

August 16, 2024

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: Notice of the 17th (Seventeenth) Annual General Meeting (“AGM”) of 5paisa Capital Limited (“the Company”) scheduled to be held on Tuesday, September 10, 2024 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”):

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”):

Pursuant to Regulation 30 of the Listing Regulations, we enclose herewith the Notice of the 17th (Seventeenth) Annual General Meeting (“AGM”) of the Company scheduled to be held on Tuesday, September 10, 2024 at 11:30 A.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder read with Circulars issued by the Ministry of Corporate Affairs (“MCA”) & Securities and Exchange Board of India (“SEBI”) in this regard from time to time.

The Notice is being sent through electronic mode to all the Members of the Company, whose e-mail addresses are registered with the Company/Depository(ies)/Registrar & Share Transfer Agent (“RTA”) and is also available on the website of the Company at <https://www.5paisa.com/investor-relations>

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For 5paisa Capital Limited

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

Encl: As above

5paisa Capital Limited



5PAISA CAPITAL LIMITED

CIN: L67190MH2007PLC289249

Dear Members,

Invitation to attend the 17th Annual General Meeting on Tuesday, September 10, 2024

You are cordially invited to attend the 17th Annual General Meeting of the Company to be held on **Tuesday, September 10, 2024 at 11:30 A.M. IST** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	https://www.evotingindia.com/
2.	Link for remote e-voting	https://www.evotingindia.com/
3.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://www.evotingindia.com/ by using the remote e-voting credentials. Please refer the instructions at Note no. 26 of this Notice for further information.
4.	Helpline number for VC participation and e-voting	Contact CDSL Officials by writing an email to helpdesk.evoting@cdslindia.com or call 022-23058738 and 022-23058542/43 Or 1800 21 09911.
5.	Cut-off date for e-voting	Tuesday, September 03, 2024
6.	Time period for remote e-voting	Commences at 09:00 A.M. IST on Thursday, September 05, 2024 and ends at 05:00 P.M. IST on Monday, September 09, 2024
7.	Book closure dates	Wednesday, September 04, 2024 to Tuesday, September 10, 2024 (both days inclusive)
8.	Last date for publishing results of the e-voting	Thursday, September 12, 2024
9.	Registrar and Share Transfer Agent contact details	Link Intime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Road, Surya Nagar, Gandhi Nagar, Vikhroli - West, Mumbai - 400083, Maharashtra, India. Email id: rnt.helpdesk@linkintime.co.in
10.	5paisa's Contact details	Email id: csteam@5paisa.com Tel no: 022-41035000

Yours Truly,

For 5paisa Capital Limited

Sd/-

Namita Godbole

Company Secretary & Chief Compliance Officer
ICSI Membership Number: A21056

Place: Thane

Date: July 12, 2024



SPAISA CAPITAL LIMITED
CIN: L67190MH2007PLC289249

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH (17th) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF SPAISA CAPITAL LIMITED WILL BE HELD ON TUESDAY, 10th DAY OF SEPTEMBER, 2024, AT 11:30 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - (a) The Audited Standalone Financial Statement(s) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
 - (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2024, together with the Report of the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Gourav Munjal (DIN: 06360031), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation."

SPECIAL BUSINESSES:

3. To re-appoint Mr. Milin Mehta as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the

time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter called "Listing Regulations") and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Milin Mehta (DIN: 01297508), who holds office of Independent Director up to March 31, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Milin Mehta's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from April 01, 2025 to March 31, 2030.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to sign and execute all such documents & papers (including appointment letter etc.) as may be required for the purpose and file such necessary e-form(s) with the Registrar of Companies, Mumbai – Maharashtra and to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all such things incidental and ancillary thereto."

4. To approve appointment and remuneration of Mr. Ameya Agnihotri (DIN: 07680132) as the Whole Time Director of the Company and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, 196, 197, 198, 203 and Schedule V and other applicable provisions and rules, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and with all applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the relevant provisions of Articles of Association of the Company along with all applicable guidelines issued by the Central Government, from time to time and pursuant to the recommendation of the Nomination & Remuneration

Committee and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Ameya Agnihotri (DIN: 07680132) as the Whole-time Director of the Company (liable to retire by rotation) for the period 5 years w.e.f. July 13, 2024 and on the terms and conditions including remuneration as mentioned below:

A. Period of appointment:

5 years w.e.f. July 13, 2024 with the liberty to either party to terminate the appointment on 3 (Three) months notice in writing to the other.

B. Remuneration:

Salary: ₹1,80,00,000/- p.a. (Rupees One Crore Eighty 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 thereof for the time being in force, or otherwise as may be permissible in 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. Ameya Agnihotri in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

C. Perquisites:

Category (A):

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 3,00,000/- p.m. (Rupees Three 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 thereof.

