

August 07, 2023

To, The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400001. 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 – 400051. NSE Symbol: 5PAISA
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Sub: Notice of the 16th Annual General Meeting:

Dear Sir/Madam,

We wish to inform you that the 16th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Thursday, August 31, 2023, at 02:00 PM (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

Further, pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the detailed Notice of 16th AGM of the Company.

Kindly take the same on record and oblige.

Thanking You,
Yours faithfully,

For 5paise Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
Membership No.: A21056
E-mail: csteam@5paise.com

5paise Capital Limited



5paisa Capital Limited

CIN: L67190MH2007PLC289249

Dear Members,

Invitation to attend the Sixteenth (16th) Annual General Meeting on Thursday, August 31, 2023

You are cordially invited to attend the Sixteenth (16th) Annual General Meeting of the Company to be held on Thursday, August 31, 2023 at 02.00 p.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The notice convening the Annual General Meeting ("AGM") 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. 28 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.
5.	Cut-off date for e-voting	Thursday, August 24, 2023
6.	Time period for remote e-voting	Commences at 09:00 a.m. IST on Monday, August 28, 2023 and ends at 05:00 p.m. IST on Wednesday, August 30, 2023
7.	Book closure dates	Friday, August 25, 2023, to Thursday, August 31, 2023 (both days inclusive)
8.	Last date for publishing results of the e-voting	Saturday, September 02, 2023
9.	Registrar and Share Transfer Agent contact details	Link Intime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli- West, Mumbai, Maharashtra 400083 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

Namita Godbole

Company Secretary & Compliance Officer
Membership Number – A21056

Place: Thane
Date: August 07, 2023

**5paisa Capital Limited**

CIN: L67190MH2007PLC289249

Notice

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16TH) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF 5PAISA CAPITAL LIMITED WILL BE HELD ON THURSDAY, AUGUST 31, 2023 AT 02:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and

"RESOLVED THAT the Audited Standalone financial statement(s) of the Company for the Financial Year ended March 31, 2023 along with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

- (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.

"RESOLVED THAT the Audited Consolidated financial statement(s) of the Company for the Financial Year ended March 31, 2023 along with the reports of the Auditors thereon, be and are hereby received, considered and adopted.

2. To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for reappointment 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 BUSINESS:

3. To approve appointment of Mr. Narayan Gangadhar (DIN: 09298665) as 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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and any other applicable laws [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force], the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Narayan Gangadhar (DIN: 09298665), who was appointed as an Additional Director of the Company, with effect from July 13, 2023 till the ensuing annual general meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

4. To approve appointment and remuneration of Mr. Narayan Gangadhar (DIN: 09298665), Chief Executive Officer, as the Managing 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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment

Notice (Contd.)

and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and such other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and all applicable guidelines issued by the Central Government from time to time, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Narayan Gangadhar (DIN: 09298665) as the Managing Director of the Company (liable to retire by rotation) for the period for a period of 5 years w.e.f. July 13, 2023 and on the terms and conditions including remuneration as mentioned below:

A. Period of appointment:

5 years w.e.f. July 13, 2023 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

Basic Salary: ₹ 25,89,500/- (Rupees Twenty Five Lakhs Eighty Nine Thousand Five Hundred Only) per month.

C. Perquisites:**Category (A):**

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 2,22,000/- (Rupees Two Lakhs Twenty-Two Thousand Only) per month.
2. Medical Reimbursement for self and family as per the rules of the Company.
3. Contribution of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) towards Non-profit organizations.
4. Leave Travel Assistance as per the rules of the Company.
5. 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. Remuneration: He shall be paid remuneration as permissible under the Companies Act, 2013 and as determined by the Board / Nomination & Remuneration Committee from time to time.
3. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
4. The Company has in place the Employee Stock Option Scheme (ESOP) and as per the ESOP Scheme, Mr. Narayan Gangadhar will be eligible for grant of ESOPs, as may be considered by the Board/Nomination and Remuneration Committee from time to time.
5. 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 at law.
6. 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. Narayan Gangadhar in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

Notice (Contd.)

7. The Nomination & Remuneration Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
8. Mr. Narayan Gangadhar shall be liable to retire by rotation.

