99	-	-
ICICI Prudential Overnight Fund-Direct Plan-Growth	19,095.78	230.77	-	-
UTI Liquid Cash Plan - Direct - Growth	132,102.87	4,873.81	-	-
<b>Total (B)</b>		<b>55,537.80</b>		<b>31,961.03</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 6: Financial assets (Contd.)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	(₹ in Lacs)	Number	(₹ in Lacs)
<b>C. Investment in corporate bonds - Quoted</b> (at fair value through other comprehensive Income)				
8.83% ONGC Petro Additions Limited 2025	10.00	111.35	-	-
<b>Total (C)</b>		<b>111.35</b>		<b>-</b>
<b>Total current investments (A+B+C)</b>		<b>56,225.08</b>		<b>32,750.48</b>
<b>Aggregate amount of quoted investments and market value thereof</b>		<b>687.28</b>		<b>789.45</b>
<b>Aggregate amount of unquoted investments</b>		<b>55,537.80</b>		<b>31,961.03</b>
<b>Aggregate amount of impairment in value of investments</b>		<b>-</b>		<b>-</b>

#### b. Non-current investments

Particulars	As at March 31, 2023			As at March 31, 2022		
	Number	Face value (₹)	(₹ in Lacs)	Number	Face value (₹)	(₹ in Lacs)
<b>A. Investment in equity instruments (fully paid up)</b>						
<b>Unquoted</b>						
<b>(i) Associate Company (at equity method)</b>						
Myloancare Ventures Private Limited (Associate till June 07, 2022)	-	-	-	5,633	10.00	127.83
Visit Health Private Limited	270,782	10.00	1,985.51	260,783	10.00	1,946.41
YKNP Marketing Management LLC	108	AED 1000	1,678.67	-	-	-
<b>Sub-total</b>			<b>3,664.18</b>			<b>2,074.34</b>
<b>(ii) Others (at fair value through profit or loss)</b>						
Swasth Digital Health Foundation	5,000	100.00	5.00	5,000	100.00	5.00
<b>Sub-total</b>			<b>5.00</b>			<b>5.00</b>
<b>Total (A)</b>			<b>3,669.18</b>			<b>2,079.34</b>
<b>B. Investments in preference shares (fully paid up)</b>						
<b>Unquoted</b>						
<b>(i) Associate Company (at equity method)</b>						
0.01% Non-cumulative compulsorily convertible preference shares in Myloancare Ventures Private Limited (Associate till June 07, 2022)	-	-	-	11,367	10.00	255.96
<b>Total (B)</b>			<b>-</b>			<b>255.96</b>
<b>C. Investments in debt instruments (fully paid up)</b>						
<b>Unquoted</b>						
<b>(i) Associate Company (at equity method)</b>						
Visit Health Private Limited	144,511	738.00	1,080.94	144,511	738.00	1,080.94
<b>Total (C)</b>			<b>1,080.94</b>			<b>1,080.94</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 5: Financial assets (Contd.)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Number	Face value (₹)	(₹ in Lacs)	Number	Face value (₹)	(₹ in Lacs)
<b>D. Investments - others</b>						
<b>Unquoted</b>						
Investment in Wakala deposit (at fair value through profit or loss)	-	-	1,234.21	-	-	1,140.83
<b>Total (D)</b>			<b>1,234.21</b>			<b>1,140.83</b>
<b>Total (A+B+C+D)</b>			<b>5,984.33</b>			<b>4,557.09</b>
<b>Aggregate amount of quoted investments and market value thereof</b>			-			-
<b>Aggregate amount of unquoted investments</b>			<b>5,984.33</b>			<b>4,557.09</b>
<b>Aggregate amount of impairment in value of investments</b>			-			-

**Notes:**

i. Face value is in Indian Rupees unless otherwise stated.

**c. Loans**

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Loan to employees	67.23	51.26
Loss allowance	-	(3.95)
<b>Total</b>	<b>67.23</b>	<b>47.31</b>
<b>Break-up of security details</b>		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	67.23	51.26
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
<b>Total</b>	<b>67.23</b>	<b>51.26</b>
Loss allowance	-	(3.95)
<b>Total Loans</b>	<b>67.23</b>	<b>47.31</b>

**d. Loans towards financing activities**

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good</b>		
Non-current	747.11	-
Current	480.43	-
<b>Total</b>	<b>1,227.54</b>	<b>-</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 6: Financial assets (Contd.)

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Break-up of security details</b>		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	1,227.54	-
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
<b>Total</b>	<b>1,227.54</b>	-
Loss allowance	-	-
<b>Total Loans towards financing activities#</b>	<b>1,227.54</b>	-

# Represents loans given to external customers by MyLoanCare Ventures Private Limited (a "subsidiary") as part of its lending operations.

#### e. Trade receivables

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables from contract with customers		
- Billed	28,471.03	8,071.23
- Unbilled #	40,189.55	28,644.07
Loss allowance	(929.64)	(628.02)
<b>Total</b>	<b>67,730.94</b>	<b>36,087.28</b>
Current portion	67,730.94	36,087.28
Non- Current portion	-	-
<b>Break-up of security details</b>		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	68,660.58	36,705.95
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	9.35
<b>Total</b>	<b>68,660.58</b>	<b>36,715.30</b>
Less: Loss allowance	(929.64)	(628.02)
<b>Total</b>	<b>67,730.94</b>	<b>36,087.28</b>

# The receivable is 'unbilled' because the Group has not yet issued an invoice; however, the balance has been included under trade receivables because it is an unconditional right to consideration.

#### Aging of trade receivables as at March 31, 2023:

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	
Undisputed trade receivables							
considered good	40,189.55	23,294.64	4,578.32	551.87	9.20	37.00	68,660.58
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
Disputed trade receivables							
considered good	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>40,189.55</b>	<b>23,294.64</b>	<b>4,578.32</b>	<b>551.87</b>	<b>9.20</b>	<b>37.00</b>	<b>68,660.58</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 6: Financial assets (Contd.)

Aging of trade receivables as at March 31, 2022:

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date							Total
	Unbilled	Not due	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	28,644.07	4,998.15	2,759.81	191.01	74.87	1.16	36.87	36,705.95
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	9.35	-	-	9.35
<b>Total</b>	<b>28,644.07</b>	<b>4,998.15</b>	<b>2,759.81</b>	<b>191.01</b>	<b>84.22</b>	<b>1.16</b>	<b>36.87</b>	<b>36,715.30</b>

#### f. Cash and cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- in current accounts	3,214.56	12,259.64
Cheques on hand	16.93	-
Deposits with original maturity of less than 3 months	3,997.17	24,475.00
Cash on hand	5.38	5.14
<b>Total</b>	<b>7,234.04</b>	<b>36,739.78</b>

#### g. Other bank balances

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months*	69,037.96	333,283.81
<b>Total</b>	<b>69,037.96</b>	<b>333,283.81</b>

\* Includes fixed deposits of ₹ 6,031.90 Lacs (March 31, 2022 - ₹ 5,535.90 Lacs) under lien

#### h. Other financial assets

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
Security deposits	1,714.60	849.11
Deposits with insurance companies	21.25	21.25
Balances in fixed deposit accounts with original maturity more than 12 months*	159,787.00	33.83
Capital contribution in equity instruments pending allotment #	499.50	499.50
<b>Total</b>	<b>162,022.35</b>	<b>1,403.69</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 6: Financial assets (Contd.)

(₹ in Lacs)

Particulars	As at March 31, 2023		As at March 31, 2022	
<b>Particulars</b>	<b>As at March 31, 2023</b>		<b>As at March 31, 2022</b>	
<b>Current</b>				
Security deposits	221.87		726.15	
Less: Loss allowance	-	221.87	(162.32)	563.83
Balances in fixed deposit accounts with original maturity with more than 12 months**		206,330.60		111,803.17
Amount recoverable from employees	106.89		156.53	
Less: Loss allowance	(13.38)	93.51	-	156.53
Recoverable from customers for TDS deducted u/s 194O		779.70		311.33
Interest accrued but not due		88.49		-
Others		4.20		1.00
<b>Total</b>		<b>207,518.37</b>		<b>112,835.86</b>

\* Includes fixed deposits of ₹ 34.06 Lacs (March 31, 2022 - ₹ 33.83 Lacs) under lien.

\*\* Includes fixed deposits of ₹ 65.38 Lacs (March 31, 2022 - ₹ Nil) under lien.

# PB Marketing and Consulting Private Limited (the "Wholly owned subsidiary" or "PB Marketing") proposes for investment in equity instruments of the New Umbrella Entity ("NUE") that focus on pan India retail payment systems under RBI NUE framework. The capital contribution amount is deposited with escrow account of Foster Payment Network Private Limited maintained with IndusInd Bank Limited, as it is a pre-requisites for applying with RBI to procure the requisite authorisation under the NUE Framework to set up an NUE (as a 'for-profit' company incorporated in India under the Companies Act, 2013).

### Note 7: Current tax assets (Net)

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance income tax [net of provision ₹ Nil (March 31, 2022: ₹ 772.68 Lacs)]	12,893.14	7,915.95
<b>Total</b>	<b>12,893.14</b>	<b>7,915.95</b>

### Note 8: Other non-current assets

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	176.37	-
Prepaid expenses	27.73	20.96
<b>Total</b>	<b>204.10</b>	<b>20.96</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 9: Other current assets

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to vendors	315.49	236.20
Less: Loss allowance	(31.11)	(23.90)
	<b>284.38</b>	<b>212.30</b>
Balance with Government Authorities	2,560.05	4,378.23
Prepaid expenses	890.42	805.66
Others	193.11	13.33
<b>Total</b>	<b>3,927.97</b>	<b>5,409.52</b>

### Note 10: Equity

#### a. Equity share capital

Authorised equity share capital	Number of shares	Amount (₹ In Lacs)
As at April 01, 2021	500,000	10.00
Add: Increase during the year	490,000,000	9,800.00
<b>As at March 31, 2022</b>	<b>490,500,000</b>	<b>9,810.00</b>
Add: Increase during the year	-	-
<b>As at March 31, 2023</b>	<b>490,500,000</b>	<b>9,810.00</b>

#### i. Movements in equity share capital

Particulars	Number of shares	Amount (₹ In Lacs)
As at April 01, 2021	228,195	4.56
Add: Bonus shares issued during the year [Refer note (ii) below]	176,735,820	3,534.72
Add: Conversion of cumulative compulsorily convertible preference shares into equity shares [Refer note (iii) below]	234,270,485	4,685.41
Add: Issue of shares on initial public offer during the year [Refer note (iv) below]	38,265,306	765.31
<b>As at March 31, 2022#</b>	<b>449,499,806</b>	<b>8,990.00</b>
Add: Shares issued during the year	616,543	12.33
<b>As at March 31, 2023#</b>	<b>450,116,349</b>	<b>9,002.33</b>

# Includes 3,747,238 treasury shares (March 31, 2022 - 10,398,500 treasury shares) held by Employee Stock Option Plan Trust (ESOP Trust).

- ii. Pursuant to approval of shareholders in an Extra Ordinary General Meeting held on June 19, 2021, the Company issued 176,735,820 equity shares of face value of ₹ 2/- each towards Bonus Shares on June 28, 2021 in the ratio 1:499.
- iii. Pursuant to approval of shareholders in an Extra Ordinary General Meeting held on June 19, 2021, the Company converted cumulative compulsorily convertible preference shares ("CCCPs") into equity shares as follows:
  - a) June 03, 2021: 125,985 CCCPS converted into 125,985 equity shares in the ratio of 1:1.
  - b) June 28, 2021: 468,289 CCCPS converted into 234,144,500 equity shares in the ratio of 1:500.
- iv. During the previous year, the Company completed an Initial Public Offering (IPO) of 58,262,397 Equity Shares of face value of ₹ 2/- each at a price of ₹ 980 per equity share comprising of fresh issue of 38,265,306 equity shares and on offer for sale of 19,997,091 equity shares. [Refer note 35]

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 10: Equity (Contd.)

