

February 18, 2025

To, The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001. BSE Scrip Code: 540776	To, The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Symbol: 5PAISA
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Dear Sir / Madam,

Sub: Intimation of Postal Ballot (Only through e-voting process):

We, 5paisa Capital Limited, wish to inform you that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“hereinafter referred to as the “**Act**”), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “**Rules**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for holding general meetings / conducting postal ballots through e-voting *vide* General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020 read with all the subsequent circulars issued in this regard, latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the “**MCA Circulars**”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI Listing Regulations**”) and all other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is seeking approval of its Members through Postal Ballot (only through the e-voting process) for the following resolutions:

1. *Approval for the appointment of Mr. Gaurav Seth as a Director of the Company, liable to retire by rotation.*
2. *Approval for the appointment and remuneration of Mr. Gaurav Seth (DIN: 10415364) as a Managing Director & Chief Executive Officer (CEO) of the Company.*

Dispatch of Postal Ballot Notice & E-voting Process

In accordance with MCA Circulars, as mentioned above, the Postal Ballot Notice along with the Explanatory Statement is being sent in electronic form today i.e. Tuesday, February 18, 2025 to all the Members of the Company whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories and whose Email ID’s are registered with the Depository Participants as of the cut-off date i.e. Friday, February 14, 2025.

The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. It may be noted that the assent or dissent of the

5paisa Capital Limited

Members would take place through the process of e-voting only. Members whose name appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, February 14, 2025 will be considered for the purpose of e-voting.

Details of E-voting are as under:

Sr. No.	Event	Date
1.	Cut-off Date	Friday, February 14, 2025
2.	Commencement of Remote e-voting	From 09:00 AM (IST) on Thursday, February 20, 2025
3.	End of Remote e-voting	Till 05:00 AM (IST) on Saturday, March 22, 2025
4.	E-voting Results	To be declared on or before Tuesday, March 25, 2025

You are requested to kindly take the same on record and acknowledge the receipt of the same.

Thanking You,
Yours faithfully,

For 5paisa Capital Limited

Namita Godbole
Company Secretary & Chief Compliance Officer
ICSI Membership No.: A21056

Email: csteam@5paisa.com
Encl: as above

5paisa Capital Limited



5PAISA CAPITAL LIMITED

CIN: L67190MH2007PLC289249

Registered Office : IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604.

Telephone : (+91) 22 4103 5000 / (+91) 22 2580 6654

E-mail : csteam@5paisa.com | **Website :** www.5paisa.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "**Act**"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "**Rules**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**") for holding general meetings / conducting postal ballots through e-voting *vide* General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020 read with all the subsequent circulars issued in this regard, latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the "**MCA Circulars**") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI Listing Regulations**") and all other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolution(s) appended below is proposed to be passed by the Members by way of Postal Ballot through voting by electronic means only ("**e-voting / remote e-voting**").

SPECIAL BUSINESS:

1. Approval for the appointment of Mr. Gaurav Seth as a Director of the Company, liable to retire by rotation.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, Mr. Gaurav Seth (DIN: 10415364) who was appointed as an Additional Director in the capacity of Managing Director of the Company w.e.f. January 17, 2025 and who holds office upto the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Gaurav Seth as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon him from time to time and to settle any question or difficulty in connection herewith or incidental hereto."

2. Approval for the appointment and remuneration of Mr. Gaurav Seth (DIN: 10415364) as a Managing Director & Chief Executive Officer (CEO) of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and such other rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and all applicable guidelines issued by the Central Government from time

to time, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Gaurav Seth (DIN: 10415364) as the Managing Director & CEO of the Company, liable to retire by rotation, for the term of 5 (Five) years w.e.f. January 17, 2025, on the terms and conditions, including remuneration as set out below:

Remuneration : Salary: ₹ 2,40,00,000/- p.a. (Rupees Two Crore Forty Lakhs Only).

The aggregate of the remuneration and perquisites as aforesaid in any Financial Year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

When in any Financial Year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Gaurav Seth in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

Perquisites : **Category (A):**

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 4,00,000/- p.m. (Rupees Four Lakhs Only).
2. Medical Reimbursement for self and family as per the rules of the Company.
3. Leave Travel Assistance as per the rules of the Company.
4. Other perquisites as per Service Rules of the Company.