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

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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, wherein fresh approval of the shareholders shall be obtained in this regard;

Notice (Contd.)

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, wherein fresh approval of the shareholders shall be obtained in this regard;

Notice (Contd.)

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 (Formerly Known as IIFL Wealth 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 there under, (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 May 01, 2023, 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 (Formerly Known as IIFL Wealth 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 Wealth Prime Limited (Formerly Known as IIFL Wealth 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 17th Annual

Notice (Contd.)

General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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

Notice (Contd.)

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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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

Notice (Contd.)

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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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),

Notice (Contd.)

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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 there under, (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 May 01, 2023, 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 17th Annual General Meeting of the Company to be held in the year 2024, 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 authorised 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 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 Company 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

Notice (Contd.)

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 1, 2023;

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 authorised 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."

19. 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."

20. To approve increase the limits of borrowing u/s 180(1)(c) of the Companies Act, 2013 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 in supersession to earlier special resolution dated March 02, 2017 and pursuant to Section 180 (1)(c) and any other applicable provision of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to borrow moneys in excess of the aggregate of the paid up share capital, free reserves and Securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores) over and above the aggregate of the paid-up share capital, free reserves and Securities premium of the Company and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby authorized to submit a Certified True Copy of this Resolution to such persons/ entities as may be deemed fit for the purpose of giving effect to this resolution."

21. To approve increase the limit u/s 180(1)(a) of the Companies Act, 2013 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 in supersession to earlier Special resolution dated March 02, 2017 and pursuant to Section 180(1)(a) and any other applicable provision of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to mortgage and/or charge, by the Company, in such form and manner and with such ranking and at such time and on such terms as

Notice (Contd.)

the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/ Trustee(s), for securing the borrowings availed/ to be availed by the Company and/or any of the Company's holding/ subsidiary/ affiliate/ associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/ or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/ Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/ Agent(s) and Trustee(s)/ Trustee(s), in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s) and Trustee(s)/ Trustee(s).

RESOLVED FURTHER THAT any Directors of the Company and/or Company Secretary of the Company be and are hereby authorized to give effect to this resolution, finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

22. To consider and approve adoption of 5Paisa Capital Limited Employee Stock Options Scheme named 5Paisa ESOS – 2023, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT approval be and is hereby granted to "5Paisa Capital Limited Employee Stock Options Scheme

named 5Paisa ESOS – 2023", tabled at the meeting and initialled by the Chairman for identification.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, Nomination and Remuneration Committee (NRC) or any Committee of the Board is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto.

RESOLVED FURTHER THAT shares may be allotted in accordance with the Scheme, directly to the employees or through a Trust which may be set up to enable the employees/Trust to acquire, purchase or subscribe to the shares of "5paisa Capital Limited" (or "the Company").

RESOLVED FURTHER THAT the Board, Nomination and Remuneration Committee (NRC) or any committee of the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Plans, including to amend or modify any terms thereof in accordance with and subject to all applicable SEBI guidelines, without being required to seek any further approval or consent of the members.

RESOLVED FURTHER THAT the Plan be operated by the Board, Nomination and Remuneration Committee (NRC) or any committee of the Board such that the total number of shares issued do not exceed Twenty-Lakhs (20,00,000) shares in "5Paisa Capital Limited Employee Stock Options Scheme named 5Paisa ESOS – 2023" in amounting to around 6.50% of the issued and subscribed share capital of the Company'.

**By Order of the Board of Directors
For 5paisa Capital Limited**

Namita Godbole
Company Secretary &
Compliance Officer
ACS - 21056

Registered Office:
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23,
Thane Industrial Area,
Wagle Estate, Thane -400604
CIN: L67190MH2007PLC289249

Date: August 07, 2023
Place: Thane

e-mail: csteam@5paisa.com
Telephone No. - 022-41035000

Notice (Contd.)

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular No's. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively, ("MCA Circulars") allowing, *inter-alia*, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations")). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 16th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.
2. 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's 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 28.
3. 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 the 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 served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. shall attend the AGM without restriction.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. 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.
7. In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Notice calling the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). 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.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars.
9. An explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

Notice (Contd.)