Category (C):

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

1. Increment: Board/Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.
2. 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.
3. ESOP : The Company has in place the Employee Stock Option Scheme (ESOP) and as per the ESOP Scheme, Mr. Ameya Agnihotri will be eligible for grant of ESOPs, as may be considered by the Board/Nomination and Remuneration Committee from time to time.

Mr. Ameya Agnihotri has been granted 50,000 stock options under the 5paisa Capital Limited Employee Stock Option Scheme 2023 ("5PCL ESOS 2023") till the date of this report.
4. Retirement by Rotation: Mr. Ameya Agnihotri shall be liable to retire by rotation.
5. Governance: Subject as aforesaid, the 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 any of the Directors and/or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file various e-forms as required under Companies Act, 2013 and rules made thereunder, including all the necessary returns and declarations and to make necessary entries in the statutory records and registers of the company in relation to the appointment of Mr. Ameya Agnihotri as an Whole Time Director of the Company."

5. To approve material related party transactions with IIFL Facilities Services Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Facilities Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Facilities Services Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

6. To approve material related party transactions with IIFL Finance Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules

made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

7. To approve material related party transactions with IIFL Management Services Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and

Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Management Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Management Services Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

8. To approve material related party transactions with IIFL Securities Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board"

which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Securities Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Securities Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

9. To approve material related party transactions with IIFL Samasta Finance Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Samasta Finance Limited, a Related Party as defined in Listing Regulations, relating to

transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Samasta Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

10. To approve material related party transactions with IIFL Wealth Prime Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Wealth Prime Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/

contracts that may be entered into by the Company with IIFL Wealth Prime Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

11. To approve material related party transactions with IIFL Home Finance Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Home finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Home Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory

statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

12. To approve material related party transactions with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited) and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited), a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited) and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the

Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

13. To approve material related party transactions with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited) and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited), a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited) and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of

the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

14. To approve material related party transactions with 5paisa P2P Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with 5paisa P2P Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with 5paisa P2P Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

15. To approve material related party transactions with 5paisa Trading Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with 5paisa Trading Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with 5paisa Trading Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including

any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

16. To approve material related party transactions with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited) and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited), a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited) and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including

any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

17. To approve material related party transactions with 5paisa International Securities (IFSC) Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company *vide* resolutions passed in their respective meetings held on April 24, 2024, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with 5paisa International Securities (IFSC) Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit **PROVIDED HOWEVER THAT** the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with 5paisa International Securities (IFSC) Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 18th Annual General Meeting of the Company to be held in the year 2025, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future

arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

18. To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or its duly constituted committee be and is hereby authorized to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

19. To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company and to consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 149, 197, 198 and other applicable provisions, if any, of

the Companies Act, 2013 (Act), as amended from time to time, Regulation 17(6) and other applicable Regulation, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter called "the Listing Regulation"), consent of the members be and is hereby accorded to the payment of remuneration by way of commission to the sum not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non-Executive Director including Independent Director of the Company in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board thereof) and such payments shall be made in respect of the profits of the Company for each year commencing April 01, 2024;

RESOLVED FURTHER THAT the above commission shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings;

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

By Order of the Board of Directors

5paisa Capital Limited

Namita Godbole

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

Registered Office:

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

CIN: L67190MH2007PLC289249

E-mail: csteam@5paisa.com

Telephone No.: 022-41035000

Date: July 12, 2024

Place: Thane

Notes:

1. The Ministry of Corporate Affairs ("MCA") has *vide* its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 17th AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories". Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.5paisa.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM i.e. www.evotingindia.com). Members (Physical/Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Link Intime India Private Limited ("RTA/Linkintime") at rnt.helpdesk@linkintime.co.in and to company at csteam@5paisa.com.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations (as amended), and MCA Circulars as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. For further details, please read the note number 26.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first serve basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman/ Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. shall attend the AGM without restriction on account of first come first serve basis.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Pursuant to Section 105 of Companies Act, 2013, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and therefore Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business is annexed hereto. Further, the relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed.