Category (B):

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof.

Category (C):

Car, telephone and mobile phone for use on Company's business.

Increment : Board / Nomination and Remuneration Committee may determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

Commission : He shall be paid commission as permissible under the Companies Act, 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

ESOP : The Company has in place the Employee Stock Option Scheme (ESOS) and as per the ESOS Scheme, Mr. Gaurav Seth will be eligible for grant of ESOPs, as may be considered by the Board / Nomination and Remuneration Committee from time to time.

Mr. Gaurav Seth had been granted 2,00,000 ESOPs pursuant to approval of the Nomination and Remuneration Committee (NRC) at their meeting held on January 14, 2025, subject to terms and conditions set forth under the '5paisa ESOS – 2017'.

Retirement by Rotation : Mr. Gaurav Seth shall be liable to retire by rotation.

Governance : Subject as aforesaid, the Managing / Whole-time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time."

RESOLVED FURTHER THAT the Nomination and the Remuneration Committee / Board of Directors be and are hereby authorized to vary, alter, enhance, or widen the scope and components of remuneration (including Salary, Perquisites, Increment, Commission along with retirement benefits, if any) as set out in the Resolution / Statement annexed hereto, payable to Mr. Gaurav Seth during his tenure to the extent permitted under Section 197 of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors and / or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Date: February 12, 2025

Place: Thane

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,
Thane Industrial Area, Wagle Estate, Thane - 400604.

**By order of the Board of Directors
of 5paisa Capital Limited**

**Namita Godbole
Company Secretary & Chief Compliance Officer
Membership No.: A21056
Email: csteam@5paisa.com**

Notes:

1. An explanatory statement pursuant to Section 102(1) read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, concerning the special businesses in respect of Item No. 1 & 2 is annexed hereto and the special business set out above are sought to be passed by postal ballot. The Postal Ballot Notice ("Notice") shall also be available on the website of the Company viz. www.5paisa.com.
2. In accordance with the Act, read with the rules made thereunder and the General Circulars issued by the Ministry of Corporate Affairs (the "MCA"), this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e Friday, February 14, 2025 (as received from the Depositories i.e. Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") and who already have their email addresses registered with the Company / Depositories / Depository Participants / Registrar and Share Transfer Agent viz. M/s. MUFG Intime India Private Limited (formerly known as M/s. Link Intime India Private Limited) having their registered office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 (the "**RTA**"). Members whose email IDs are not registered, are requested to update their email ID with their respective Depository Participants at the earliest.
3. The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars. The Communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. Members whose name appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, February 14, 2025 will be considered for the purpose of e-voting. A person who is not a Member as on Friday, February 14, 2025 shall treat this notice for information purpose only.
5. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, February 14, 2025.

6. Voting through Electronic Means:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically in respect of the resolution as set out in this Notice. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The Remote e-voting period will be available during the following period:

Commencement of Remote e-voting: From 09:00 A.M. (IST) on Thursday, February 20, 2025

End of Remote e-voting: Till 05:00 P.M. (IST) on Saturday, March 22, 2025

During this period, the Member(s) of the Company holding shares as on the relevant date i.e. Friday, February 14, 2025 (including those Members who may not receive this Notice due to non-registration of their email address with the DPs), may cast their votes by e-voting. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

7. The Board of Directors of the Company has appointed CS Aparna Joshi (Membership No. F7172/CP No. 6738), Proprietress of M/s. Aparna Paricharak and Associates, Practicing Company Secretary, Thane, as the Scrutinizer ("Scrutinizer") for scrutinizing the e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit their report after conclusion of e-voting and the result of the Postal Ballot will be announced in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Act on or before Tuesday, March 25, 2025 The result along with the Scrutinizers Report will simultaneously be posted on the Company's Website viz. www.5paisa.com and website of CDSL viz. www.evotingindia.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.
9. Resolution(s) passed by the Members through Postal Ballot is deemed to have been passed at a General Meeting of the Members. Resolution(s) passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of e-voting i.e. Saturday, March 22, 2025.
10. The procedure and instructions for e-voting are as follows:

Access through Depositories (CDSL / NSDL) e-voting system in case of individual shareholders holding shares in demat mode:

- a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

- b. Pursuant to aforesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing My Easi Username & Password. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder / Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL & NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 or 022 - 2499 7000.