10. 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. 28.
11. 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. The said Resolution/Authorization shall be sent to csteam@5paisa.com
12. In terms of Section 152 of the Companies Act, 2013, Mr. 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. Mr. 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.
13. Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, in respect of the Appointment of Auditors and Directors seeking appointment/ re-appointment forms an integral part of the Notice. Requisite declarations have been received from Auditors and Directors seeking appointment/ re-appointment.
14. M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), were re-appointed as Statutory Auditors of the Company for a second term of five consecutive years at the Annual General Meeting ("AGM") of the Members held on July 11, 2022 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Company (Amendment) Act, 2017, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
15. 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 Friday, August 25, 2023 to Thursday, August 31, 2023 (both days inclusive).
16. 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.
17. Share transfer documents and all correspondence relating thereto, should be addressed to Registrar & Share Transfer Agent (RTA) at C101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
18. 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.
19. 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.
20. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ("SEBI") to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to

Notice (Contd.)

transfer shares held in physical mode as per extension of the deadline announced by SEBI.

21. 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.
22. 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.
23. 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.
24. 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.
25. 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 No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.

26. The Company has designated an exclusive e-mail ID csteam@5paisa.com to redress shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.
27. 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.

28. 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 Monday, August 28, 2023 at 09:00 AM and ends on Wednesday, August 30, 2023 at 5:00 PM. 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 Thursday, August 24, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote

Notice (Contd.)

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.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 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 Equity shares of the Company in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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.

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
Individual Shareholders holding securities in demat mode) 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 (holding 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities 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 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

Notice (Contd.)

(v) **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 e-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)

- 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 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.

- (vi) 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 Electronic Voting Sequence Number (EVSN) of 5paisa Capital Limited.
- (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 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.

Notice (Contd.)

(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 Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 Wi-Fi 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.

Notice (Contd.)**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.

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 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Deborshi Choudhury, Deputy Manager Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

Item No. 3 & 4

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. Narayan Gangadhar (DIN: 09298665), Chief Executive Officer, as an Additional Director and Managing Director of the Company with effect from July 13, 2023 at its meeting held on July 12, 2023.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Narayan Gangadhar for the office of Director. The Company has received from Mr. Narayan Gangadhar, 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 time of three months from the date of appointment, whichever is earlier.

A brief profile of Mr. Narayan Gangadhar is given below:

Mr. Narayan Gangadhar has over two-decades of experience, mostly with global tech giants, based out of San Francisco Bay Area in the US. Mr. Narayan Gangadhar was the Head of Engineering at Uber managing over 1,000 innovators, building core engineering platforms, core APIs and cloud solutions to help Uber's operations in over 500 cities across the world. Earlier, Mr. Narayan Gangadhar was a Senior Director at Google helming the cloud engineering and infrastructure domains, where he was responsible for all external facing cluster computing products as well as in charge of backend infrastructure. Mr. Narayan Gangadhar also worked with Amazon as Director of Engineering, where he built Amazon Relational Database Service. He started his career with Microsoft and worked in various engineering roles. Most recently Mr. Narayan Gangadhar was CEO of Angel Broking. Currently, Mr. Narayan Gangadhar is the CEO of our company w.e.f. May 25, 2023. Mr. Narayan Gangadhar is a Bachelor of Engineering from Mumbai University and a Master in Computer Science from Worcester Polytechnic Institute.

In view of the above, it is proposed to obtain approval of the Members by way of Ordinary Resolution as mentioned in Item no. 4 of the Notice for appointment of Mr. Narayan Gangadhar

as Managing Director for a period of five (5) years from July 13, 2023 to July 12, 2028 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, 2023 respectively have *inter alia* recommended the above Resolutions for approval of the Members by means of Ordinary Resolutions.

The details of Mr. Narayan Gangadhar 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. Narayan Gangadhar as Managing Director of the Company and accordingly recommends the passing of the resolutions contained in Item Nos. 3 & 4 of the accompanying Notice as Ordinary Resolutions.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Narayan Gangadhar are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions at Items Nos. 3 & 4.