#### v. Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having a par value of ₹ 2/- per share (March 31, 2022 - ₹ 2/- per share). Each shareholder is eligible for one vote per share held. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### vi. Details of shareholders holding more than 5% shares in the Company

	March 31, 2023		March 31, 2022	
	Number of shares	% holding	Number of shares *	% holding
Makesense Technologies Limited	59,890,000	13.31%	59,890,000	13.32%
Claymore Investment (Mauritius) Pte Ltd	25,737,500	5.72%	25,737,500	5.73%
SVF India Holdings (Cayman) Limited	25,940,000	5.76%	25,940,000	5.77%
Tencent Cloud Europe B.V.	37,665,000	8.37%	37,665,000	8.38%
<b>Total</b>	<b>149,232,500</b>	<b>33.15%</b>	<b>149,232,500</b>	<b>33.20%</b>

#### vii. Details of shareholding of promoters:

The Company is a professionally managed Company and it does not have any promoters in terms of section 2(69) of Companies Act, 2013.

viii. During the five years immediately preceding the reporting date, no shares have been bought back, issued for consideration other than cash except for conversion of CCCPS into equity shares (Refer note (iii)) and bonus shares issued are as follows:

	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Allotted as fully paid up equity shares by way of bonus	-	176,735,820	-	-	-	-
Additional equity shares allotted as fully paid up for conversion of CCCPS	-	233,676,211	-	-	-	-

#### b. Instruments entirely equity in nature (cumulative compulsorily convertible preference shares)

##### Authorised preference share capital

	Number of shares	Amount (₹ In Lacs)
<b>As at April 01, 2021</b>	<b>950,000</b>	<b>190.00</b>
Add: Increase during the year	-	-
<b>As at March 31, 2022</b>	<b>950,000</b>	<b>190.00</b>
Add: Increase during the year	-	-
<b>As at March 31, 2023</b>	<b>950,000</b>	<b>190.00</b>

#### i. Movements in preference share capital

Particulars	Number of shares	Amount (₹ In Lacs)
As at April 01, 2021	594,274	118.86
Less: Shares converted into equity shares during the year	(594,274)	(118.86)
<b>As at March 31, 2022</b>	<b>-</b>	<b>-</b>
As at April 01, 2022	-	-
Add/Less: Changes during the year	-	-
<b>As at March 31, 2023</b>	<b>-</b>	<b>-</b>

#### ii. Rights, preferences and restrictions attached to cumulative compulsorily convertible preference shares ('CCCPS')

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 10: Equity (Contd.)

The Company issued 594,274, 0.1% cumulative compulsorily convertible preference shares ("CCCPS"), Series A, Series B, Series C, Series D, Series E, Series F and Series G of ₹ 20 per share. These shares being mandatorily convertible along with other terms and conditions qualify as entirely equity in nature in accordance with Ind AS 32. Following were the terms and conditions of the instrument:

- a. Voting right of cumulative compulsorily convertible preference shareholders was the same as that of equity shareholders and each holder of cumulative compulsorily convertible preference shares was entitled to one vote per share.
  - b. In addition to and after payment of the Preferential Dividend, each Series A, Series B, Series C, Series D, Series E, Series F and Series G Preference Share were 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, as-if-converted basis.
  - c. The preferential dividend was payable at the rate of 0.1% per annum.
  - d. The Preferential Dividend @ 0.1% per annum was 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.
- iii. Details of shareholders holding more than 5% shares in the Company is not applicable as the preference shares were converted into equity shares. [Refer note (v)]

#### iv. Terms of conversion for cumulative compulsorily convertible preference shares

- a. The Company issued 594,274 cumulative compulsorily convertible preference shares upto March 31, 2021, which were convertible into 594,274 equity shares of ₹ 10/- each at any time at the option of the holder of the preference shares.
- b. The preference shares can be convertible automatically on (i) the expiry of 20 (twenty) years from the date of issue of such Preference Share; or (ii) upon the completion of a Qualified Public Offering and listing of all equity shares of the Company on the relevant stock exchange after such completion in accordance with the terms of the issue, whichever is earlier.

#### v. Conversion of cumulative compulsorily convertible preference shares into equity shares

Pursuant to approval of shareholders, the Company converted cumulative compulsorily convertible preference shares ("CCCPS") into equity shares as per details given below:

- a. June 03, 2021: 125,985 CCCPS converted into 125,985 equity shares in the ratio of 1:1.
- b. June 28, 2021: 468,289 CCCPS converted into 234,144,500 equity shares in the ratio of 1:500 taking effect of bonus shares issued to equity shareholders on June 28, 2021.

### Other Equity

#### c. Reserves and surplus

Particulars	(₹ in Lacs)	
	March 31, 2023	March 31, 2022
Securities premium	697,825.55	677,553.93
Retained earnings	(240,332.70)	(192,092.20)
Equity settled share based payment reserve	80,493.85	46,577.58
General reserve	1.73	1.73
Foreign currency translation reserve	635.25	134.78
FVOCI reserve - debt instruments	(1.91)	-
Treasury shares reserve	5.87	-
<b>Total reserves and surplus</b>	<b>538,627.64</b>	<b>532,175.82</b>

#### ij. Securities premium

Particulars	(₹ in Lacs)	
	March 31, 2023	March 31, 2022
Opening balance	677,553.93	292,256.23
Add: Amount received on issue of shares	-	374,234.70
Add: Exercise of options transferred from equity settled share based payment reserve	20,271.62	29,830.27
Less: Amount utilised for share issue expense (Refer note 35)	-	(10,465.99)
Less: Issue of Bonus shares	-	(3,534.72)
Less: Conversion of CCCPS into equity shares #	-	(4,566.56)
<b>Closing balance</b>	<b>697,825.55</b>	<b>677,553.93</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

## Note 10: Equity (Contd.)

## ii. Retained earnings

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	(192,092.20)	(108,660.23)
Loss for the year	(48,722.03)	(83,291.30)
Derecognition of financial liabilities incurred to the former owners of the acquired business	708.55	-
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	(227.02)	(140.67)
<b>Closing balance</b>	<b>(240,332.70)</b>	<b>(192,092.20)</b>

## iii. Equity settled share based payment reserve

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	46,577.58	15,487.01
Add: Additions for employee share-based payment expense incurred	54,187.89	60,720.84
Less: Transfer to Securities Premium for exercise of options	(20,271.62)	(29,630.27)
<b>Closing balance</b>	<b>80,493.85</b>	<b>46,577.58</b>

## iv. General reserve

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	1.73	1.73
Add: Transfer during the year from equity settled share based payment reserve	-	-
<b>Closing balance</b>	<b>1.73</b>	<b>1.73</b>

## v. Foreign currency translation reserve

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	134.78	(34.80)
Add: Currency translation adjustments relating to subsidiary	500.47	169.58
<b>Closing balance</b>	<b>635.25</b>	<b>134.78</b>

## vi. FVOCI reserve - debt instruments

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	-	-
Add: Changes in the fair value of debt instruments at FVOCI	(1.91)	-
<b>Closing balance</b>	<b>(1.91)</b>	<b>-</b>

## vii. Treasury shares reserve

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	-	-
Add: Net results of ESOP Trust operations	5.87	-
<b>Closing balance</b>	<b>5.87</b>	<b>-</b>

# As per the terms of Preference shareholders agreement, if the Company issues bonus shares to the equity shareholders, the number of equity shares to be issued on any subsequent conversion of CCCPS shall be increased proportionately. During the year ended March 31, 2022, the Company issued bonus shares to its equity shareholders in the ratio of 1:499. Pursuant to the said

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 10: Equity (Contd.)

bonus issue, the Company converted certain CCCPS into equity shares in the ratio of 1:500. The adjustment in the conversion ratio of CCCPS is consequent to issue of bonus shares to equity shareholders and accordingly the Company, based on legal opinion, utilised securities premium for the same.

#### Nature and purpose of other reserves:

**a. Securities premium**

Securities premium is used to record the premium on issue of shares. Securities premium is utilised in accordance with the provisions of the Companies Act, 2013.

**b. Equity settled share based payment reserve**

Equity settled share based payment reserve is used to recognise the grant date fair value of options issued to the employees of the Company and its subsidiaries under ESOP scheme.

**c. Foreign currency translation reserve**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

**d. General reserve**

General Reserve created on forfeiture of ESOPs in earlier years.

**e. FVOCI reserve - debt instruments**

The Group has elected to recognise changes in the fair values of certain investments in debt instruments in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earning when relevant debt securities are derecognised.

**f. Treasury shares reserve**

Treasury shares reserve represents purchase value of own shares of the Company through Etechaces Employees Stock Option Plan Trust.

**d. Non-controlling interests (NCI)**

Below is the summarised financial information for a subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for such subsidiary are before inter-company eliminations.

#### Summarised balance sheet:

##### MyLoanCare Ventures Private Limited

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Current assets	3,005.44	-
Current liabilities	302.01	-
<b>Net current assets (A)</b>	<b>2,703.43</b>	-
Non-current assets	1,121.45	-
Non-current liabilities	206.35	-
<b>Net non-current assets (B)</b>	<b>915.10</b>	-
<b>Net assets (A+B)</b>	<b>3,618.53</b>	-
<b>Accumulated NCI</b>	<b>849.72</b>	-

#### Summarised statement of profit and loss:

##### MyLoanCare Ventures Private Limited

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

## Note 10: Equity (Contd.)

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Income:</b>		
Revenue from operations	745.83	-
Loss for the year	(581.13)	-
Other comprehensive income/(loss)	(15.88)	-
<b>Total comprehensive income/(loss) for the year</b>	<b>(597.01)</b>	<b>-</b>
Loss allocated to NCI	(71.89)	-
Dividends paid to NCI	-	-

## Summarised statement of cash flows:

## MyLoanCare Ventures Private Limited

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash flows from operating activities	(1,603.07)	-
Cash flows from investing activities	(1,494.36)	-
Cash flows from financing activities	3,628.18	-
<b>Net Increase / (decrease) in cash and cash equivalents</b>	<b>530.75</b>	<b>-</b>

## Note 11: Financial liabilities

## a. Trade payables

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Trade payables: micro and small enterprises*	1,422.59	838.87
Trade payables: others	29,187.77	18,937.40
Trade payables to related parties [Refer note 28]	-	43.20
<b>Total</b>	<b>30,610.36</b>	<b>19,819.47</b>

\* includes amount of 0.10 Lacs (March 31, 2022 - ₹ 5.21 Lacs) payable to Visit Health Private Limited which is a micro enterprise

## Aging of trade payables as at March 31, 2023:

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro and small enterprises	53.59	1,069.25	295.33	1.78	0.02	2.62	1,422.59
Others	18,911.32	8,113.20	3,925.80	164.56	5.31	67.58	29,187.77
Disputed trade payables							
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>16,964.91</b>	<b>9,182.45</b>	<b>4,221.13</b>	<b>166.34</b>	<b>5.33</b>	<b>70.20</b>	<b>30,610.36</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 11: Financial liabilities (Contd.)