Access to e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

- c. Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - a. **For CDSL:** 16 digits beneficiary ID.
 - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID.
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Account Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- d. After entering these details appropriately, click on "SUBMIT" tab.
- e. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- g. Click on the EVSN for "**5paisa Capital Limited**".
- h. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- i. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- j. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- k. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- l. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- m. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- n. There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.
- o. **Additional Facility for Non-Individual Shareholders and Custodians: For Remote voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. csteam@5paisa.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those Shareholders whose E-mail/Mobile No. are not registered with the Company/Depositories:

- i. **For Physical Shareholders:** Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id.
- ii. **For Demat Shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at Toll Free No. 1800 21 09911.

Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, February 14, 2025
Commencement of e-voting period	Thursday, February 20, 2025
End of e-voting period	Saturday, March 22, 2025

The e-voting module will be disabled by CDSL after 05:00 P.M. on Saturday, March 22, 2025

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special businesses mentioned in the Notice)

Item No. 01 & 02:

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company ("the Board") at its meeting held on January 14, 2025, appointed Mr. Gaurav Seth (DIN: 10415364) as the Chief Executive Officer and Key Managerial Personnel (KMP) of the Company w.e.f. January 14, 2025 on terms and conditions embodied in the terms of appointment.

Further, based on the recommendations of NRC, the Board in its Meeting held on January 17, 2025, appointed Mr. Gaurav Seth (DIN: 10415364) as an Additional Director in the capacity of Managing Director with effect from January 17, 2025 subject to approval of the Members of the Company, in accordance with Sections 149, 152, 161(1), 196, 197, 198, and 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Gaurav Seth for the office of Director. The Company has received from Mr. Gaurav Seth, his consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

In accordance with provisions of the SEBI Listing Regulations, the appointment of a Director shall be subject to the approval of members and such approval of members must be obtained at the next general meeting or within a time of three months from the date of appointment, whichever is earlier.

A brief profile of Mr. Gaurav Seth is given below:

Mr. Gaurav Seth has over two decades of experience in building businesses at the intersection of financial services and technology globally with experience spanning the US, India and South East Asia. Prior to joining 5paisa, he was the Chief Product Officer at Syfe where he focused on building Syfe as the leading digital wealth player in Southeast Asia. Earlier, Mr. Seth was the Chief Business Officer and part of the initial team at Paytm Money where he played a pivotal role in establishing Paytm Money as a top brokerage and mutual fund distributor in India. Prior to Paytm, Mr. Seth led the digital transformation of Morgan Stanley's wealth management business in New York and advised leading wealth managers on their digital strategy. Mr. Seth is an alumnus of the Indian School of Business, Hyderabad and Bachelor of Engineering from the Thapar Institute of Engineering and Technology, Patiala.

In view of the above, it is proposed to obtain approval of the Members by way of an Ordinary Resolution as mentioned in Item No. 02 of the Notice for appointment of Mr. Gaurav Seth as Managing Director & CEO for a period of 5 (Five) years from January 17, 2025 and for the remuneration payable to him.

The Nomination & Remuneration Committee and Board of Directors of the Company at their respective Meetings held on January 17, 2025 have *inter alia* recommended the above Resolutions for approval of the Members by means of Ordinary Resolutions.

The details of Mr. Gaurav Seth pursuant to the SEBI Listing Regulations and SS-2, are attached to the Notice.

The Board considers it in the interest of the Company to appoint Mr. Gaurav Seth as Managing Director & CEO of the Company and accordingly recommends the passing of the resolutions contained in Item Nos. 01 & 02 of the accompanying Notice as an Ordinary Resolutions.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives except Mr. Gaurav Seth in any way, are concerned or interested in the Ordinary Resolution mentioned in Item No. 01 & 02.