Item No. 5 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 Monday, July 11, 2022 had approved the material related party transactions for FY 2022-2023 and the same shall be valid till March 31, 2023. However, pursuant to the amended

Notice (Contd.)

regulations, prior approval of shareholders is required in case of transactions to be held for FY 2023-24 and hence the resolutions at Item No. 05 to 17 of this notice for the approval of shareholders till the 16th Annual General Meeting of the company to be held in the year 2023 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 and as when there is requirement of funds for working capital needs. The said transactions are in ordinary course of business and at arms' length and duly approved by the Audit Committee and the Board of the 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 2023-24, 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 2022-23 approved by Share holders	Proposed Limits for 2023-24 to be approved by Shareholders (please refer note below table)
1 IIFL Securities Limited Group Companies						
a)	IIFL Facilities Services Limited	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	168%	₹ 500 Crores	₹ 500 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
		Arrangement of Cost allocation expense/Reimbursement of expense/Advisory & specific overhead expenses – Received	Sharing of premises - common office & business related expenses	2%	₹ 5 Crores	₹ 5 Crores
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Sharing of premises - common office & business related expenses	2%	₹ 7 Crores	₹ 7 Crores
		Rental Agreement with IIFL Facilities Services Limited and IIFL Securities Limited	Sharing of common premises	2%	₹ 5 Crores	₹ 5 Crores
b)	Livlong Insurance Brokers Limited (Formerly IIFL Insurance Brokers Limited)	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	34%	₹ 100 Crores	₹ 100 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	67%	₹ 200 Crores	₹ 200 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	3%	₹ 10 Crores	₹ 10 Crores

Notice (Contd.)

Sr No	Name of the Company	Type/ Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2022-23 approved by Share holders	Proposed Limits for 2023-24 to be approved by Shareholders (please refer note below table)
c)	IIFL Management Services Limited	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	67%	₹ 200 Crores	₹ 200 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	67%	₹ 200 Crores	₹ 200 Crores
d)	IIFL Securities Limited	Arrangement of Cost allocation expense/Reimbursement of expense/Advisory & specific overhead expenses – Received	Sharing of premises - common office & business related expenses	3%	₹ 10 Crores	₹ 10 Crores
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Sharing of premises - common office & business related expenses	10%	₹ 30 Crores	₹ 30 Crores
		Rental Agreement with IIFL Facilities Services Limited and IIFL Securities Limited	Sharing of common premises	2%	₹ 5 Crores	₹ 5 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	3%	₹ 10 Crores	₹ 10 Crores
e)	Other IIFL Securities Group Companies	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Arrangement of Cost allocation expense/Reimbursement of expense/Advisory & specific overhead expenses – Received	Common office & business related expenses	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Common office & business related expenses	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Rental Agreement with IIFL Facilities Services Limited and IIFL Securities Limited	Sharing of common premises	1%	₹ 2 Crores	₹ 2 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	3%	Limits as per SEBI (LODR) Regulations 2015	₹ 10 Crores

Notice (Contd.)

Sr No	Name of the Company	Type/ Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2022-23 approved by Share holders	Proposed Limits for 2023-24 to be approved by Shareholders (please refer note below table)
2 IIFL Finance & its Group Companies						
a)	IIFL Finance Limited	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	201%	₹ 600 Crores	₹ 600 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
		Term Loan / Working Capital Demand loan /Take guarantee or Security in connection with Loan or Bank guarantee	For working capital Requirement	67%	-	₹ 200 Crores
		Arrangement of Cost allocation expense/Reimbursement of expense/Advisory & specific overhead expenses – Received	Common office & business related expenses	2%	₹ 5 Crores	₹ 5 Crores
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Common office & business related expenses	2%	₹ 5 Crores	₹ 5 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	5%	₹ 10 Crores	₹ 15 Crores
b)	IIFL Home Finance Limited	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Common office & business related expenses	1%	₹ 2 Crores	₹ 2 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	3%	₹ 10 Crores	₹ 10 Crores
c)	Samasta Microfinance Limited	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores

Notice (Contd.)