Aging of trade payables as at March 31, 2022:

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro and small enterprises	-	679.84	155.23	1.18	-	2.62	838.87
Others	6,787.26	10,821.02	1,184.82	13.73	10.58	163.19	18,980.80
Disputed trade payables							
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>6,787.26</b>	<b>11,500.86</b>	<b>1,340.05</b>	<b>14.91</b>	<b>10.58</b>	<b>165.81</b>	<b>19,819.47</b>

#### b. Other financial liabilities

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Employee related payables	11,667.26	7,048.10
Capital creditors*	215.76	128.91
Others	2.75	1.90
<b>Total</b>	<b>11,885.77</b>	<b>7,178.91</b>

\* Includes amount of ₹ 163.52 (March 31, 2022 - ₹ 62.28 Lacs) payable to micro and small enterprises

### Note 12: Employee benefit obligations

(₹ in Lacs)

Particulars	March 31, 2023			March 31, 2022		
	Current	Non-current	Total	Current	Non-current	Total
Gratuity	1.86	2,443.64	2,445.50	0.05	2,494.22	2,494.27
Compensated absences	2,822.28	12.18	2,834.46	2,047.47	-	2,047.47
<b>Total employee benefit obligations</b>	<b>2,824.14</b>	<b>2,455.82</b>	<b>5,279.96</b>	<b>2,047.52</b>	<b>2,494.22</b>	<b>4,541.74</b>

#### i. Compensated absences

The leave obligations cover the Group's liability for earned leaves. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

The amount of the provision of ₹ 2,822.28 Lacs (March 31, 2022 - ₹ 2,047.47 Lacs) is presented as current with respect to companies in the Group which does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees of such companies to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Leave obligations not expected to be settled within the next 12 months	2,034.96	1,456.63

#### ii. Defined contribution plans

##### a. Provident Fund

The Group has a defined contribution plan in respect of provident fund. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year ended March 31, 2023 towards defined contribution plan is ₹ 2,853.71 Lacs (March 31, 2022- ₹ 1,977.03 Lacs) [Refer Note 16]

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 12: Employee benefit obligations (Contd.)

#### b. Employee State Insurance

The Group has a defined contribution plan in respect of employee state insurance. The expense recognised during the year ended March 31, 2023 towards defined contribution plan is ₹ 374.90 Lacs (March 31, 2022 - ₹ 296.92 Lacs) [Refer Note 16]

#### iii. Post employment benefit plan obligations- Gratuity

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contribution to recognised funds in India. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

#### a. The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in Lacs)

	Present value of obligation	Fair value of plan assets	Net amount
<b>April 01, 2021</b>	<b>2,426.88</b>	<b>(145.17)</b>	<b>2,281.71</b>
Current Service Cost	645.68	-	645.68
Interest Cost	153.27	(1.59)	151.68
<b>Total amount recognised in profit or loss</b>	<b>798.95</b>	<b>(1.59)</b>	<b>797.36</b>
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(3.60)	(3.60)
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(161.38)	-	(161.38)
Experience (gains)/losses	306.23	-	306.23
<b>Total amount recognised in other comprehensive income</b>	<b>144.85</b>	<b>(3.60)</b>	<b>141.25</b>
Employer contributions	-	(722.00)	(722.00)
Benefit payments	(148.27)	144.22	(4.05)
<b>March 31, 2022</b>	<b>3,222.41</b>	<b>(728.15)</b>	<b>2,494.27</b>
<b>April 01, 2022</b>	<b>3,222.41</b>	<b>(728.15)</b>	<b>2,494.27</b>
Acquisition of subsidiary	18.85	-	18.85
<b>April 01, 2022</b>	<b>3,241.26</b>	<b>(728.15)</b>	<b>2,513.12</b>
Current Service Cost	1,085.37	-	1,085.37
Interest Cost	218.32	(96.36)	121.96
<b>Total amount recognised in profit or loss</b>	<b>1,303.69</b>	<b>(96.36)</b>	<b>1,207.33</b>
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	56.19	56.19
(Gain)/loss from change in demographic assumptions	(125.89)	-	(125.89)
(Gain)/loss from change in financial assumptions	(104.59)	-	(104.59)
Experience (gains)/losses	401.37	-	401.37
<b>Total amount recognised in other comprehensive income</b>	<b>170.89</b>	<b>56.19</b>	<b>227.08</b>
Employer contributions	-	(1,500.00)	(1,500.00)
Benefit payments	(211.91)	209.88	(2.03)
<b>March 31, 2023</b>	<b>4,503.94</b>	<b>(2,058.44)</b>	<b>2,445.50</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 12: Employee benefit obligations (Contd.)

b. The net liability disclosed above relates to funded plans are as follows:

Particulars	₹ in Lacs)	
	March 31, 2023	March 31, 2022
Present value of funded obligations	4,503.94	3,222.41
Fair value of plan assets	(2,058.44)	(728.15)
<b>Deficit of funded plan</b>	<b>2,445.50</b>	<b>2,494.28</b>

c. The significant actuarial assumptions were as follows:

	Employees Gratuity Fund		Compensated absences	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount Rate	7.20%	7.00%	7.20%	7.00%
Salary growth rate	10.00%	10.00%	10.00%	10.00%
Attrition Rate				
18 years to 30 years	9.00%	15.00%	9.00%	15.00%
30 years to 44 years	11.00%	9.00%	11.00%	9.00%
44 years to 58 years	1.00%	1.00%	1.00%	1.00%
Expected average remaining working lives of employees (years)	24.33	25.92	24.33	25.92
Mortality Table	IALM (2006-08) UITL	IALM (2006-08) UITL	IALM (2006-08) UITL	IALM (2006-08) UITL

Assumptions regarding future mortality for pension are set based on actuarial advice in accordance with published statistics and experience. The discount rate assumed is determined by reference to market yield at the balance sheet date on government bonds. The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

d. Sensitivity analysis:

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

#### Impact on defined benefit obligation

	Impact on defined benefit obligation (%)					
	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate	1%	1%	-9.73%	-11.53%	11.60%	13.89%
Salary growth rate	1%	1%	7.84%	9.48%	-7.40%	-8.85%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. Assumptions other than discount rate and salary growth rate are not material for the Company.

e. The major categories of plans assets are as follows:

Funds Managed by Insurers\* - 100%

\*The Funds are managed by Life Insurance Corporation and Kotak Mahindra Life Insurance Company Limited. They do not provide breakup of plan assets by investment type.

f. Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

#### Asset volatility:

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 12: Employee benefit obligations (Contd.)

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The gratuity fund is administered through Life Insurance Corporation of India and Kotak Mahindra Life Insurance Company Limited (insurers) under its group gratuity scheme. Accordingly almost the entire plan asset investments is maintained by the insurers. These are subject to interest rate risk which is managed by the insurers.

#### Changes in bond yields:

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurers. The gratuity fund is administered through Life Insurance Corporation (LIC) of India & Kotak Mahindra Life Insurance Company Limited under its Group Gratuity Scheme.

#### g. Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8.4 years (March 31, 2022- 9.2 years).

(₹ in Lacs)

	Less than a year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
<b>March 31, 2023</b>					
Post employment defined benefit obligation (Gratuity)	462.67	515.42	1,834.41	4,526.70	7,339.20
<b>Total</b>	<b>462.67</b>	<b>515.42</b>	<b>1,834.41</b>	<b>4,526.70</b>	<b>7,339.20</b>
<b>March 31, 2022</b>					
Post employment defined benefit obligation (Gratuity)	280.46	322.30	1,173.55	2,763.10	4,519.41
<b>Total</b>	<b>260.46</b>	<b>322.30</b>	<b>1,173.55</b>	<b>2,763.10</b>	<b>4,519.41</b>

### Note 13: Other current liabilities

(₹ in Lacs)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Statutory dues payable	6,375.73	2,700.56
Advance from customers	57.77	5.14
Deferred revenue	-	7.68
Liabilities towards employees laptop scheme	21.35	187.30
Others	32.94	5.90
<b>Total</b>	<b>6,487.79</b>	<b>2,906.58</b>

### Note 14: Revenue from operations

(₹ in Lacs)

Sale of services (net of applicable taxes):	Year ended	Year ended
	March 31, 2023	March 31, 2022
Insurance commission	59,910.15	38,277.87
Outsourcing services	54,915.94	33,283.20
Rewards	11,958.62	7,392.40
Commission from online aggregation of financial products	38,421.16	14,296.36
Online marketing and consulting	83,948.84	40,320.22
Sale of leads	5,474.19	7,260.05
IT support services	911.84	1,658.91
Human health services	22.68	-
Interest & fees income - lending operations	221.29	-
<b>Total</b>	<b>255,784.71</b>	<b>142,488.01</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 15: Other income

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Interest income		
- On bank deposits	21,588.81	10,071.66
- On income tax refund	372.28	53.37
- On unwinding of discount - measured at amortised cost	124.88	200.75
- On Corporate Deposits	9.79	-
Net gain on sale on financial assets mandatorily measured at fair value through profit or loss	2,865.86	1,446.88
Net fair value gains on financial assets mandatorily measured at fair value through profit or loss	632.13	462.76
Gain on termination of leases	37.98	106.96
Net gain - foreign exchange differences	2.21	-
Covid-19 related rent concessions	-	178.96
Profit on sale of property, plant and equipment	-	15.49
Liabilities no longer required written back	264.80	2.02
Miscellaneous income	0.47	-
<b>Total</b>	<b>25,899.21</b>	<b>12,538.85</b>

### Note 16: Employee benefit expense

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	92,111.88	60,013.20
Contributions to provident and other funds [Refer note 12]	3,228.61	2,273.95
Compensated absences	1,413.97	822.44
Gratuity [Refer note 12]	1,207.33	797.36
Staff welfare expenses	1,758.25	826.31
Employee share-based payment expense [Refer note 25(b)]	54,239.97	60,720.84
<b>Total</b>	<b>153,960.01</b>	<b>125,554.10</b>

### Note 17: Depreciation and amortisation expense

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment	2,519.25	1,720.64
Depreciation of right-of-use assets	3,567.93	2,322.48
Amortisation of intangible assets	294.99	240.85
<b>Total</b>	<b>6,382.17</b>	<b>4,283.97</b>

### Note 18: Advertising and promotion expenses

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Advertisement expenses	134,750.56	86,073.54
Business promotion expenses	974.08	371.71
<b>Total</b>	<b>135,724.64</b>	<b>86,445.25</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

## Note 19: Network and internet expenses

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Internet and server charges	6,435.86	4,101.65
Computer and equipment rental	10.62	19.62
IT consultancy charges	355.20	214.10
Communication expenses	2,852.08	2,462.62
Others	32.58	153.61
<b>Total</b>	<b>9,686.34</b>	<b>6,951.80</b>

## Note 20: Other expenses

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Electricity and water expenses	1,200.01	687.13
Legal and professional charges #	1,489.77	2,296.18
Rent	294.07	139.21
Repairs and maintenance	607.83	479.84
Security and housekeeping expenses	682.10	409.41
Office expense	270.59	144.97
Travel and conveyance	1,852.91	551.40
Recruitment expenses	485.85	471.78
Rates and taxes	295.82	193.55
Insurance	525.00	190.50
Printing and stationery	192.37	89.68
Postage and courier expense	116.81	97.38
Payment gateway charges	6,867.86	6,030.96
Bank charges	23.70	19.59
Contract Staff	1,946.69	219.37
Training and seminar	510.01	224.07
Loss allowance - trade receivables	268.82	444.05
Corporate social responsibility expenditure	4.00	46.63
Loss allowance - loans and other financial assets	7.21	186.27
Property, plant and equipment written off	5.07	0.42
Loss on sale of property, plant and equipment	0.27	-
Bad debts	127.62	43.91
Net loss - foreign exchange differences	-	12.26
Membership fee and subscription charges	71.02	18.82
Commission to point-of-sale person	4,204.54	844.72
Miscellaneous expenses	523.78	150.45
<b>Total</b>	<b>22,573.82</b>	<b>13,771.54</b>