9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 26.
10. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI etc.) intending to attend the meetings through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through e-voting, pursuant to Section 113 of the Act.
11. In terms of Section 152(6) of the Companies Act, 2013, Gourav Munjal (DIN: 06360031), is liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. Gourav Munjal (DIN: 06360031), is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in Corporate Governance report. Names of companies in which he holds directorships and memberships/ chairmanships of Board Committees and shareholding is provided under the explanatory statement.
12. At the Fifteenth (15th) AGM held on July 11, 2022, the members approved the appointment of M/s. V. Sankar Aiyar & Co. Chartered Accountants (Firm Registration No. 109208W), as Statutory Auditors of the Company a remuneration mutually agreed upon by the Board of Directors for a period of five consecutive years from the conclusion of that AGM till the conclusion to Twentieth (20th) AGM.
13. Notice is also given under Section 91 of the Companies Act, 2013 read with regulation 42 of the Listing Regulations that the Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, September 04, 2024 to Tuesday, September 10, 2024 (both days inclusive).
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice shall be available for inspection in electronic mode. Members can inspect the same by sending an email to csteam@5paisa.com.
15. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at Link Intime India Private Limited, C101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
16. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they have maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA/Company at rnt.helpdesk@linkintime.co.in and csteam@5paisa.com.
17. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
18. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.
19. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Link Intime.
22. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their

Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and/or for off market/private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

23. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form ISR-3 or Form No. SH-14 as the case may be, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
24. The Company has designated an exclusive e-mail ID csteam@5paisa.com to redress shareholder's complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.
25. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.

Members can raise questions during the meeting or in advance at csteam@5paisa.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

26. The information and instructions for shareholders for remote e-voting are as under:

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services Limited (CDSL). The instructions of shareholders for remote e-voting are as under:

- (i) The voting period begins on Thursday, September 05, 2024 at 09:00 a.m. and ends on Monday, September 09, 2024 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 03, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (ii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode 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"> 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. 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 or joining virtual meeting & voting during the meeting. Additionally, there is 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. 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. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a 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"> 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

Type of shareholders	Login Method
	<p>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 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 or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site 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 or joining virtual meeting & voting during the meeting.</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 shares in demat mode for any technical issues related to login through Depository i.e. CDSL and 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 call at : 022-48867000 and 022-24997000.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" module.
- iii. 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.
- iv. Next, enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. 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)
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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 Enter the Dividend Bank Account 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.

OR Date of Birth (DOB) 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.

After entering these details appropriately, click on "SUBMIT" tab.

- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the 5paisa Capital Limited on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- xv. If a demat account holder has forgotten the changed 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non-Individual Shareholders and Custodians-For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 email/mobile number are not registered with the company/depositories:

1. 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.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP).**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at csteam@5paisa.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at csteam@5paisa.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & 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, Central Depository Services (India) Limited (CDSL), 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 toll free no. 1800 21 09911.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying Notice

Item No. 03

Mr. Milin Mehta, is a Chartered Accountant and is a senior partner of K. C. Mehta & Co. LLP Chartered Accountants (Baroda, Mumbai, Ahmedabad and Bangalore), for about 3 decades. He is a fellow member of the Institute of Chartered Accountants of India. He is also a Law Graduate and has obtained a Master's Degree in Commerce. Mr. Milin Mehta has also been invited as special invitee to the Committee of the Institute of Chartered Accountants for making representation before the Central Board of Direct Taxes/Standing Committee of the Parliament on formation of new Direct Tax Code.

Mr. Milin Mehta was also a member of the Committee set up by the Central Board of Direct Taxes (CBDT) for framing "Tax Accounting Standards" which are renamed as "Income tax Computation and Disclosure Standards". Presently, he is member of the Committee appointed by the Finance Minister under the CBDT for considering the Minimum Alternate Tax (MAT) Impact on introduction of IndAS and also to notify further ICDS due to introduction of IndAS. He has held the position of Treasurer and Vice Chairman of the Western India Regional Council of the Institute of Chartered Accountants of India covering Gujarat, Maharashtra and Goa. He has also co-authored a book on "Minimum Alternate Tax" published by the Bombay Chartered Accountants' Society. The other details of Mr. Milin Mehta in terms of the Listing Regulation and Secretarial Standard-2 are provided in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had re-appointed Mr. Milin Mehta as a Non-executive Independent Director of the Company to hold office for a period of five consecutive years ending on March 31, 2030, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). In terms of Section 161(1) of the Act, Mr. Milin Mehta, an Non-Executive Independent Director is eligible for being re-appointed as an Independent Director. In accordance with above, the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the re-appointment of Mr. Milin Mehta as an Independent Director of the Company. Mr. Milin Mehta has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations. The Company has also received:- (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter of re-appointment for Independent Directors, setting out the terms and conditions would be available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to csteam@5paisa.com.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Milin Mehta's vast knowledge and varied experience would be immense benefit to the Company and it is desirable to avail services of Mr. Milin Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Milin Mehta as an Independent Director for a period of 5 (Five) years with effect from April 01, 2025 and not liable to retire by rotation, for approval of shareholders of the Company.