Sr No	Name of the Company	Type/ Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2022-23 approved by Share holders	Proposed Limits for 2023-24 to be approved by Shareholders (please refer note below table)
d)	Other IIFL Finance Group Companies	Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement		Limits as per SEBI (LODR) Regulations, 2015	Limits as per SEBI (LODR) Regulations, 2015
		Arrangement of Cost allocation expense/Reimbursement of expense/Advisory & specific overhead expenses – Received	Common office & business related expenses	2%	₹ 10 Crores	₹ 5 Crores
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Common office & business related expenses	1%	₹ 2 Crores	₹ 2 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sellIncome	Cross Selling of products	3%	Limits as per SEBI (LODR) Regulations, 2015	₹ 10 Crores
3	360 ONE WAM Limited & its Group Companies					
a)	360 ONE WAM Limited (Formerly IIFL Wealth Management Limited)	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	101%	₹ 300 Crores	₹ 300 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
		Arrangement of Cost allocation expense/Reimbursement of expense/Advisory & specific overhead expenses – Received	Common office & business related expenses	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses – Paid	Common office & business related expenses	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
b)	IIFL Wealth Prime Limited	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	101%	₹ 300 Crores	₹ 300 Crores
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	134%	₹ 400 Crores	₹ 400 Crores
c)	Other IIFL Wealth Group Companies	Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015

Notice (Contd.)

Sr No	Name of the Company	Type/ Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2022-23 approved by Share holders	Proposed Limits for 2023-24 to be approved by Shareholders (please refer note below table)
4	Subsidiaries of 5paisa Capital Limited					
	a. 5paisa P2P Limited					
	b. 5paisa Corporate Services Limited (formerly known as 5paisa Insurance Brokers Limited)					
	c. 5paisa Trading Limited					
	d. 5paisa international Securities (IFSC) Limited					
		Inter-Corporate Deposits/ Guarantee Taken	For working capital Requirement	-	₹ 10 Crores	Limits as per SEBI (LODR) Regulations 2015
		Inter-Corporate Deposits/ Guarantee Given	For working capital Requirement	34%	100 Crores	₹ 100 Crores
		Term Loan / Working Capital Demand loan/ Take guarantee or Security in connection with Loan or Bank guarantee	For working capital Requirement	3%	-	₹ 10 Crores
		Arrangement of Cost allocation expense/ Reimbursement of expense/ Advisory & specific overhead expenses – Received	Common office & business related expenses	2%	₹ 5 Crores	₹ 5 Crores
		Arrangement of Cost Allocation/ Reimbursement of expenses/ Advisory & Specific overhead expenses - Paid	Common office & business related expenses	1%	₹ 2 Crores	₹ 2 Crores
		Marketing Support Fees/ Commission & Brokerage/ Service fees/Referral/Arranger Fee or any other cross sell Income	Cross Selling of products	-	Limits as per SEBI (LODR) Regulations 2015	Limits as per SEBI (LODR) Regulations 2015

- Guest House Facility Agreement with IIFL Management Services Limited (Owner of Guest House):**

Arrangement: Provision of the facility of the guest house for IIFL employees at various locations.

Pricing: The rent payable by the service receivers to IIFL Management Services Limited for Guest house shall be ₹ 5,000 per room per day or ₹ 3,000 Per Bed per day as per actual – Maximum upto ₹ 50 Lakhs.

Methodology: The charge is based on similar facilities provided in the same location.

- Brokerage /Delayed Payin Income/DP Income/MTF Interest/upfront & trail commission & Others (transactions in stock exchanges) from Its subsidiaries, KMP's, Directors & their Relatives:**

Arrangement: 5paisa Capital Limited will charge Brokerage /Delayed Payin Income/DP Income/MTF interest & Other charges to its KMP's, Directors & their Relatives and all other related parties for trading account maintain with 5paisa Capital Limited.

Methodology: On arm's length basis at prevailing rate charged to other clients.

Notice (Contd.)

• **Guarantee or Security given by promoters in connection with Loan or Bank guarantee:**

Arrangement: Guarantee or security given by promoter on behalf of 5paisa Capital limited by Pledging shares/Mutual fund/ or any other investment/personal guarantee in connection with loan or Bank guarantee availed by 5paisa Capital Limited.

Methodology: On arm's length basis.

* Note: Maximum Outstanding Intercompany- Deposit taken from all group companies together will not exceed ₹ 600 Crores 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 Intercompany- Deposit given to all group companies together will not exceed 500 Cr 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 net-worth 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 2023-24 are based on the copy of "Certificates for Related Party Transactions" issued by M/s. Kamlesh P Mehta Associates, Chartered Accountants for quarter ended June 2022, September 2022, December 2022 and March 2023. 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 2023-24, 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, 2023, 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 16th Annual General meeting of the company to be held in the year 2023 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:

S. No.	Name of Related Party	Nature of Interest or Concern
1.	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. 31.14% in IIFL SEC.