# includes ₹ 176.00 Lacs (March 31, 2022: ₹ 191.00 Lacs) as sitting fees and remuneration to independent directors.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 21: Finance costs

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Interest on lease liabilities	2,083.46	1,349.31
Interest expenses - others	52.80	7.47
<b>Total</b>	<b>2,136.26</b>	<b>1,356.78</b>

### Note : 22(s) Income tax expense

#### i. Income tax expense

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Current tax</b>		
Current tax on profits for the year	7.79	9.27
Tax expenses related to earlier years	(0.13)	(56.14)
<b>Total current tax expense</b>	<b>7.66</b>	<b>(46.87)</b>
<b>Deferred tax</b>		
Decrease (increase) in deferred tax assets	(9.58)	(1.09)
Total deferred tax expense/(benefit)	(9.58)	(1.09)
<b>Income tax expense</b>	<b>(1.92)</b>	<b>(47.96)</b>

#### ii. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Loss before tax	(48,779.32)	(83,335.38)
Tax at the Indian tax rate of 25.168% (March 31, 2022 - 25.168%)	(12,276.78)	(20,973.85)
Tax losses and temporary differences for which no deferred income tax was recognised	55,702.33	-45,419.26
Tax effects of amounts which are not deductible (taxable) in calculating taxable income	(43,427.47)	(24,493.37)
<b>Income tax expense</b>	<b>(1.92)</b>	<b>(47.96)</b>

### Note : 22(b) Deferred Tax Assets (Net)

#### a. Deferred tax assets (Net)

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Deferred tax liabilities	(5,022.46)	(3,629.01)
Deferred tax assets*	5,023.48	3,835.90
<b>Net deferred tax asset / (liability)</b>	<b>1.00</b>	<b>6.89</b>

\* Deferred tax assets has been recognised only to the extent of deferred tax liability. However, ₹ 1.00 Lacs pertains to MyLoanCare Ventures Private Limited acquired by the Parent entity during the year.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 22(b): Deferred Tax Assets (Net) (Contd.)

#### b. Components of deferred tax assets

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Property, plant and equipment and intangible assets	492.49	508.50
Employee benefit obligations	1,308.07	1,139.06
Provision for loss allowance	224.67	148.69
Provision for doubtful advances	7.83	13.80
Lease liabilities	36,069.23	28,451.17
Tax losses	22,398.26	18,612.25
Others	224.24	175.01
<b>Total</b>	<b>60,724.79</b>	<b>49,048.28</b>

#### c. Components of deferred tax liabilities

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Right of use assets	5,022.46	3,628.84
Net gain on financial assets carried at fair value through profit or loss	-	0.17
<b>Total</b>	<b>5,022.46</b>	<b>3,629.01</b>

#### (d) Unused tax losses and unrecognised temporary differences:

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Unused tax losses	201,701.61	166,339.90
Other tax credits #	8,133.31	5,394.97
Deductible temporary differences	11,487.13	8,729.48
<b>Total</b>	<b>221,322.05</b>	<b>180,464.34</b>
Potential tax benefit @ 25.168%	55,702.33	45,419.27
<b>Expiry dates for unused tax losses</b>		
- March 31, 2023	-	173.18
- March 31, 2024	8,460.26	8,620.26
- March 31, 2025	5,727.61	5,727.61
- March 31, 2026	2,179.07	2,232.18
- March 31, 2027	30,311.92	30,327.05
- March 31, 2028	29,523.50	29,523.50
- March 31, 2029	14,861.72	14,861.72
- March 31, 2030	75,112.01	74,874.40
- March 31, 2031	35,525.52	-

# It includes unabsorbed depreciation which can be carried forward indefinitely and have no expiry date.

Note: The Group has accumulated business losses of ₹ 2,09,834.92 Lacs (Previous year - ₹ 1,71,734.87 Lacs) [including accumulated unabsorbed depreciation of ₹ 8,133.31 Lacs (Previous Year - ₹ 5,394.97 Lacs)] as per the provisions of the Income Tax Act, 1961. The unabsorbed business losses amounting to ₹ 2,01,701.61 Lacs (Previous Year ₹ 1,66,339.90 Lacs) are available for offset for maximum period of eight years from the incurrence of loss.

As at the year ended March 31, 2023 and March 31, 2022, the Group has net deferred tax assets comprising of deductible temporary differences, brought forward losses and unabsorbed depreciation under tax laws. In the absence of reasonable certainty as to its realization of Deferred Tax Assets (DTA), the same has not been recognised in respect of some of the entities.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 23: Tax Collected at Source under Goods and Services Tax

Policybazaar Insurance Brokers Private Limited (the "Wholly owned subsidiary" or "Policybazaar") is an electronic commerce operator ("operator") under the Central Goods and Services Tax Act, 2017 ("CGST Act"). The said Act requires every operator, not being an agent, to collect an amount, calculated at the prescribed rate, on the value of taxable supplies made through it where the consideration for such supplies is collected by the operator.

In the assessment of the management supported by legal advice, the aforesaid requirement of collecting tax at source is not applicable to Policybazaar as Policybazaar is not engaged in collecting money on behalf of the insurers and the money flows directly from the customers to the insurance company through a nodal bank account. In view of the management, Policybazaar merely facilitates transfer of insurance premium to the insurance companies and is required to ensure transfer of the full amount of such premium, without the ability to deduct any amounts paid by the customers. Accordingly, the above matter is not likely to have any impact and accordingly, no provision has been made in these financial statements.

Policybazaar also made representation to the Government authorities and the Principal Regulator ("IRDAI") in the earlier years, seeking clarification and exemption from applicability of the above section on insurance intermediaries.

### Note 24: Contingent liabilities and Commitments

#### i. Contingent liabilities

##### a. Claims against the Company not acknowledged as debts :

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Income tax matters (including interest and penalties)	6,845.47	2,558.59
	<b>6,845.47</b>	<b>2,558.59</b>

- b. The Insurance Regulatory and Development Authority of India ("IRDAI") had carried out certain inspections of the books of account and records of Policybazaar Insurance Brokers Private Limited (the "Wholly owned subsidiary" or "Policybazaar") to examine compliance with relevant laws and regulations for various financial years and issued its reports, requesting for responses to the observations stated therein. Policybazaar submitted its responses to the IRDAI subsequent to which IRDAI issued show cause notices in respect of the above inspection reports and certain other matters.

In the assessment of the management, supported by legal advice, as applicable, the above matters are not likely to have a significant impact on the continuing operations of Policybazaar as well as these financial statements. Policybazaar also reviewed the same in the light of IND AS 37 and concluded that at this stage a reliable estimate cannot be made of the possible obligation and the exact impact will be known on the conclusion of the proceedings by the IRDAI.

- c. In connection with the communication with Directorate General of GST (DGGI) relating to input credit availed by certain vendors of Paisabazaar Marketing and Consulting Private Limited (the "Wholly owned subsidiary" or "Paisabazaar"), Paisabazaar has provided necessary information / clarifications and made an initial deposit as agreed with DGGI. As per management assessment supported by tax counsel opinion no liability is likely to accrue on this matter and no adjustments on the financial statements is required. The Group has also received certain summons from the taxation authorities seeking various information/details for which the Group is taking necessary action.

Note: The Group engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against above disputes. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of above pending resolution of the respective proceedings.

#### ii. Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Property, plant and equipment	509.91	886.68
Intangible assets	-	1.25
	<b>509.91</b>	<b>887.93</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 25: Share based payments

#### a. Employee option plan

The Company instituted the Employee Stock Option Plan(s) to grant equity based incentives to eligible employees of the Company and its subsidiaries. The Company has three ESOP schemes, namely, Employee Stock Option Plan 2014 ("ESOP-2014"), Employee Stock Option Plan 2020 ("ESOP - 2020") and Employees Stock Option Plan - 2021 ("ESOP - 2021"). With an objective to implement the ESOP- 2014 and ESOP- 2020, the Company formed the Etechaces Employees Stock Option Plan Trust (the "ESOP Trust") to hold or possess Equity Shares and subsequently allot or transfer them to employees in accordance with the terms of the ESOP Schemes, as applicable. ESOP - 2021 scheme is implemented and administered directly by the Company.

The options granted till March 31, 2023 have minimum vesting period of 1 year and maximum 5 years from the date of grant.

#### i. Summary of options granted under plan:

	March 31, 2023		March 31, 2022	
	Weighted Average exercise price per share option (₹)	Number of options [Refer note (ii)]	Weighted Average exercise price per share option (₹)	Number of options [Refer note (ii)]
Opening Balance	2	26,390,202	2	67,585
Granted during the year	2	1,458,364	2	18,250,562
Exercised during the year	2	(7,262,805)	2	(12,170,755)
Forfeited/lapsed during the year	2	(518,917)	2	(83,955)
Options grant pursuant to bonus issued during the year	2	-	2	20,326,765
<b>Closing Balance</b>		<b>20,066,844</b>		<b>26,390,202</b>
Vested and exercisable	2	278,324	2	5,850,500

ii. Pursuant to approval of the shareholders in an Extra Ordinary General Meeting of the Company held on June 19, 2021, the Company issued bonus shares to equity shareholders in the ratio of 1:499 (record date - June 28, 2021). The disclosures below (including comparatives) have been adjusted taking effect of bonus shares.

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

#### iii. Share options outstanding at the end of year have following expiry date and exercise prices :

Grant	Grant date	Expiry date	ESOP Scheme	Exercise price	Share options March 31, 2023	Share options March 31, 2022	
Grant 7	December 01, 2017	March 31, 2030	ESOP- 2014	2	-	72,500	
Grant 11	April 01, 2020	March 31, 2030	ESOP- 2014	2	-	40,500	
Grant 12	December 01, 2020	March 31, 2030	ESOP- 2014	2	-	40,500	
Grant 13	December 01, 2020	March 31, 2030	ESOP- 2020	2	-	5,657,500	
Grant 14	December 01, 2020	March 31, 2030	ESOP- 2020	2	1,892,500	2,372,500	
Grant 15	October 05, 2021	March 31, 2030	ESOP- 2020	2	1,676,864	2,131,240	
Grant 16	October 05, 2021	March 31, 2030	ESOP- 2021	2	2,994,236	4,009,599	
Grant 17	October 05, 2021	March 31, 2030	ESOP- 2021	2	12,065,863	12,065,863	
Grant 18	November 16, 2022	March 31, 2030	ESOP- 2021	2	1,437,581	-	
<b>Total</b>					<b>20,066,844</b>	<b>26,390,202</b>	
					<b>Weighted average remaining contractual life of options outstanding at end of year</b>	<b>7.01 Years</b>	<b>8.01 Years</b>

#### iv. Fair value of options granted :

The fair value at grant date of options granted during the year ended March 31, 2023 were as given below:

a. Grant 18 (Time based vesting) - ₹ 376.21 to ₹ 376.40

(Year ended March 31, 2022 : (a) Grant 15 and 16 (Time based vesting) - ₹ 853.91 to ₹855.13

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

- b. Grant 17 (Performance based vesting, linked with valuation of share) – ₹ 822.25 to ₹ 800.5)

For Grant 18 (being time-based vesting Grant), the fair value at grant date is determined using the Black-Scholes-Merton model. The model takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted during the year ended March 31, 2023 included:

- options are granted at face value and vest upon completion of service for a period 1-5 years (March 31, 2022: 1-5 years) Vested options are exercisable till March 31, 2030.
- exercise price: ₹ 2 (March 31, 2022: ₹ 2)
- grant date: November 16, 2022 (March 31, 2022: October 05, 2021)
- expiry date: March 31, 2030 (March 31, 2022: March 31, 2030)
- expected price volatility of the company's shares: 69.39% (March 31, 2022: 50%)
- expected dividend yield: 0% (March 31, 2022: 0%)
- risk-free interest rate: 6.82 to 6.99% for Grant 18 (March 31, 2022: 6.68% for Grant 15, 16 and 17).