Date: February 12, 2025

Place: Thane

**By order of the Board of Directors
of 5paisa Capital Limited**

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,
Thane Industrial Area, Wagle Estate, Thane - 400604.

**Namita Godbole
Company Secretary & Chief Compliance Officer
Membership No.: A21056
Email: csteam@5paisa.com**

ANNEXURE TO THE NOTICE AND EXPLANATORY STATEMENT

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Clause 1.2.5. of the Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India.

Name and DIN	Mr. Gaurav Seth (DIN: 10415364)
Date of Birth / Age/Nationality	July 08, 1976 / 48 Years / Indian
Profile / Background Details / Recognition / Awards / Qualifications	Mr. Gaurav Seth has over two decades of experience in building businesses at the intersection of financial services and technology globally with experience spanning the US, India and South East Asia. Prior to joining 5paisa, he was the Chief Product Officer at Syfe where he focused on building Syfe as the leading digital wealth player in Southeast Asia. Earlier, Mr. Seth was the Chief Business Officer and part of the initial team at Paytm Money where he played a pivotal role in establishing Paytm Money as a top brokerage and mutual fund distributor in India. Prior to Paytm, Mr. Seth led the digital transformation of Morgan Stanley's wealth management business in New York and advised leading wealth managers on their digital strategy. Mr. Seth is an alumnus of the Indian School of Business, Hyderabad and Bachelor of Engineering from the Thapar Institute of Engineering and Technology, Patiala.
Experience and Expertise in specific functional areas	Digital Transformation, Diversified Leadership, Business Strategies and Planning
Terms and conditions of appointment / re-appointment	Refer Terms and Conditions specified in the proposed resolution above
Remuneration last drawn by such person, if applicable	Not Applicable, as this is the first appointment in the Company
Remuneration sought to be paid	Refer Terms and Conditions specified in the proposed resolution above
Date of first appointment on the Board	January 17, 2025
Membership / Chairmanship of Committees of the Board of the Company - 5paisa Capital Limited	With effect from January 17, 2025, Mr. Gaurav Seth has been appointed as a Member of following Committees: <ol style="list-style-type: none"> 1. Corporate Social Responsibility (CSR) Committee 2. Risk Management Committee (RMC) 3. Stakeholders Relationship Committee (SRC) 4. Finance Committee 5. Environmental, Social and Governance (ESG) Committee 6. Information Technology Committee 7. Cyber Security Committee
Directorships in Unlisted Companies (excluding Foreign Companies)	None
Directorship in other listed companies (excluding Foreign Companies)	None
Membership / Chairmanship of Committees of other Boards	None
Listed Companies from which the appointee director has resigned in past 3 (Three) years	Mr. Gaurav Seth has not held directorship in any listed company in the past 3 (Three) Years.
No. of Shares held in the Company	NIL However, Mr. Gaurav Seth has been granted 2,00,000 ESOPs by the Nomination & Remuneration Committee at their meeting held on January 14, 2025, in accordance with the 5paisa Employee Stock Option Scheme – 2017 ("5paisa ESOS – 2017") of the Company.
Relationship with other Directors, Manager and other KMP of the Company	None
No. of Meetings of the Board attended during the year	1 out of 1 meeting held during the financial year 2024-25 upto and including the date of this Notice.

Notes:

1. The above information is as on the date of this Notice.
2. Mr. Gaurav Seth is not disqualified under the Companies Act, 2013 (as amended) or has not been debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), any Court or any other competent statutory authority, from holding the office as a director in the Company.
3. Mr. Gaurav Seth has not been convicted of any offence in connection with the promotion, formation or management of any Company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous Company Law in the last 5 (Five) Years.
4. Mr. Gaurav Seth is not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as a Director.

Date: February 12, 2025

Place: Thane

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,
Thane Industrial Area, Wagle Estate, Thane - 400604.

**By order of the Board of Directors
of 5paisa Capital Limited**

**Namita Godbole
Company Secretary & Chief Compliance Officer**

Membership No.: A21056

Email: csteam@5paisa.com