Notice (Contd.)

S. No.	Name of Related Party	Nature of Interest or Concern
2.	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.
3.	Livlong Insurance Brokers Limited (LIBL)	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.
4.	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.
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.
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 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.
13.	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 9,45,47,490 equity shares i.e. 24.85% in IIFL.

Notice (Contd.)

S. No.	Name of Related Party	Nature of Interest or Concern
14.	IIFL Open Fintech Private Limited	Mr. Nirmal Jain is a Non-Executive Director of 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.
15.	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.
16.	IIFL Samasta Finance Limited (ISFL)	ISFL is a Subsidiary of IIFL Finance Limited
17.	360 ONE WAM Limited (Formerly IIFL Wealth Management Limited)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Co- Promoter and Non - Executive Director of 360 ONE WAM Limited. Mr. Nirmal Jain and Mr. Venkataraman Rajamani along with their relatives & persons acting in concert held 36,915,416 equity shares i.e. 10.37% and 10,653,956 equity shares i.e. 2.99% respectively in 360 ONE WAM Limited.
18.	IIFL Wealth Prime Limited (IIFL WPL)	IIFL WPL is a Wholly owned Subsidiary of IIFL WM.
19.	5paisa P2P Limited (5P2P)	5P2P is a Wholly owned Subsidiary of 5Paisa Capital Limited (5PCL).
20.	5paisa Trading Limited (5PTL)	5PTL is a Wholly owned Subsidiary of 5Paisa Capital Limited (5PCL).
21.	5paisa Corporate Services Limited (5CSL) (Formerly known as 5Paisa Insurance Brokers Limited)	5CSL is a Wholly owned Subsidiary of 5Paisa Capital Limited (5PCL).
22.	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 at Item Nos. 05 to 17 of the Notice for approval by the members.

ITEM NO. 18

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 May 01, 2023 recommended and approved payment of commission not exceeding 1% of the net profits of the Company for Financial Year 2023-24 and onwards, in terms

Notice (Contd.)

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, members' 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. 18 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. 18 of the Notice for approval of the Members.

ITEM NO. 19

As per Section 42 of the Companies Act, 2013 ("Act"), read with the Rules framed there under, 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 71 of the Act read

with the Rules made there under, 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. 19, 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. 19 of the Notice.

ITEM NO. 20 & 21

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to ₹ 2500 crores (Rupees Two Thousand Five Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at item No. 20 & 21 of the Notice for approval by the Members.

Notice (Contd.)**ITEM NO. 22**

The Board of Directors reviewed the structure and competitiveness of the employee compensation of the Company. The current compensation structure has a component in the nature of Stock Options granted at the fair market price. Compensation best practices indicate that along with the stock options, Restricted Stock Units (RSUs) which are deep discounted stock options at face value, enable the organization to attract best talent from the market with attractive incentives considering the evolving and rapidly growing industry, help to motivate employees to achieve sustainable performance goal and retain key talent in the organization for a long period. In order to attract, motivate and retain talent as well as make compensation competitive, the Board recommends institution of the combination of Stock Options and RSUs under “5Paisa ESOS – 2023”.

The “5Paisa ESOS 2023” envisages grant of share options to eligible employees at market related prices and RSUs at the face value i.e. ₹ 10/-. In case the firm changes their entity status (for eg. moving from public to private), then the NRC is authorised to present alternatives to the Board to ensure that employees under this scheme are no worse off. Such options would need to be approved by the Board.

The terms of the Plans are as follows:

5PAISA ESOS - 2023**Eligibility**

The Scheme will be applicable to all permanent employees of the Company, or of a subsidiary in India or out of India, or of a holding company, including any Director(s) of the Company (excluding promoters). The NRC will determine the specific employees or class of employees who will be eligible for the award.

Coverage

The coverage of Stock Options and RSUs shall be determined by the grade of the employee. The NRC may change the coverage as considered appropriate keeping in view of the employee's role; past performance; potential; and/or such other criteria as may be determined.