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

**b. Expense arising from share based payment transaction:**

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

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Employee option plan	54,239.97	60,720.84
<b>Total employee share based payment expense [Refer note 16]</b>	<b>54,239.97</b>	<b>60,720.84</b>

**Note 26: Earnings/(Loss) per share**

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Loss attributable to equity shareholders (₹ in Lacs)	A (48,793.92)	(83,291.30)
Weighted average number of equity shares of ₹ 2 each outstanding	B 444,642,686	403,667,280
Weighted average number of equity shares used as the denominator in calculating basic earnings per share [Refer note 1 below]	C 444,921,010	409,517,780
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share [Refer note 1 below]	D 444,921,010	409,517,780
<b>Basic earnings/(Loss) per share (₹)</b>	A/C (10.97)	(20.34)
<b>Diluted earnings/(Loss) per share (₹)</b>	A/D (10.97)	(20.34)
<b>Note 1: Weighted average number of shares used as the denominator:</b>		
Weighted average number of equity shares [Refer note 2]	444,642,686	403,667,280
- Employee stock options (vested and exercisable)	278,324	5,850,500
<b>Weighted average number of equity shares used as the denominator in calculating basic/diluted earnings per share</b>	<b>444,921,010</b>	<b>409,517,780</b>

**Note 2:** Treasury shares are excluded from weighted-average numbers of Equity Shares used as a denominator in the calculation of basic and diluted EPS.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 26: Earnings/(Loss) per share (Contd.)

**Note 3:** Stock options granted to the employees under various ESOP schemes are considered to be potential equity shares. The stock options have not been included in the determination of basic earnings per share to the extent they are unvested. Since these unvested shares would decrease the loss per share, these are anti-dilutive in nature and therefore, not included in determination of diluted EPS as well. For details relating to stock options, refer Note 25.

### Note 27: Interests in other entities

#### a. Subsidiaries

The subsidiaries in the Group as at March 31, 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Parent entity, and the proportion of ownership interests held equals the voting rights held by the Parent entity. The Country of incorporation or registration is also their principal place of business.

Name of Entity	Place of Business/ Country of Incorporation	Ownership interests held by the group		Ownership interest held by non-controlling interests		Principal Activities
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
		%	%	%	%	
Policybazaar Insurance Brokers Private Limited	India	100	100	-	-	Licensed insurance broker, engaged in providing insurance broker services
Paisabazaar Marketing and Consulting Private Limited	India	100	100	-	-	Online comparison and sales of financial products
Icall Support Services Private Limited	India	100	100	-	-	Call centre operations
Accurex Marketing and Consulting Private Limited	India	100	100	-	-	Support services in motor vehicle claims and related assistance
PB Marketing and Consulting Private Limited	India	100	100	-	-	Online, offline and direct marketing of Insurance products
Docprime Technologies Private Limited	India	100	100	-	-	Engaged in online healthcare related services
PB Financial Account Aggregators Private Limited	India	100	100	-	-	Business of account aggregation
Visit Internet Services Private Limited	India	100	100	-	-	Engaged in integrated health care, medical and related services
MyLoanCare Ventures Private Limited (w.e.f June 8, 2022)	India	70.10	-	29.90	-	Engaged in lending business and online comparison and sales of financial products
MLC Finotech Private Limited (w.e.f. October 11, 2022)	India	70.10	-	29.90	-	Online comparison and sales of financial products
PB Fintech FZ-LLC	UAE	100	100	-	-	Online, offline and direct marketing of Insurance products
ZPHIN Computer Systems and Software Designing Sole Proprietorship L.L.C. (w.e.f. November 23, 2022)	UAE	100	-	-	-	Engaged in business of Information technology and related services

## Notes forming part of the Consolidated Financial Statements

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### b. Interests in associates - individually immaterial associates

The Group has two associates (namely, Visit Health Private Limited and YKNP Marketing Management LLC as at March 31, 2023; Myloancare Ventures Private Limited and Visit Health Private Limited as at March 31, 2022) which, in the opinion of the directors, are not material to the group. These individually immaterial associates are accounted for using the equity method.

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
Aggregate carrying amount of individually immaterial associates	4,745.12	3,411.27
Aggregate amounts of the group's share of:		
Loss from continuing operations	(16.52)	(3.86)
Post-tax profit/loss from discontinued operations	-	-
Other comprehensive income	-	0.80
<b>Total comprehensive income / (loss)</b>	<b>(16.52)</b>	<b>(3.08)</b>

### Note 28: Related Party Disclosures:

Disclosures in accordance with the requirements of IND AS - 24 on Related Party Disclosures, as identified by the management are set out as below:

#### a. Names of Related Parties and nature of relationship:

##### i. Entities where control exists – direct and indirect subsidiaries:

S. No.	Name of the entity	Principal place of operation / Country of Incorporation	Principal Activities	% Shareholding / Voting Power	
				As at March 31, 2023	As at March 31, 2022
<b>Direct Subsidiaries</b>					
1	Policybazaar Insurance Brokers Private Limited.	India	Licensed insurance broker, engaged in providing insurance broker services	100%	100%
2	Paisabazaar Marketing and Consulting Private Limited	India	Online comparison and sales of financial products	100%	100%
3	Icall Support Services Private Limited	India	Call centre operations	100%	100%
4	Accurex Marketing and Consulting Private Limited	India	Support services in motor vehicle claims and related assistance	100%	100%
5	PB Marketing and Consulting Private Limited	India	Online, offline and direct marketing of insurance products	100%	100%
6	Docprime Technologies Private Limited	India	Engaged in online healthcare related services	100%	100%
7	PB Financial Account Aggregators Private Limited	India	Business of account aggregation	100%	100%
8	PB Fintech FZ-LLC	UAE	Online, offline and direct marketing of insurance products	100%	100%

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 28: Related Party Disclosures (Contd.)

S. No.	Name of the entity	Principal place of operation / Country of Incorporation	Principal Activities	% Shareholding / Voting Power	
				As at March 31, 2023	As at March 31, 2022
9	MyLoanCare Ventures Private Limited (w.e.f June 8, 2022)	India	Engaged in lending business and online comparison and sales of financial products	70.10%	-
<b>Indirect Subsidiaries</b>					
1	Visit Internet Services Private Limited (Subsidiary of Docprime Technologies Private Limited)	India	Engaged in integrated based health care, medical and related services	100%	100%
2	MLC Fintech Private Limited (Subsidiary of Myloancare Ventures Private Limited) (w.e.f. October 11, 2022)	India	Online comparison and sales of financial products	70.10%	-
3	ZPHIN Computer Systems and Software Designing – Sole Proprietorship L.L.C. (Subsidiary of PB Fintech FZ LLC) (w.e.f. November 23, 2022)	UAE	Information technology and related services.	100%	-

#### ii. Associates

S. No.	Name of the entity	Principal place of operation / Country of Incorporation	Principal Activities	% Shareholding / Voting Power	
				As at March 31, 2023	As at March 31, 2022
<b>Direct Associates</b>					
1	MyLoanCare Ventures Private Limited (subsidiary w.e.f June 8, 2022)	India	Engaged in lending business and online comparison and sales of financial products	-	24.93%
<b>Indirect Associates</b>					
1	YKNP Marketing Management LLC (Associate of PB Fintech FZ LLC w.e.f November 10, 2022)	UAE	Engaged in online marketing and sales consulting	26.72%	-
2	Visit Health Private Limited (Associate of Docprime Technologies Private Limited)	India	Engaged in online healthcare related services	31.62%	30.46%

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 28: Related Party Disclosures (Contd.)

#### iii. Entity under control of an entity having significant influence over the Group

S.No.	Name of the entity	Principal place of operation/Country of Incorporation
1	Makesense Technologies Limited (till November 15, 2021)	India

#### iv. Key Management Personnel (KMP):

S.No	Name	Designation
1	Mr. Yashish Dahiya	Director, Chairman and Chief Executive Officer
2	Mr. Alok Bansal	Whole Time Director and Vice Chairman
3	Mr. Mandeep Mehta	Chief Financial Officer (w.e.f. May 02, 2022)
4	Mr. Sarbvir Singh	Director
5	Ms. Kitty Agarwal	Nominee Director
6	Mr. Kaushik Dutta	Independent Director
7	Mr. Nitesh Bhaskar Sathé	Independent Director
8	Mrs. Veena Vikas Mankar	Independent Director
9	Mr. Gopalan Srinivasan	Independent Director
10	Ms. Lilian Jessie Paul	Independent Director

\*Independent directors are included only for the purpose of compliance with definition of key management personnel given under IND AS 24- Related Party Disclosures.

#### v. Relatives of key management personnel where transactions have taken place:

S.No	Name of Relatives	Relationship
1	Mrs. Swatee Agrawal	Spouse of Director

#### b. Transactions with related parties

S.No	Particulars	(₹ in Lacs)			
		Associates / Entity under control of an entity having significant influence over the Group		Key Management Personnel (KMP) / Relatives of KMP	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
1	<b>Amount reimbursed from entity under control of an entity having significant influence over the Group (for expenses incurred by the Company)</b>				
	- Others expense				
	Makesense Technologies Limited	-	5.15	-	-
2	<b>Medical Teleservices received from associate company</b>				
	Visit Health Private Limited	2.48	15.90	-	-
3	<b>Remuneration (Gross of Tax)</b>				
	Mr. Yashish Dahiya	-	-	21,313.94	28,699.71
	Mr. Mandeep Mehta	-	-	358.27	-
	Mr. Alok Bansal	-	-	9,189.86	12,365.54
	Others (Independent Directors)	-	-	176.00	191.00
4	<b>IT consultancy charges</b>				
	Swatee Agrawal	-	-	1.83	18.83

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 28: Related Party Disclosures (Contd.)

#### c. Related parties balances as at year end

(₹ in Lacs)

S. No	Particulars	Associates / Entity under control of an entity having significant influence over the Group		Key Management Personnel (KMP) / Relatives of KMP	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
1	<b>Trade Payables [Refer note 11(a)]</b>				
	Visit Health Private Limited	0.10	5.21	-	-
	Others (Independent Directors)	-	-	-	21.60

**Note 1:** Amounts are exclusive of applicable taxes.

**Note 2:** All related party transactions entered during the year were in ordinary course of the business and are on arm length basis.

#### c. Key management personnel compensation

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Short-term employee benefits*	766.25	609.40
Post-employment benefits	5.91	0.11
Other Long-term employee benefits	5.53	0.05
Employee share based payments	30,258.38	40,646.69
<b>Total compensation</b>	<b>31,036.07</b>	<b>41,256.25</b>

\* including sitting fees and remuneration to independent directors of the Company

### Note 29: Segment Reporting

The Group is primarily engaged in the business of insurance broking and providing online marketing, consulting and support services through its online portal policybazaar.com and paisabazaar.com largely for the financial services industry. The Group earns its revenue majority within India only.

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). All operating segments' results are reviewed regularly by the Company's Chief Executive Officer and Chief Financial Officer, who have been identified as the CODM, to assess the financial performance and position of the Group and makes strategic decisions.

Based on nature of services rendered, the risk and returns, internal organization and management structure, nature of the regulatory environment and the internal performance reporting systems, the management considers that the Group is organized into two reportable segments:

- Insurance services : This Segment consists of Insurance Broker services provided by the Group. Insurance broker services are regulated by the Insurance Regulatory Development Authority (Insurance Brokers) Regulations, 2018.
- Other services: This Segment consists of online marketing, consulting and support services provided largely to the financial service industry.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 29: Segment Reporting (Contd.)