Mr. Milin Mehta is interested in the resolution set out at Item No. 03 of the Notice. The relatives of Mr. Milin Mehta may be deemed to be interested in the resolution set out at Item No. 03 of the Notice, to the extent of their shareholding interest, if any, in the Company. Mr. Milin Mehta is not related to any Director and Key Managerial Personnel of the Company.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of the Notice.

The Board recommends the Special Resolution set out at Item no. 03 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of the Notice, except the Independent Directors and their relatives to the extent of the shareholding and commission that may be received by them, including for Financial Year 2023-24. The Board accordingly recommends the Special Resolution as set out in Item No. 03 of the Notice for approval of the Members.

Item No. 04

The Board of Directors of the Company, based on the recommendations of Nomination & Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Ameya Agnihotri (DIN: 07680132), as an Additional Director in the capacity of Whole Time Director of the Company with effect from July 13, 2024 at its meeting held on July 12, 2024.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing

candidature of Mr. Ameya Agnihotri for the office of Director. The Company has received from Mr. Ameya Agnihotri, 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 Obligations and Disclosure Requirements) Regulations, 2015 ("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 period of three months from the date of appointment, whichever is earlier.

A brief profile of Mr. Ameya Agnihotri is given below:

Mr. Ameya Agnihotri is a Bachelor of Computer Science and holds a master's degree in computer applications. Mr. Ameya Agnihotri brings over 18 years of diverse experience in building scalable, low latency, resilient platforms, large scale data platforms in AdTech and MarTech space (SSP, DSP, CDP, DMP) as well as in OTA and logistics. Mr. Ameya Agnihotri's previous experience includes working at Paytm, Zeotap, Airpush, Pubmatic and Symantec. Prior to joining 5paisa as a CTO from November 2023, he was VP - Technology at Paytm (Travel Vertical).

In view of the above, it is proposed to obtain approval of the Members by way of Special Resolution as mentioned in Item no. 04 of the Notice for appointment of Mr. Ameya Agnihotri as a Whole Time Director for a period of five (5) years from July 13, 2024 to July 12, 2029 and for the remuneration payable to him.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on July 12, 2024 respectively have *inter alia* recommended the above Resolutions for approval of the Members by means of Special Resolution.

The details of Mr. Ameya Agnihotri pursuant to the Listing Regulations and SS-2, are attached to the Notice.

The Board considers it in the interest of the Company to appoint Mr. Ameya Agnihotri as a Whole Time Director of the Company and accordingly recommends the passing of the resolution contained in Item No. 04 of the accompanying Notice as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Ameya Agnihotri are, in any way, concerned or interested, financially or otherwise, in the Special Resolution at Item No. 04.

Item No. 05 to 17

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Listing Regulations.

As per the amendment to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Listing Regulations, which are effective from April 01, 2022, the transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as "related party transactions", and as "material related party transactions", if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, such material related transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The Shareholders at the Annual General Meeting held on August 31, 2023 had approved the material related party transactions for FY 2023-2024 and the same was valid till March 31, 2024. However, pursuant to the amended regulations, prior approval of shareholders is required in case of transactions to be carried out for FY 2024-25 and hence the resolutions at Item No. 05 to 17 of this notice for the approval of shareholders till the 18th Annual General Meeting of the company to be held in the year 2025 wherein fresh approval of the shareholders shall be obtained in this regard.

The Company and/or its subsidiaries lends/borrows funds from its group entities from time to time including IIFL Finance Limited, 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited), IIFL Wealth Prime Limited (Formerly "IIFL Wealth Finance Limited"), IIFL Home Finance Limited, Livlong Insurance Brokers Limited (Formerly IIFL Insurance Brokers Limited), IIFL Samasta Finance Limited, IIFL Securities Limited, IIFL Management Services Limited, IIFL Facilities Services Limited, 5paisa P2P Limited, 5paisa Corporate Services Limited (Formerly known as "5paisa Insurance Brokers Limited"), 5paisa Trading Limited and 5paisa International Securities (IFSC) Limited as and when there is requirement of funds for working capital needs. The said transactions are in the ordinary course of business and at arms' length and are duly approved by the Audit Committee and the Board of Directors.

