



April 27, 2022

To
National Stock Exchange of India Limited
Exchange Plaza, 5th 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: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI LODR”)

Dear Sir(s)

The Board of Directors of the Company (“Board”) at their meeting held on April 26, 2022 approved the Scheme of Amalgamation of Makesense Technologies Limited (“Transferor Company”) with PB Fintech Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”) which, *inter alia*, provides for amalgamation of the Transferor Company with the Transferee Company, in the manner set out in this Scheme.


Further, the Scheme as approved by the Board has been forwarded to the Statutory Auditors of the Company for issuing necessary certificate(s) thereon. The Board will consider and adopt these certificate(s) once issued by Statutory Auditors and proceed to make necessary filings of the scheme with stock exchange(s) accordingly.

The Scheme as approved by the Board would be available on the website of the Company at www.pbfintech.in post submitting the same to the stock exchanges.

In terms of the SEBI LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the requisite details in **Annexure A** hereto.

This is for your information and records.

Yours faithfully,
For PB Fintech Limited


Bhasker Joshi
Company Secretary and Compliance Officer



Encl.: A/a.

policybazaar[®].com

paisabazaar.com

QuickFIXcars

1 doc:
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)

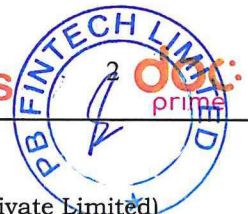
Telephone No. : 0124-4562907, Fax : 0124-4562902 E-mail : enquiry@policybazaar.com

Website : www.pbfintech.in CIN : L51909HR2008PLC037998



Annexure A

a) Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.	1. PB Fintech Limited (“ Transferee Company ” or “ Company ”) Total assets: INR 6,808.92 crore Net worth: INR 6,758.64 crore Turnover: INR 72.05 crore as on December 31, 2021 2. Makesense Technologies Limited (“ Transferor Company ”) Total assets: INR 5,692.64 crore Net worth: INR 5,078.49 crore Turnover: Nil as on December 31, 2021
b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”	In terms of General Circular No. 30/2014 dated 17 th July 2014 issued by Ministry of Corporate Affairs (“ MCA Circular ”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“ Act ”), will not attract the requirements of Section 188 of the Act. The current transaction does not fall within the ambit of related party transaction under the SEBI LODR. In any event, the transactions contemplated in the Scheme are being undertaken at arms’ length.
c) Area of business of the entity(ies)	The Transferee Company, inter alia, is an integrated online marketing and consulting company and is engaged in the business of rendering online marketing and information technology consulting and support services largely for the financial services industry, including insurance. The Transferor Company is incorporated to carry on the business of providing services and solutions in relation to placement consultancy, personnel recruitment, staffing, professional hiring and management consultancy to all kinds of persons, firms or organizations.
d) Rationale for amalgamation/ merger	(i) The Scheme provides for the amalgamation of the Transferor Company with the Transferee Company and will result in the following benefits: (a) streamlining of the corporate structure; (b) pooling of resources of the Transferor Company with the resources of the Transferee Company; (c) significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company; (d) rationalisation of costs, time and efforts by eliminating multiple record keeping, administrative





		<p>functions and consolidation of financials through legal entity rationalisation; and</p> <p>(e) reduction of administrative responsibilities, multiplicity of records and legal as well as regulatory compliances.</p> <p>(ii) The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties (<i>as defined in the Scheme</i>).</p>																													
e)	nature of consideration - whether cash consideration or share swap and details of the same	<p>The proposed Scheme involves amalgamation of the Transferor Company with the Transferee Company.</p> <p>In terms of the consideration enshrined in the Scheme, the Transferee Company shall issue and allot to shareholders of the Transferor Company, as on the Effective Date, in proportion of their shareholding in the Transferor Company, as follows:</p> <p><i>“5,98,90,000 equity shares of INR 2 each fully paid up of the Transferee Company in the proportion of the number of equity shares held by the shareholders in the Transferor Company”</i></p>																													
f)	Brief details of change in shareholding pattern (if any) of listed entity	<p>PB Fintech Limited</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-amalgamation</th> <th colspan="2">Post-amalgamation</th> </tr> <tr> <th>No of shares</th> <th>%</th> <th>No of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Public</td> <td>43,91,01,306</td> <td>97.69%</td> <td>43,91,01,306</td> <td>97.69%</td> </tr> <tr> <td>Non promoter-Non public</td> <td>1,03,98,500</td> <td>2.31%</td> <td>1,03,98,500</td> <td>2.31%</td> </tr> <tr> <td>Total</td> <td>44,94,99,806</td> <td>100%</td> <td>44,94,99,806</td> <td>100%</td> </tr> </tbody> </table>	Particulars	Pre-amalgamation		Post-amalgamation		No of shares	%	No of shares	%	Promoters	-	-	-	-	Public	43,91,01,306	97.69%	43,91,01,306	97.69%	Non promoter-Non public	1,03,98,500	2.31%	1,03,98,500	2.31%	Total	44,94,99,806	100%	44,94,99,806	100%
Particulars	Pre-amalgamation			Post-amalgamation																											
	No of shares	%	No of shares	%																											
Promoters	-	-	-	-																											
Public	43,91,01,306	97.69%	43,91,01,306	97.69%																											
Non promoter-Non public	1,03,98,500	2.31%	1,03,98,500	2.31%																											
Total	44,94,99,806	100%	44,94,99,806	100%																											



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

Website : www.pbfinotech.in CIN : L51909HR2008PLC037998