(₹ in Lacs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>1 Segment Revenue:</b>		
Insurance services	126,784.71	78,953.47
Other Services	129,000.00	63,536.64
<b>Total Revenue</b>	<b>255,784.71</b>	<b>142,489.01</b>
<b>2 Segment Profit:</b>		
Profit/(loss) (before unallocated expenditure, finance cost and tax)		
Insurance services	(23,803.06)	(41,243.82)
Other Services	(22,856.52)	(40,738.67)
<b>Total Profit</b>	<b>(46,659.58)</b>	<b>(81,982.49)</b>
<b>3 Interest Income</b>		
Insurance services	2,686.19	128.55
Other Services	19,284.68	9,996.48
<b>4 Depreciation &amp; amortization</b>		
Insurance services	4,476.67	3,077.83
Other Services	1,905.50	1,206.14
<b>5 Income Tax Expense</b>		
Insurance services	-	-
Other Services	(1.92)	(47.96)

(₹ in Lacs)

Particulars	March 31, 2023	March 31, 2022
<b>6 Segment Assets</b>		
Insurance services	159,889.36	55,065.39
Other Services	465,513.13	536,493.10
<b>Total Assets</b>	<b>625,402.49</b>	<b>591,548.49</b>
<b>7 Additions to non-current assets</b>		
Insurance services	9,695.66	6,977.70
Other Services	6,940.69	6,188.13

**Note:**

1. Segment revenue is measured in the same way as in the Statement of Profit and Loss. There are no inter-segment sales.
2. Segment assets includes fixed assets, trade receivables, cash and bank balances and other current assets and are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment of the assets. Intragroup receivables and payables have been eliminated.
3. Segment profit is before income tax impact.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

4. The revenues of ₹ 43,306.81 Lacs attributable to the "Insurance Broker services" segment are derived from two external customers (March 31, 2022 - ₹14,517.45 Lacs from a single external customer and attributable to "Insurance Broker services" Segment).

### Note 30: Fair value measurements

#### a. Financial instruments by category

(₹ in Lacs)

	March 31, 2023			March 31, 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments*						
- Mutual funds	55,537.80	-	-	31,961.03	-	-
- Equity instruments	580.93	-	-	794.45	-	-
- Corporate Bonds	-	111.35	-	-	-	-
- Others	1,234.21	-	-	1,140.83	-	-
Trade receivables	-	-	67,730.94	-	-	36,087.28
Cash and cash equivalents	-	-	7,234.04	-	-	36,739.78
Other bank balances	-	-	69,037.96	-	-	333,283.81
Loan to employees	-	-	67.23	-	-	51.26
Loans towards financing activities	-	-	1,227.54	-	-	-
Other financial assets	-	-	369,540.72	-	-	114,239.55
<b>Total financial assets</b>	<b>57,352.94</b>	<b>111.35</b>	<b>514,838.43</b>	<b>33,896.31</b>	<b>-</b>	<b>520,401.68</b>

\* Excluding Investment in associates measured as per equity method in accordance with Ind AS 28

(₹ in Lacs)

	March 31, 2023			March 31, 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial liabilities</b>						
Trade payables	-	-	30,610.36	-	-	19,819.47
Other financial liabilities	-	-	11,885.77	-	-	7,178.91
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>42,496.13</b>	<b>-</b>	<b>-</b>	<b>26,998.38</b>

#### Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

#### b. Fair value hierarchy

##### Financial assets measured at fair value :

(₹ in Lacs)

As at March 31, 2023	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL:					
Investments in mutual funds	6(a)	55,537.80	-	-	55,537.80
Investments in equity instruments	6(a), 6(b)	575.93	-	5.00	580.93
Investments in others	6(b)	1,234.21	-	-	1,234.21
Financial investments at FVOCI					
Unquoted corporate bonds	6(a)	-	111.35	-	111.35
<b>Total financial assets</b>		<b>57,347.94</b>	<b>111.35</b>	<b>5.00</b>	<b>57,464.29</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

					(₹ In Lacs)
As at March 31, 2022	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVTPL:					
Investments in mutual funds	6(a)	31,961.03	-	-	31,961.03
Investments in equity instruments	6(a), 6(b)	794.45	-	-	794.45
Investments in others	6(b)	1,140.83	-	-	1,140.83
Financial investments at FVOCI					
Unquoted corporate bonds	6(a)	-	-	-	-
<b>Total financial assets</b>		<b>33,896.32</b>	<b>-</b>	<b>-</b>	<b>33,896.32</b>

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices/NAV, for example listed equity instruments, traded bonds and mutual funds that have quoted prices/NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. For example, unlisted equity securities, etc.

There are no transfers between levels 1 and 2 during the year.

The company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

### c. Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair values due to their short term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## Note 31: Financial risk and Capital management

### A. Financial risk management framework

The Company's activities expose it to market risk, liquidity risk and credit risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, loans and other financial assets measured at amortised cost	Aging analysis	Diversification of bank deposits and investments
Liquidity risk	Other financial liabilities	Rolling cash flow forecasts	Availability of surplus cash
Price Risk	Investments in mutual funds and equity investments	Credit rating	Portfolio diversification and regular monitoring

### a. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

#### Trade receivables related credit risk

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence and goodwill. Outstanding customer receivables are regularly monitored.



## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 31: Financial risk and Capital management (Contd.)

Gross carrying amount- trade receivables - billed	23,294.64	4,239.38	338.98	129.34	422.51	46.20	28,471.03
Gross carrying amount- trade receivable - unbilled	40,189.55	-	-	-	-	-	40,189.55
Expected loss rate	0%	3%	6%	53%	86%	97%	
Expected credit losses (Loss allowance - trade receivables)	280.43	141.30	26.64	69.11	365.21	44.95	929.64
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>63,203.76</b>	<b>4,098.08</b>	<b>310.32</b>	<b>60.23</b>	<b>57.30</b>	<b>1.26</b>	<b>67,730.94</b>

Year ended March 31, 2022:

a. Expected credit loss for security deposits & loans to employees:

(₹ in Lacs)

Particulars	Category	Description of category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil	Security deposits	1,575.26	0.00%	(162.32)	1,412.94
			Loans to employees	51.26	0.00%	(3.95)	47.31

b. Lifetime expected credit loss for trade receivables under simplified approach:

(₹ in Lacs)

Particulars/Ageing	Not Due	0-90 days past due	91-180 days past due	181-270 days past due	271-360 days past due	More than 360 days past due	Total
Gross carrying amount- trade receivables - billed	4,998.15	1,959.96	799.85	88.18	102.83	122.26	8,071.23
Gross carrying amount- trade receivable - unbilled	28,644.07	-	-	-	-	-	28,644.07
Expected loss rate	0%	6%	17%	34%	88%	92%	
Expected credit losses (Loss allowance - trade receivables)	145.77	114.86	133.71	30.20	90.57	112.91	628.02
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>33,496.45</b>	<b>1,845.10</b>	<b>666.13</b>	<b>57.98</b>	<b>12.26</b>	<b>9.35</b>	<b>36,087.28</b>

The following table summarizes the change in loss allowance measured using the life time expected credit loss model:

Particulars	₹ in Lacs
Loss allowance on March 31, 2021	183.72
Changes in loss allowance	444.30
Loss allowance on March 31, 2022	628.02
Changes in loss allowance	301.62
Loss allowance on March 31, 2023	929.64

**Treasury related credit risk**

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 31: Financial risk and Capital management (Contd.)

#### b. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

#### Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

#### Contractual maturities of financial liabilities:

March 31, 2023		(₹ in Lacs)			
	0 to 1 year	1 to 5 years	More than 5 years	Total	
<b>Non-derivatives</b>					
Trade payables	30,610.36	-	-	30,610.36	
Other financial liabilities	11,865.77	-	-	11,865.77	
Lease liabilities	5,141.04	18,103.02	4,526.67	27,769.73	
<b>Total non-derivative liabilities</b>	<b>47,637.17</b>	<b>18,103.02</b>	<b>4,526.67</b>	<b>70,265.86</b>	

March 31, 2022		(₹ in Lacs)			
	0 to 1 year	1 to 5 years	More than 5 years	Total	
<b>Non-derivatives</b>					
Trade payables	19,819.47	-	-	19,819.47	
Other financial liabilities	7,178.91	-	-	7,178.91	
Lease liabilities	3,170.83	13,494.34	4,284.26	20,949.43	
<b>Total non-derivative liabilities</b>	<b>30,169.21</b>	<b>13,494.34</b>	<b>4,284.26</b>	<b>47,947.81</b>	

#### c. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses.

Profits/losses for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

#### B. Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital and accumulated profits/losses.

## Note 32: Additional information required by Schedule III (Division II) :

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in Profit or (loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated net Assets	Amount (₹ in Lacs)	As % of consolidated profit / (loss)	Amount (₹ in Lacs)	As % of consolidated other comprehensive income/(loss)	Amount (₹ in Lacs)	As % of consolidated total comprehensive income/(loss)	Amount (₹ in Lacs)
<b>Parent Company:</b>								
<b>PB Fintech Limited (Erstwhile, PB Fintech Private Limited)</b>								
March 31, 2023	134.24%	738,270.39	15.20%	(7,415.51)	7.06%	19.17	15.24%	(7,396.34)
March 31, 2022	127.41%	689,480.11	35.98%	(29,968.37)	325.60%	94.17	35.88%	(29,874.20)
<b>Adjustment due to consolidation</b>								
March 31, 2023	-69.39%	(380,616.03)	0.85%	(319.28)	-9.89%	(26.84)	0.71%	(344.28)
March 31, 2022	-41.28%	(223,413.43)	0.01%	(11.63)	41.91%	12.12	0.00%	(0.09)
<b>Subsidiaries:</b>								
<b>Indian</b>								
<b>Policybazaar Insurance Brokers Private Limited</b>								
March 31, 2023	20.15%	110,499.30	64.89%	(31,565.87)	-92.47%	(251.10)	85.57%	(31,818.96)
March 31, 2022	3.37%	18,227.73	55.44%	(46,175.13)	967.95%	(279.95)	55.79%	(46,455.07)
<b>Paisabazaar Marketing and Consulting Private Limited</b>								
March 31, 2023	11.69%	63,582.72	10.26%	(5,008.41)	4.95%	13.45	10.29%	(4,994.96)
March 31, 2022	7.12%	38,539.02	4.81%	(4,009.40)	160.24%	46.34	4.76%	(3,963.06)
<b>Icall Support Services Private Limited</b>								
March 31, 2023	0.24%	1,289.97	-0.53%	256.18	2.00%	5.43	-0.54%	261.61
March 31, 2022	0.18%	965.80	-0.14%	118.37	-5.77%	(1.67)	-0.14%	116.70
<b>PB Marketing and Consulting Private Limited</b>								
March 31, 2023	0.10%	566.21	0.01%	(6.65)	0.00%	-	0.01%	(6.65)
March 31, 2022	0.11%	572.86	-0.03%	28.33	0.00%	-	-0.03%	28.33