The Company and/or its subsidiaries may be required to enter into contracts and/or transactions and/or arrangements, as stated in the resolution at Item Nos. 05 to 17, during FY 2024-25, at an arm's length basis and in the ordinary course of business and the details of the same are as follows:

Sr. No.	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2023-24 approved by Share holders	Proposed Limits for 2024-25 to be approved by Shareholders (please refer note below table)
1	IIFL Securities Group Companies					
a)	IIFL Facilities Services Limited	Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Sharing of premises - common office & business related expenses	1.77%	₹ 7 Crore	₹ 7 Crore
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	126.67%	₹ 500 Crore	₹ 500 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
		Rental Agreement	Sharing of common premises	1.27%	₹ 5 Crore	₹ 5 Crore
b)	Livlong Insurance Brokers Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	25.33%	₹ 100 Crore	₹ 100 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	50.67%	₹ 200 Crore	₹ 200 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	2.53%	₹ 10 Crore	₹ 10 Crore
c)	IIFL Management Services Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	50.67%	₹ 200 Crore	₹ 200 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	50.67%	₹ 200 Crore	₹ 200 Crore
		Guest House Facility Agreement	Facility of the guest house for IIFL employees	0.13%	–	₹ 50 Lakhs
		Rental Agreement	Sharing of common premises	0.51%	₹ 2 Crores	₹ 2 Crores
d)	IIFL Securities Limited	Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	2.53%	₹ 10 Crore	₹ 10 Crore

Sr. No.	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2023-24 approved by Share holders	Proposed Limits for 2024-25 to be approved by Shareholders (please refer note below table)
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Sharing of premises - common office & business related expenses	7.60%	₹ 30 Crore	₹ 30 Crore
		Rental Agreement	Sharing of common premises	1.27%	₹ 5 Crore	₹ 5 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	2.53%	₹ 10 Crore	₹ 10 Crore
e)	Other IIFL Securities Group Companies	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	2.53%	₹ 10 Crores	₹ 10 Crores
2	IIFL Finance Group Companies					
a)	IIFL Finance Limited	Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses	Common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	152%	₹ 600 Crore	₹ 600 Crore

Sr. No.	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2023-24 approved by Share holders	Proposed Limits for 2024-25 to be approved by Shareholders (please refer note below table)
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	3.80%	₹ 15 Crore	₹ 15 Crore
b)	IIFL Home Finance Limited	Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Paid and other expenses	Common office & business related expenses	0.51%	₹ 2 Crore	₹ 2 Crore
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	2.53%	₹ 10 Crore	₹ 10 Crore
		Rental Agreement	Sharing of common premises	0.51%	₹ 2 Crores	₹ 2 Crores
c)	IIFL Samasta Finance Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
d)	Other IIFL Finance Group Companies	Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	2.53%	₹ 10 Crores	₹ 10 Crores

Sr. No.	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2023-24 approved by Share holders	Proposed Limits for 2024-25 to be approved by Shareholders (please refer note below table)
3 IIFL Wealth Management Group Companies						
a)	360 ONE WAM Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	76%	₹ 300 Crore	₹ 300 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
b)	IIFL Wealth Prime Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	76%	₹ 300 Crore	₹ 300 Crore
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	101.33%	₹ 400 Crore	₹ 400 Crore
c)	Other IIFL Wealth Group Companies	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
4 Subsidiaries of 5paisa Capital Limited						
a)	5paisa P2P Limited	Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	25.33%	₹ 100 Crore	₹ 100 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	0.51%	₹ 2 Crore	₹ 2 Crore

Sr. No.	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2023-24 approved by Share holders	Proposed Limits for 2024-25 to be approved by Shareholders (please refer note below table)
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
b)	5paisa Trading Limited	Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	25.33%	₹ 100 Crore	₹ 100 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	0.51%	₹ 2 Crore	₹ 2 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
c)	5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited)	Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	25.33%	₹ 100 Crore	₹ 100 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore

Sr. No.	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2023-24 approved by Share holders	Proposed Limits for 2024-25 to be approved by Shareholders (please refer note below table)
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	0.51%	₹ 2 Crore	₹ 2 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
d)	5paisa International Securities (IFSC) Limited	Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	25.33%	₹ 100 Crore	₹ 100 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1.27%	₹ 5 Crore	₹ 5 Crore
		Arrangement of Allocation/ Reimbursement of Common/ Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	0.51%	₹ 2 Crore	₹ 2 Crore
		Marketing Support Fees/ Commission & Brokerage/Service fees/Referral/Arranger Fee Income or any other cross sale income.	Cross Selling of products	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	–	Limit as permissible under Law/ Regulations	Limit as permissible under Law/ Regulations

*Note: Maximum Outstanding Intercorporate Deposit taken from all group companies together will not exceed ₹ 600 Crore at any given point of time. Further, all these transactions are balance sheet item and only interest paid on this ICD will be in profit and loss.

**Note: Maximum Outstanding Intercorporate Deposit given to all group companies together will not exceed ₹ 500 Crore at any given point of time.