Frequency of Grant

The grant will be made annually. The NRC may change the grant frequency as considered appropriate keeping in view the competitive compensation scenario, the talent market and such other factors as may be relevant.

Award Size Criteria

The total number of options to be granted at any time as well as the number of options to be granted to an individual employee

will be a pre-determined % of the fixed pay of the employee which is based on the grade of the employee. The NRC may change the award size as considered appropriate keeping in view of employee's role; past performance; potential; tenure in the organization; entity performance and/or such other criteria as may be determined.

Exercise Price

For Stock Options, the exercise price shall be the closing market price of the shares one day before the date of the meeting of the committee wherein the grants of options will be approved. The NRC may provide suitable discount or charge premium on such price as arrived above. For RSU, the exercise price shall be at a face value i.e. ₹ 10/- for RSU at the time of grant.

Vesting

The vesting period and the schedule of vesting may be determined by the NRC at the time of grant in line with SEBI guidelines. The minimum and the maximum vesting period will be as per the Vesting plan of the company.

Option Term

The options for both Stock Options and RSU will have a maximum term of 7 (seven) years from the date of the grant. Any options not granted or exercised within this period shall lapse.

Source of Shares

The scheme shall result in the issuing of shares from the existing Paid-up share capital at the time of exercising the options. Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of options that are pending to be Granted. The Company may grant such options with approval from the NRC.

Total Number of Options to be granted

The total number of options granted under the scheme shall not cumulatively exceed Twenty-lakhs (20,00,000).

Terminal Conditions

The NRC shall determine the treatment of unvested and vested options in the event an employee leaves the employment of the Company in line with SEBI and any other applicable guidelines.

Administration of the Scheme

The NRC shall be responsible for administering the scheme and compliance with the SEBI Guidelines and any other applicable guidelines, rules or regulations.

Accounting

The NRC shall determine from time to time the valuation and accounting methodology for the options issued under

Notice (Contd.)

this scheme. In case the company calculates the employee compensation cost using the intrinsic value of the stock option, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall be disclosed in the Directors' Report.

The member's approval

The member's approval is sought for 5Paisa ESOS - 2023. A copy of the 5Paisa Capital Limited Employee Stock Option Scheme named **5Paisa ESOS - 2023**, will be available for inspection by the members on any working day from Monday, August 28, 2023 to Wednesday, August 30, 2023 between 10:00 AM to 4:00 PM at the Registered Office IIFL House, Sun Infotech Park, Road No. 16V, B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400604 of the Company.

Annexure to the Notice

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

1. Mr. Gourav Munjal

Particulars	Mr. Gourav Munjal
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)	200 equity shares and 110,000 options granted under relevant ESOP Scheme
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited • 5paisa international Securities (IFSC) Limited
Attendance in number of Board Meetings eligible during the financial year 2022-23	Five of Five
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) (₹ in millions)	₹ 51,27,306

Annexure to the Notice (Contd.)
2. Mr. Narayan Gangadhar

Particulars	Mr. Narayan Gangadhar
DIN	09298665
Date of Birth	August 18, 1977
Nationality	Overseas citizen of Indian
Date of Appointment on the Board	July 13, 2023
Qualifications	1. Bachelor of Engineering from Mumbai University; 2. Master in Computer Science from Worcester Polytechnic Institute
Expertise in specific functional areas	Refer brief profile of Mr. Narayan Gangadhar as provided in the explanatory statement.
Number of shares held in the Company (including Options granted under ESOP)	NIL
Directorships held in other companies (excluding foreign companies)	Not Applicable
Attendance in number of Board Meetings eligible during the financial year 2022-23	Not Applicable
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Not Applicable
Relationships between Directors <i>inter-se</i>	None
Remuneration details (Including Sitting Fees & Commission) (₹ in millions)	Not Applicable

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above Director, please refer to the Corporate Governance Report which is a part of this Annual Report.

**By Order of the Board of Directors
For 5paisa Capital Limited**

Namita Godbole

Company Secretary
ACS - 21056

Registered Office:

IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23,
Thane Industrial Area,
Wagle Estate, Thane -400604
CIN: L67190MH2007PLC282949

Date: August 07, 2023
Place: Thane

e-mail: csteam@5paisa.com
Telephone No. - 022-41035000