## Note 32: Additional Information required by Schedule III (Division II) : (Contd.)

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in Profit or (loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated net Assets	Amount (₹ in Lacs)	As % of consolidated profit / (loss)	Amount (₹ in Lacs)	As % of consolidated other comprehensive income/(loss)	Amount (₹ in Lacs)	As % of consolidated total comprehensive income/(loss)	Amount (₹ in Lacs)
<b>Docprime Technologies Private Limited (including step down subsidiary)</b>								
March 31, 2023	1.14%	6,235.43	0.08%	(41.35)	0.00%	-	0.09%	(41.35)
March 31, 2022	1.16%	6,274.17	0.07%	(61.71)	-0.51%	(0.15)	0.07%	(61.26)
<b>Accurex Marketing and Consulting Private Limited</b>								
March 31, 2023	0.00%	11.65	0.00%	0.64	0.00%	-	0.00%	0.64
March 31, 2022	0.00%	11.01	0.03%	(25.72)	0.00%	-	0.03%	(25.72)
<b>PB Financial Account Aggregators Private Limited</b>								
March 31, 2023	0.09%	508.28	-0.02%	11.37	0.00%	-	-0.02%	11.38
March 31, 2022	0.09%	496.91	0.00%	(3.09)	-	-	0.00%	(3.09)
<b>Myloancare Ventures Private Limited (including step down subsidiary)</b>								
March 31, 2023	0.66%	3,618.41	0.99%	(481.60)	-5.17%	(14.03)	1.03%	(497.48)
March 31, 2022	0.00%	-	-	-	-	-	-	-
<b>Total</b>	<b>98.81%</b>	<b>537,839.64</b>	<b>91.34%</b>	<b>(44,100.23)</b>	<b>-93.51%</b>	<b>(239.89)</b>	<b>92.38%</b>	<b>(44,338.28)</b>
<b>Total</b>	<b>98.15%</b>	<b>530,657.27</b>	<b>96.18%</b>	<b>(80,105.26)</b>	<b>-446.48%</b>	<b>(129.13)</b>	<b>96.37%</b>	<b>(80,234.38)</b>
<b>Foreign</b>								
<b>PB Fintech FZ-LLC (including step down subsidiary)</b>								
March 31, 2023	0.73%	4,021.60	8.45%	(4,121.79)	194.57%	528.34	7.41%	(3,593.45)

## Note 32: Additional information required by Schedule III (Division II) : (Contd.)

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in Profit or (loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated net Assets	Amount (₹ in Lacs)	As % of consolidated profit / (loss)	Amount (₹ in Lacs)	As % of consolidated other comprehensive income/(loss)	Amount (₹ in Lacs)	As % of consolidated total comprehensive income/(loss)	Amount (₹ in Lacs)
March 31, 2022	1.22%	6,600.97	3.82%	(3,179.07)	544.43%	157.46	3.63%	(3,021.62)
<b>Non-Controlling interest</b>								
March 31, 2023	0.15%	849.72	0.15%	(71.89)	-1.08%	(2.94)	0.15%	(74.83)
March 31, 2022	0.00%	-	0.00%	-	0.00%	-	0.00%	-
<b>Interests in Associates (Investment as per equity method)</b>								
<b>Indian</b>								
<b>Myloancare Ventures Private Limited</b>								
March 31, 2023	0.00%	-	0.05%	(24.82)	0.00%	-	0.05%	(24.82)
March 31, 2022	0.07%	383.92	0.00%	1.08	-	-	0.00%	1.08
<b>Visit Health Private Limited</b>								
March 31, 2023	0.00%	(4.96)	0.01%	(4.96)	0.02%	0.06	0.01%	(4.90)
March 31, 2022	0.56%	3,026.76	0.01%	(4.96)	0.02	0.59	0.01%	(4.37)
<b>Foreign</b>								
<b>YKNP Marketing Management LLC</b>								
March 31, 2023	0.30%	1,647.00	0.00%	-	0.00%	-	0.00%	-
March 31, 2022	0.00%	-	0.00%	-	-	-	0.00%	-
<b>Total</b>								
March 31, 2023	100%	548,479.69	100%	(48,793.92)	100.00%	271.54	100%	(48,522.38)
March 31, 2022	100%	541,165.82	100%	(83,291.30)	100.00%	28.92	100%	(83,262.38)

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 33: Business combinations

#### i. Acquisition during the year ended March 31, 2023:

##### a. Summary of acquisition

During the year ended March 31, 2023, the Parent entity has increased its stake in MyLoanCare Ventures Private Limited ("MyLoanCare") to 70.10% on June 08, 2022 for ₹ 3,657.61 Lacs, thereby making MyLoanCare a subsidiary of the Group (refer note 27). This acquisition will enable the Group to explore the lending business in India.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

##### i. Purchase consideration

Particulars	(₹ in Lacs)
	MyLoanCare
Cash paid	4,040.45
<b>Total purchase consideration</b>	<b>4,040.45</b>

##### ii. The assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	(₹ in Lacs)
	MyLoanCare (Fair Value)
<b>Assets</b>	
Property, Plant & Equipment	9.94
Intangible assets	0.56
Investments	106.23
Non-current financial assets (loans)	116.14
Trade receivables	24.96
Cash and cash equivalents	3,672.02
Loans	93.49
Current tax assets (Net)	70.88
Other current assets	43.03
<b>Liabilities</b>	
Trade payables	(18.68)
Other current liabilities	(49.91)
<b>Net identifiable assets acquired</b>	<b>4,068.65</b>

##### iii. Calculation of Goodwill

Particulars	(₹ in Lacs)
	MyLoanCare
Consideration transferred	3,657.61
Financial liabilities incurred to the former owners of the acquired business	1,581.02
Acquisition date fair value of previously held equity interest	382.84
Less: Net identifiable assets acquired	(4,068.65)
<b>Goodwill</b>	<b>1,552.82</b>

The Parent entity previously held 24.93% interest in MyLoanCare. The acquisition date fair value of previously held equity interest is ₹ 382.84 Lacs and the gain of ₹ 23.75 Lacs has been recognised in other income as a result of the remeasuring the previously held equity interest.

The goodwill is attributable to the value of expected synergies arising from the acquisition. It will not be deductible for tax purposes.

#### Significant judgement

##### i. Acquired receivables

The fair value of acquired receivables is ₹ 24.96 Lacs with respect of MyLoanCare. The gross contractual amount for trade receivables due is ₹ 24.96 Lacs in respect of MyLoanCare with a loss allowance of ₹ Nil.

##### ii. Revenue and profit contribution

The acquired business contributed revenues of ₹ 536.36 Lacs and loss of ₹ 482.28 Lacs to the group for the period March 31, 2023. If the acquisitions had occurred on April 01, 2022, consolidated pro-forma revenue and loss for the year ended March 31, 2023 would have been ₹ 255,862.28 and ₹ 48,893.49 Lacs respectively.

\* before intercompany eliminations

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### b. Purchase consideration - cash outflow

Particulars	(₹ in Lacs)
	MyLoanCare
Outflow of cash to acquire subsidiaries, net of cash acquired	
Cash consideration	4,040.45
Less: Cash and other bank balances acquired	3,672.02
<b>Net cash flow on acquisition</b>	<b>368.43</b>

**Note:** The Parent entity has not incurred any acquisition related costs with respect to above.

### II. Acquisition during the year ended March 31, 2022:

#### a. Summary of acquisition

Docprime Technologies Private Limited (the "Wholly owned subsidiary" or "Docprime") acquired 98.40% and further 1.60% of the issued share capital of Visit Internet Services Private Limited ("Visit Internet") on January 14, 2022 and March 30, 2022 respectively. Visit Internet is engaged in providing healthcare and wellness services through its website and mobile application. This acquisition will enable the group to explore the healthcare market in India.

**Details of the purchase consideration, the net assets acquired and goodwill are as follows:**

#### i. Purchase consideration

Particulars	(₹ in Lacs)
	Visit Internet
Cash paid	2,241.00
<b>Total purchase consideration</b>	<b>2,241.00</b>

#### ii. The assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	(₹ in Lacs)
	Visit Internet (Fair value)
<b>Assets</b>	
Property, Plant & Equipment	0.17
Intangible assets	14.31
Trade receivables	7.43
Cash and cash equivalents	6.00
Other Bank Balances	0.03
Deferred tax assets (Net)	7.98
Current tax assets (Net)	5.53
<b>Liabilities</b>	
Trade payables	(7.76)
Other financial liabilities	(6.48)
Other Current Liabilities	(4.11)
<b>Net identifiable assets acquired</b>	<b>23.10</b>

#### iii. Calculation of Goodwill

Particulars	(₹ in Lacs)
	Visit Internet
Consideration transferred	2,241.00
Less: Net identifiable assets acquired	(23.10)
<b>Goodwill</b>	<b>2,217.90</b>

The goodwill is attributable to the value of expected synergies arising from the acquisition. It will not be deductible for tax purposes.

#### Significant judgement

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 33: Business combinations (Contd.)

#### i. Acquired receivables

The fair value of acquired trade receivables is ₹ 7.43 Lacs with respect to Visit internet. The gross contractual amount for trade receivables due is ₹ 7.43 Lacs with a loss allowance of ₹ Nil.

#### ii. Revenue and profit contribution

If the acquisition had taken place at the beginning of the year, revenue would have been higher by ₹ 35.79 Lacs and the loss before tax of the Group from Visit Internet would have been higher by ₹ 37.69 Lacs. From the date of acquisition, Visit Internet has contributed ₹ Nil of revenue\* and ₹ 3.66 Lacs of loss\* to the loss before tax of the Group.

\* Before inter-company eliminations

#### b. Purchase consideration - cash outflow

Particulars	(₹ in Lacs)	
		Visit Internet
Outflow of cash to acquire subsidiaries, net of cash acquired		
Cash consideration		2,241.00
Less: Cash and other bank balances acquired		6.03
<b>Net outflow of cash - investing activities</b>		<b>2,234.97</b>

**Note:** Docprime has not incurred any acquisition related costs with respect to above.

### Note 34 : Additional regulatory information required by Schedule III

#### i. Details of Benami Property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

#### ii. Borrowing secured against current assets

The group has no borrowings from banks or financial institutions on the basis of security of current assets during the current financial year.

#### iii. Wilful defaulter

None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

#### iv. Relationship with struck off companies

Name of the struck off company	Nature of transactions with struck off company	Relationship with the struck off company, if any, to be disclosed	(₹ in Lacs)			
			Transaction for the year ended March 31, 2023	Transaction for the year ended March 31, 2022	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022
Mao Realty Services Private Limited*	Other expenses	None	2.04	-	-	-
Sanrya Insurance Marketing Private Limited**	Online marketing expense	None	0.58	0.58	-	-
Swchha Development Private Limited**	Online marketing expense	None	0.03	-	-	-

\* Relates to Polcybazaar Insurance Brokers Private Limited, subsidiary of the Holding Company

\*\* Relates to Paisabazaar Marketing and Consulting Private Limited, subsidiary of the Holding Company

#### v. Compliance with number of layers of companies

The group has complied with the number of layers prescribed under the Companies Act, 2013.

#### vi. Compliance with approved scheme(s) of arrangements

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023.

### Note 34: Additional regulatory information required by Schedule III (Contd.)

The Company in its board meeting held on April 26, 2022 approved merger of Makesense Technologies Limited with the Company pursuant to section 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, arrangements and amalgamations) rules, 2016. The Merger application was filed with National Stock Exchange of India Limited and BSE Limited on May 18, 2022. Further, the Joint Application before the Hon'ble National Company Law Tribunal (Hon'ble Tribunal), Chandigarh Bench, under the provisions of Sections 230 to 232 of the Act was filed on May 03, 2023.

#### vii. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

#### viii. Details of crypto currency or virtual currency

The group has not traded or invested in crypto currency or virtual currency during the current or previous year.

#### ix. Valuation of PP&E, intangible asset and investment property

The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

### Note 35 : Utilisation of the IPO proceeds:

The Company, in the financial year ended March 31, 2022, completed the Initial Public Offering (IPO) of 58,262,397 equity shares of face value of ₹ 2 each for cash at a price of ₹ 980 per equity share aggregating to ₹ 570,971 Lacs comprising a fresh issue of 38,265,306 equity shares aggregating to ₹ 375,000 Lacs and on offer for sale of 19,997,091 equity shares aggregating to ₹ 195,971 Lacs. Pursuant to the IPO, the equity shares of the Company got listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on November 15, 2021. Out of the proceeds of offer for sale, ₹ 174,180.69 Lacs (net of selling shareholders share of IPO related expenses and applicable taxes) was remitted to selling shareholders.