Note 1: The additional details pertaining to the Inter Corporate Deposits (ICD's) to be given by the Company w.r.t the above material related party transactions are as follows:

- a). Terms of ICD given:
- aa). ICD being short term facility (unsecured) is comparable with Cash credit rates hence pricing for ICD given in particular financial year shall be determined on SBI 1 year MCLR + Credit spread and the same shall be repayable on demand.
- ab). Pricing:
- SBI 1 year MCLR* + Credit spread of 250 to 350 basis point shall be applicable on all ICD transaction during the year.
- *Note
- MCLR rate prevailing on beginning of quarter shall be considered.
 - Credit spread can be reviewed during the year if required.
- b). The source of funds for grant of ICD's will be 5paisa owned liquid network funds.
- c). No financial indebtedness will be incurred to make or give ICD.
- d). The funds will be utilized for working capital requirement by the ultimate beneficiary of such funds.
- e). The proposed material related party transactions for FY 2024-25 are based on the copy of "Certificates for Related Party Transactions" issued by M/s. Kamlesh Mehta & Associates for quarter ended June 2023, September 2023, December 2023 and March 2024. The Shareholders may acquire the same by dropping an email at csteam@5paisa.com post which the copy of the report will be sent to the shareholders at their registered email ids.

These transactions, during the financial year 2024-25, between the Company and/or its subsidiaries on one side and the related parties as mentioned above, separately on the other side, may exceed the revised threshold of "material related party transactions" under the SEBI Listing Regulations i.e. ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company for the Financial Year ending March 31, 2024, whichever is lower. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company and/or its subsidiaries. The approval of the shareholders is valid till the 18th Annual General meeting of the company to be held in the calendar year 2025 and it is proposed to take a fresh approval of the shareholders in this regard.

With respect to the above matter, the Shareholders/Members are requested to note the following disclosures of Interest:

Sr. No.	Name of Related Party	Nature of Interest or Concern
1.	IIFL Facilities Services Limited (IFSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IFSL is a Wholly Owned Subsidiary of IIFL SEC.
2.	Livlong Insurance Brokers Limited	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and LIBL is a Wholly Owned Subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL SEC i.e. 0.02% in LIBL.
3.	IIFL Management Services Limited (IMSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IMSL is a Wholly Owned Subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL SEC i.e. 0.06% in IMSL.
4.	IIFL Securities Limited (IIFL SEC)	Mr. Nirmal Jain is a promoter and Mr. Venkataraman Rajamani is promoter and Managing Director of IIFL SEC. Mr. Nirmal Jain and Mr. Venkataraman Rajamani both hold along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 30.90% in IIFL SEC.
5.	IIFL Commodities Limited (ICL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and ICL is Wholly Owned Subsidiary of IIFL SEC. Together they hold 9950 shares as Nominee of IIFL SEC i.e. 3.16% in ICL.

Sr. No.	Name of Related Party	Nature of Interest or Concern
6.	Livlong Protection & Wellness Solutions Limited (LPWSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and LPWSL is Subsidiary of IIFL SEC. Together they hold 20 shares as Nominee of IIFL SEC i.e. 0.00% in LPWSL.
7.	IIFL Securities Services IFSC Limited	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL Securities Services IFSC is the Wholly owned subsidiary of IIFL SEC.
8.	India Infoline Foundation (Section 8 Company)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and India Infoline Foundation is the Wholly owned subsidiary of IIFL SEC.
9.	Shreyans Foundations LLP	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and Shreyans Foundations LLP is the subsidiary (Step down) company of IIFL SEC.
10.	Meenakshi Towers LLP	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and Meenakshi Towers LLP is the subsidiary company of IIFL SEC.
11.	IIFL Capital Inc	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL Capital Inc is a Wholly owned subsidiary of IIFL SEC.
12.	IIFL Securities Alternate Asset Management Limited	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL Securities Alternate Asset Management Limited is a Wholly owned subsidiary of IIFL SEC.
13.	IIFL Wealth (UK) Limited	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL Wealth (UK) Limited is a Wholly owned subsidiary of IIFL SEC
14.	IIFL Finance Limited (IIFL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Promoter and Executive Director of IIFL. Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL and both hold along with their relatives & persons acting in concert 10,56,74,667 equity shares i.e. 24.92% in IIFL.
15.	IIFL Open Fintech Private Limited	IIFL Open Fintech Private Limited is a subsidiary of IIFL Finance Limited. IIFL Finance Limited holds 51.02% stake in IIFL Open Fintech Private Limited.
16.	IIFL Home Finance Limited (IIFL HF)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Non-Executive Directors of IIFL HF. IIFL HF is a Subsidiary of IIFL
17.	IIFL Samasta Finance Limited (ISFL)	ISFL is a Subsidiary of IIFL Finance Limited
18.	360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Co- Promoter and Non - Executive Directors of 360 ONE WAM Limited. Mr. Nirmal Jain and Mr. Venkataraman Rajamani along with their relatives & persons acting in concert held 2,57,26,442 equity shares i.e. 7.17% and 71,53,956 equity shares i.e. 1.99% respectively in 360 ONE WAM Limited.
19.	360 ONE Asset Management Limited (Formerly Known as IIFL Asset Management Limited)	360 ONE Asset Management Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
20.	360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	360 ONE Portfolio Managers Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
21.	360 ONE Foundation (Formerly Known as IIFLW CSR Foundation)	360 ONE Foundation is a Wholly owned Subsidiary of 360 ONE WAM Limited
22.	360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)	360 ONE Prime Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
23.	360 ONE Asset Trustee Limited (Formerly known as IIFL Trustee Limited)	360 ONE Asset Trustee Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited

