

## SCRUTINIZER'S REPORT

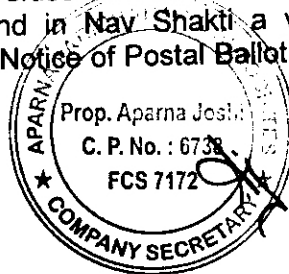
To,  
The Chairperson,  
**Spaisa Capital Limited**  
(CIN: L67190MH2007PLC289249)  
IIFL House, Sun Infotech Park, B-23,  
Road No. 16V, MIDC, Wagle Estate,  
Thane Industrial Area, Thane – 400604.

**Scrutinizer's Report on postal ballot process conducted through electronic voting system in accordance with the provisions of section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 20 and rule 22 of Companies (Management and Administration) Rules, 2014.**

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by **Spaisa Capital Limited** ("the Company") seeking consent of its members for the Special Resolution as contained in the Notice of Postal Ballot dated 22<sup>nd</sup> November, 2023.

1. In terms of provisions 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we, M/s. Aparna Paricharak and Associates, Practicing Company Secretaries were appointed as the Scrutinizer by the Company on 10<sup>th</sup> November, 2023 to conduct the Postal Ballot in respect of Special Resolution as contained in the Notice dated 22<sup>nd</sup> November, 2023.
2. In terms of section 110 and 108 of the Companies Act, 2013 and other applicable provisions, if any of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Company has sent the Postal Ballot Notice dated 22<sup>nd</sup> November 2023 on 22<sup>nd</sup> November, 2023 by email only to the members who have registered their e-mail address with the Company / Depositories.
3. Physical copies of the notice, Postal Ballot forms and other requisite documents were not dispatched to the members for this Postal Ballot. Accordingly, the communication of the assent and dissent of the members had taken place through the remote e-voting system only.
4. The members of the Company holding equity shares as on the 'cut-off date' i.e. Friday, 17<sup>th</sup> November, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 22<sup>nd</sup> November, 2023, through remote e-voting only.
5. The Company has published an advertisement on 23<sup>rd</sup> November, 2023 in The Free Press Journal, an English Newspaper and in **Nav Shakti** a vernacular (Marathi) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 22<sup>nd</sup> November, 2023 and



also specifying therein the matters prescribed in the Rules with regard e-voting. The Postal Ballot Notice is placed on [www.5paisa.com](http://www.5paisa.com), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.evotingindia.com](http://www.evotingindia.com).

6. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting facility was kept open from Thursday, 23<sup>rd</sup> November, 2023 (9.00 a.m.) to Friday, 22<sup>nd</sup> December, 2023 (5.00 p.m.). The e-voting facility was blocked forthwith thereafter.
7. The votes cast by the members electronically were unblocked on Friday, 22<sup>nd</sup> December, 2023. The report of the members' e-voting was downloaded thereafter.
8. The electronic votes recorded from Thursday, 23<sup>rd</sup> November, 2023 (9.00 a.m.) to Friday, 22<sup>nd</sup> December, 2023 (5.00 p.m.), being last date and time fixed by the Company for remote e-voting received as available in the CDSL website have been considered in our scrutiny.
9. The summary of remote e-voting received of the following resolutions are as under:-

**Item No. 1 – as a Special Resolution:-** Approval for increase in ESOP Pool for grant of options and amendment in 5Paisa Capital Limited Employee Stock Option Scheme - 2017 and 5Paisa Capital Limited Employee Stock Option Scheme – 2023 (collectively referred to as “ESOS Schemes”).

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	109	2,50,43,777	99.9961
Dissent	14	975	00.0039
Not Voted	0	0	0
Total	123	2,50,44,752	100

**Item No. 2 – as a Special Resolution:-** Grant of Stock options under the 5Paisa Capital Limited Employee Stock Option Scheme - 2017 and 5Paisa Capital Limited Employee Stock Option Scheme – 2023 (collectively referred to as “ESOS Schemes”), to present and future, permanent employees of holding and or subsidiary company(ies).

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	109	2,50,43,777	99.9961
Dissent	14	975	00.0039
Not Voted	0	0	0
Total	123	2,50,44,752	100



**Item No. 3 – as a Special Resolution:-** Creation, grant, offer and issue of options exceeding one percentage (1%) of the issued capital of the Company under the 5Paisa Capital Limited Employee Stock Option Scheme - 2017 and 5Paisa Capital Limited Employee Stock Option Scheme – 2023 (collectively referred to as “ESOS Schemes”).

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	111	2,50,43,912	99.9966
Dissent	12	840	00.0034
Not Voted	0	0	0
Total	123	2,50,44,752	100

10. You may accordingly declare the results of the postal ballot process conducted through electronic voting system

11. Based on the aforesaid result, we report that, the Special Resolution as contained in the Notice of Postal Ballot dated 22<sup>nd</sup> November, 2023 has been passed with requisite majority.

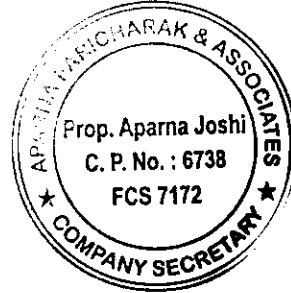
Thanking you,

For Aparna Paricharak and Associates  
Practising Company Secretaries

*Joshi*

CS Aparna Joshi  
Proprietress  
FCS- 7172 CP-6738

Scrutinizer for postal ballot process  
conducted through electronic voting system  
UDIN: F007172E003017685



Place: Thane  
Date: 22<sup>nd</sup> December 2023

Witness:

Countersigned and received the report

*Joshi*  
1. Madhuri Joshi

*Kulkarni*  
2. Swati Kulkarni

Namita Godbole  
(Company Secretary, 5paisa Capital Limited)