The Company incurred ₹ 17,911.01 Lacs as IPO related expenses which were proportionately allocated between the selling shareholder and the Company. The Company's share of expenses was ₹ 11,749.11 Lacs, out of which ₹ 10,465.99 Lacs was adjusted against securities premium and ₹ 1,229.22 Lacs was charged to statement of profit & loss in the previous financial year. The Company charged ₹ 8,161.60 Lacs from the selling shareholder towards their share of IPO expenses. The utilisation of the net IPO proceeds is summarised as below:

(₹ in Lacs)

Objects of the offer	Original amount (as per offer document)	Revised Amount	Amount utilised upto March 31, 2023	Unutilised amount as at March 31, 2023#
Enhancing visibility and awareness of our brands, including but not limited to "Policybazaar" and "Paisabazaar"	150,000.00	150,000.00	77,533.12	72,466.88
New opportunities to expand growth initiatives to increase our Consumer base including offline presence	37,500.00	37,500.00	3,642.65	33,857.35
Funding Strategic investments and acquisitions	60,000.00	60,000.00	4,040.40	55,959.60
Expanding our presence outside India.	37,500.00	37,500.00	-	37,500.00
General corporate purposes*	76,308.96	76,210.76	76,210.76	-
<b>Total</b>	<b>361,308.96</b>	<b>361,210.76</b>	<b>161,426.93</b>	<b>199,783.83</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended March 31, 2023

### Note 35: Utilisation of the IPO proceeds: (Contd.)

\* On finalization of offer expenses, the amount proposed to be utilized for General Corporate purposes was revised to ₹ 76,210.76 Lacs as compared to original amount of ₹76,308.96 Lacs.

# The unutilized amount of Net IPO proceeds as at March 31, 2023 and as at March 31, 2022 were invested in fixed deposits and other bank accounts maintained with scheduled commercial banks.

### Note 36:

- a. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- b. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

### Note 37 : Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. For this purpose, the Company has appointed an independent consultant for conducting a Transfer Pricing study (the 'study') for the Assessment Year 2023-24. In the unlikely event that any adjustment is required consequent to completion of the study for the year ended March 31, 2023, the same would be made in the subsequent year. However, management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

### Note 38 : Events occurring after the reporting period

- a. The Company, subsequent to the year ended March 31, 2023, has invested funds amounting to ₹ 3,997.39 Lacs in equity shares of PB Fintech FZ-LLC (a "wholly owned subsidiary Company"). The Company has purchased 15,337 shares at a price of ₹ 26,063.69 per share on April 05, 2023.
- b. These financial statements were approved and adopted by Board of Directors of the Company in their meeting held on May 22, 2023.

#### For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

#### Sougata Mukherjee

Partner  
Membership No. 057084  
Place: Gurugram  
Date: May 22, 2023

#### For and on behalf of the Board of Directors

**Yashish Dahiya**  
Chairman and Chief  
Executive Officer  
DIN: 00706336  
Place: Gurugram  
Date: May 22, 2023

**Alok Bansal**  
Vice Chairman and  
Whole Time Director  
DIN: 01653526  
Place: Gurugram  
Date: May 22, 2023

**Mandeep Mehta**  
Chief Financial Officer  
Place: Gurugram  
Date: May 22, 2023

**Bhasker Joshi**  
Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

## AOC-1

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

## PARTA- SUBSIDIARIES

(Rs. in lakhs)

S. no	Name of the subsidiary	Policybazaar Insurance Brokers Private Limited	Paisabazaar Marketing and Consulting Private Limited	Docprime Technologies Private Limited	Icall Support Services Private Limited	Accurex Marketing and Consulting Private Limited	PB Marketing and Consulting Private Limited	PB Financial Account Aggregators Private Limited	Visit Internet Services Private Limited	Myloancare Ventures Private Limited	MLC Finotech Private Limited	PB Fintech FZ- LLC	Zphin Computer Systems and Software Designing-Sole Proprietorship. LLC
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23
2	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	AED (Average Rate) = ₹ 22.4428 AED (Closing Rate) = ₹ 22.3588	AED (Average Rate) = ₹ 22.4428 AED (Closing Rate) = ₹ 22.3588
3	Share capital	9,361.25	4,482.42	897.7	182.37	245.10	574.00	500.00	53.28	23.06	200.0	9,852.13	67.09
4	Reserves & surplus	1,01,118.04	59,100.32	5,374.64	1,107.62	-233.45	-7.79	8.28	-27.03	3,612.85	-18.45	(5,824.31)	-6.20
5	Total assets	1,59,922.74	98,327.37	6,294.61	2,657.86	15.39	576.97	520.00	26.98	4,007.25	373.37	6,198.36	79.16
6	Total Liabilities	49,423.45	34,744.63	22.27	1,367.87	3.74	10.75	11.72	0.73	371.34	191.82	2,170.57	16.58
7	Investments	33,744.84	10,684.41	5,347.54	-	-	-	-	-	1,509.45	-	2,979.96	-
8	Turnover	1,26,784.71	1,22,491.08	-	2,047.72	5.00	57.63	-	22.88	584.06	195.19	4,936.44	-
9	Profit/(Loss) before taxation	-31,565.87	-5,008.40	-13.45	259.38	0.64	-5.85	-15.19	16.70	-552.60	-19.23	(4,115.57)	-6.22
10	Provision for taxation	-	-	-	3.19	-	0.79	3.61	8.90	11.31	-0.94	-	-
11	Profit/(Loss) after taxation	-31,565.87	-5,008.40	-13.45	256.19	0.64	-6.64	11.38	7.80	-563.91	-18.29	(4,115.57)	-6.22
12	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-
13	% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%	70.10%	70.10%	100%	100%

**PART B- ASSOCIATES**

S. no	Name of Associates/Joint Ventures	Visit Health Private Limited	YKNP Marketing Management LLC
1	Latest audited Balance Sheet Date	31-03-2023	31-03-2023
2	Shares of Associate/Joint Ventures held by the company on the year end	31.62%	26.72%
	No.	415293	108
	Amount of Investment in Associates/Joint Venture(₹ in Lakhs)	3,106.54	1,678.67
3	Description of how there is significant influence	More than 20% holding in the share Capital	More than 20% holding in the share Capital
4	Reason why the associate/joint venture is not consolidated	NA	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	-	-
6	Profit / (Loss) for the year		
	i. Considered in Consolidation (₹ in Lakhs)	-35.72	44.02
	ii. Not Considered in Consolidation (₹ in Lakhs)	-77.25	142.49

**For and on behalf of the Board of Directors**

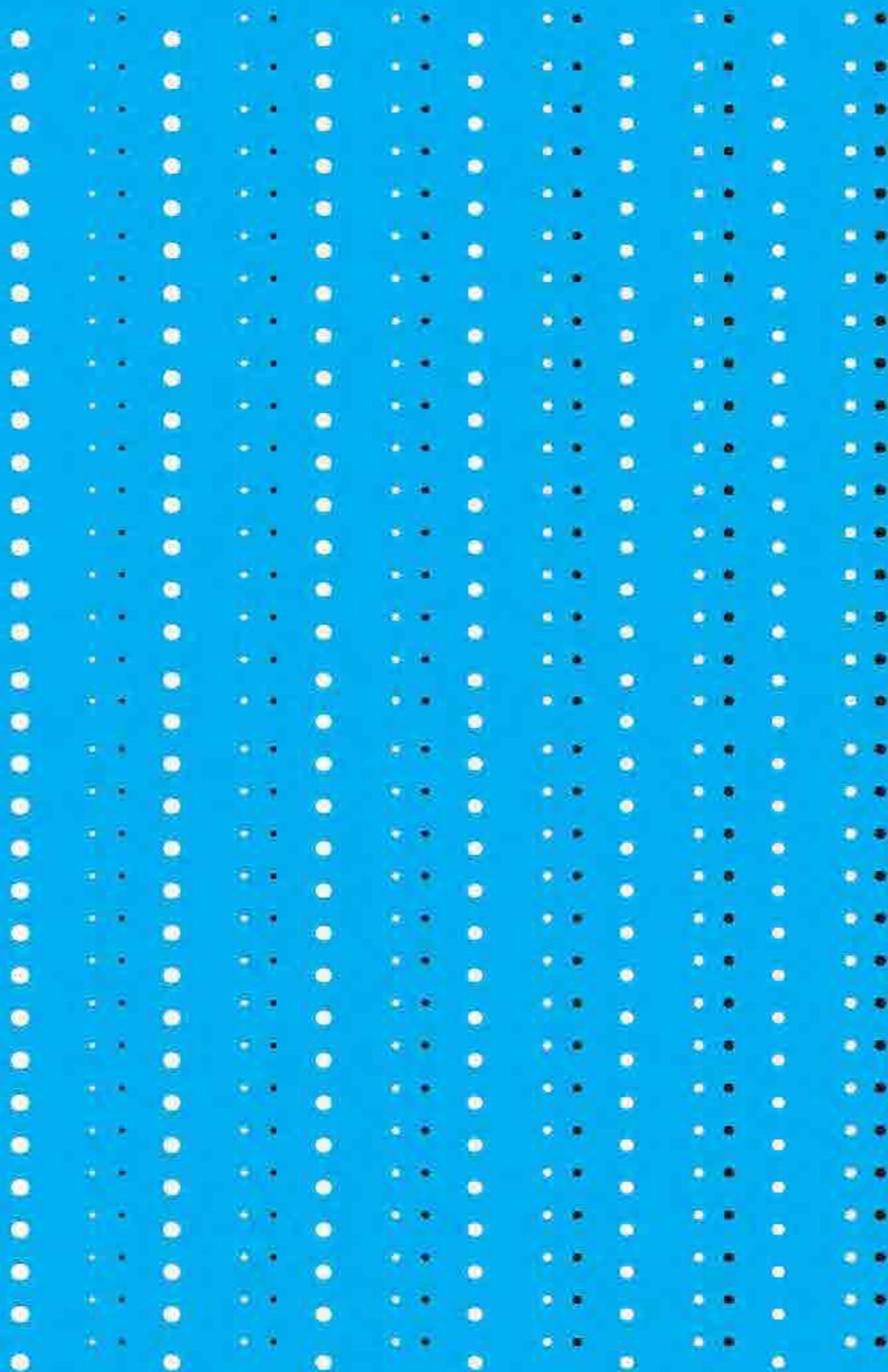
**Yashish Dahiya**  
Chairman and Chief  
Executive Officer  
DIN: 00706336  
Place: Gurugram  
Date: May 22, 2023

**Alok Bansal**  
Vice Chairman and  
Whole Time Director  
DIN: 01653526  
Place: Gurugram  
Date: May 22, 2023

**Mandeep Mehta**  
Chief Financial Officer  
Place: Gurugram  
Date: May 22, 2023

**Bhasker Joshi**  
Company Secretary  
M. No. F8032  
Place: Gurugram  
Date: May 22, 2023

## CORPORATE OVERVIEW



# EXPANDING CONNECTIONS

PB: Fintech's Nationwide Network

policybazaar.com<sup>®</sup>

paisabazaar.com<sup>®</sup>

THE PB NETWORK



**PB Fintech Ltd.**  
Registered Office  
Plot 119, Sector 44,  
Gurugram- 122001,  
Haryana, India.

**PB Fintech Limited**

**ANNUAL REPORT 2022-2023**