Sr. No.	Name of Related Party	Nature of Interest or Concern
24.	360 ONE Distribution Services Limited (Formerly known as IIFL Wealth Distribution Services Limited)	360 ONE Distribution Services Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
25.	360 ONE Investment Adviser and Trustee Services Limited (Formerly known as IIFL Investment Adviser and Trustee Services Limited)	360 ONE Investment Adviser and Trustee Services Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
26.	360 ONE IFSC Limited (Formerly known as IIFL Wealth Securities IFSC Limited)	360 ONE IFSC Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
27.	360 ONE Alternates Asset Management Limited	360 ONE Alternates Asset Management Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
28.	360 ONE Asset Management (Mauritius) Limited (Formerly known as IIFL Asset Management (Mauritius) Limited)	360 ONE Asset Management (Mauritius) Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
29.	360 ONE Private Wealth (Dubai) Limited (formerly known as IIFL Private Wealth Management (Dubai) Limited)	360 ONE Private Wealth (Dubai) Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
30.	360 ONE Inc. (Formerly known as IIFL Inc.)	360 ONE Inc. is a Wholly owned Subsidiary of 360 ONE WAM Limited
31.	360 ONE Capital (Canada) Limited (Formerly known as IIFL Capital (Canada) Limited)	360 ONE Capital (Canada) Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
32.	360 ONE CAPITAL PTE. LTD. (Formerly known as IIFL Capital Pte. Limited)	360 ONE CAPITAL PTE. LTD. is a Wholly owned Subsidiary of 360 ONE WAM Limited
33.	MAVM Angels Network Private Limited	MAVM Angels Network Private Limited is a Wholly owned Subsidiary of 360 ONE WAM Limited
34.	5paisa P2P Limited (5P2P)	5P2P is a Wholly Owned Subsidiary of 5Paisa Capital Limited (5PCL).
35.	5paisa Trading Limited (5PTL)	5PTL is a Wholly Owned Subsidiary of 5Paisa Capital Limited (5PCL).
36.	5paisa Corporate Services Limited (5CSL) (Formerly known as 5paisa Insurance Brokers Limited)	5CSL is a Wholly Owned Subsidiary of 5Paisa Capital Limited (5PCL).
37.	5paisa International Securities (IFSC) Limited (5IS(IFSC)L)	(5IS(IFSC)L) is a Wholly Owned Subsidiary of 5Paisa Capital Limited (5PCL).

Based on the information on the proposed transactions, summarized in this Notice, the Audit Committee of the Board and the Board of Directors have approved entering into the said transactions and has reviewed and noted and recommended that the approval of the Members be also sought for the resolutions contained at Item Nos. 05 to 17 of the accompanying Notice.

Except the above Directors, Promoters and their relatives none of the Directors, Key Managerial Personnel and their Relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item Nos. 05 to 17.

The Board accordingly recommends the Ordinary Resolutions set out in Item Nos. 05 to 17 of the Notice for approval by the members.

Item No. 18

As per Section 42 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCD's) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCD's during the year.

In order to augment long-term resources for financing, *inter alia*, the ongoing expenditure and for business purposes, the Board may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable NCD's, in one or more series/tranches on private placement basis, issuable/redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and other applicable provisions of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions of NCD's on a private

placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 18, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 18 of the Notice.

The Board recommends the Special Resolution set out in Item No. 18 of the Notice for approval by the Members.

Item No. 19

With the enhanced Corporate Governance requirements under the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as the Listing Regulation) coupled with the size, complexity and operations of the 5paisa Capital Limited and its group companies, the role and responsibilities of the Board, particularly Non-Executive Director has become more onerous, requiring greater time commitments, attention and a higher level of oversight. In view of the above, the Board of Directors at its meetings held on April 24, 2024 recommended and approved payment of commission not exceeding 1% of the net profits of the Company for Financial Year 2024-25, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time. Regulation 17(6) of Listing Regulation authorities, the Board to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting. This commission will be distributed amongst all or some of the Non-Executive Directors including Independent Directors, taking into consideration various parameter such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, member's approval is sought by way of a Special Resolution for payment of commission to the Non-Executive Directors as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, concerned or interested, financially or otherwise, in the resolution set out at Item No. 19 of the Notice, except the Independent Directors and their relatives to the extent of the shareholding and commission that may be received by them, including for Financial Year 2024-25.

The Board accordingly recommends the Special Resolution as set out in Item No. 19 of the Notice for approval of the Members.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

1. Mr. Gourav Munjal

Particulars	Remarks
DIN	06360031
Date of Birth	June 16, 1988
Nationality	Indian
Date of Appointment on the Board	January 16, 2020
Qualifications	Chartered Accountant and Company Secretary and Diploma in IFRS from the Association of Chartered Certified Accountants (ACCA).
Expertise in specific functional areas	Accounts, Finance and Taxation
Number of shares held in the Company (including Options granted under ESOP)	Equity Shares: As on March 31, 2024: 10,500 As on July 12, 2024: 10,383 Employee Stock Options: 1,75,000 under 5paisa Capital Limited Employee Stock Option Scheme 2017

Particulars	Remarks
Directorships held in other companies (excluding foreign companies)	5paisa P2P Limited 5paisa Corporate Services Limited 5paisa Trading Limited 5paisa International Securities (IFSC) Limited
Attendance in number of Board Meetings eligible during the financial year 2023-24	5 (Five) of 6 (Six)
Memberships/Chairmanships of committees of other companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Relationships between Directors <i>inter-se</i>	None
Remuneration details (Including Sitting Fees & Commission)	₹ 7.05 million

2. Milin Mehta

Particulars	Remarks
DIN	01297508
Date of Birth	September 08, 1964
Nationality	Indian
Date of Appointment on the Board	April 01, 2020
Qualifications	Chartered Accountant
Expertise in specific functional areas	Accounts, Finance and Taxation
Number of shares held in the Company (including Options granted under ESOP)	NIL
Directorships held in other companies (excluding foreign companies)	Farmson Basic Drugs Private Limited Patel Vijyaben Trusteeship Private Limited Farmson Pharmaceutical Gujarat Private Limited Ark Foundation for the Arts Styrenix Performance Materials Limited VA Tech Wabag Limited Shaily Engineering Plastics Limited Indusface Private Limited Vadodara Marathon Technokraft Products Private Limited Rubamin Private Limited Deepak Chem Tech Limited Gujarat Life Sciences Private Limited Heubach Colour Private Limited Deepak Phenolics Limited
Attendance in number of Board Meetings eligible during the financial year 2023-24	6 (Six) of 6 (Six)

Particulars	Remarks
Memberships/Chairmanships of committees of other companies (Includes only Audit Committee and Stakeholders Relationship Committee)	VA Tech Wabag Limited Shaily Engineering Plastics Limited Styrenix Performance Materials Limited Deepak Phenolics Limited Indusface Private Limited Heubach Colour Private Limited Rubamin Private Limited
Relationships between Directors <i>inter-se</i>	None
Remuneration details (Including Sitting Fees & Commission)	₹ 0.97 million (Sitting Fees)

3. Mr. Ameya Agnihotri

Particulars	Remarks
DIN	07680132
Date of Birth	May 22, 1982
Nationality	Indian
Date of Appointment on the Board	July 13, 2024
Qualifications	Bachelor of Computer Science and master's degree in computer applications
Expertise in specific functional areas	Building scalable, low latency, resilient platforms, large scale data platforms in AdTech and MarTech space (SSP, DSP, CDP, DMP) as well as in OTA and logistics.
Number of shares held in the Company (including Options granted under ESOP)	Equity Shares: NIL ESOPs: 50,000 under 5paisa Capital Limited Employee Stock Option Scheme 2023
Directorships held in other companies (excluding foreign companies)	NIL
Attendance in number of Board Meetings eligible during the financial year 2023-24	NIL
Memberships/Chairmanships of committees of other companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Relationships between Directors <i>inter-se</i>	None
Remuneration details (Including Sitting Fees & Commission)	₹ 18 million

By Order of the Board of Directors

5paisa Capital Limited

Namita Godbole

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

Registered Office:

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

CIN: L67190MH2007PLC289249

E-mail: csteam@5paisa.com

Telephone No.: 022-41035000

Date: July 12, 2024

Place: Thane