



December 07, 2022

To, The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 BSE Scrip Code: 540776	To, The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 Tel No.: 2659 8235 NSE Symbol: 5PAISA
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Dear Sir/Madam,

Sub: Investor Presentation in relation to the proposed Scheme of Arrangement between IIFL Securities Limited and Spaisa Capital Limited and their respective shareholders and creditors:

We would like to inform you that, in view of the approval of the Board of Directors of Spaisa Capital Limited ("Company") to the proposed Scheme of Arrangement between the Company and IIFL Securities Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"), we enclose herewith the Investor Presentation for your information and record.

Kindly take the above on records and oblige.

Thanking You,
Yours faithfully,

For Spaisa Capital Limited

Namita Godbole
Company Secretary
Email ID: csteam@spaisa.com
Encl: as above

Spaisa Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

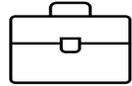
Corporate Office/Registered Office: Spaisa Capital Limited, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane 400604. Tel: +91 22 41035000 • E-mail: csteam@spaisa.com • Website: www.spaisa.com



Acquisition of IIFL Securities Ltd - “Online Retail Trading business (ORT)” by 5paisa Capital Ltd

Dec 6th,2022

Points Covered



Business overview – 5paisa Capital Ltd



Acquisition scheme – Overview



Opportunities & Rationale

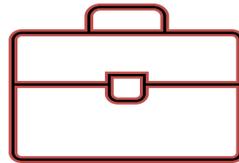


Valuers & Advisors



Regulators/ Authorities

5paisa.com



**Business
overview –
5paisa
Capital Ltd**

5paisa Capital Ltd. – Business overview



3.2 Mn+ Total Customers
75% first time investors
74% customers in 18-35 age group

*As of Nov'22



INR 1.8 Tn+ ADTO from April 22 to Nov 22



INR 1,643 Mn Revenues in H1FY23*

*Period from Apr'22 to Sep'22



INR 181 Mn PAT in H1FY23*

*Period from Apr'22 to Sep'22



14.5 Mn+ App downloads with a
improved 4.3 Star rating

*As of Nov'22



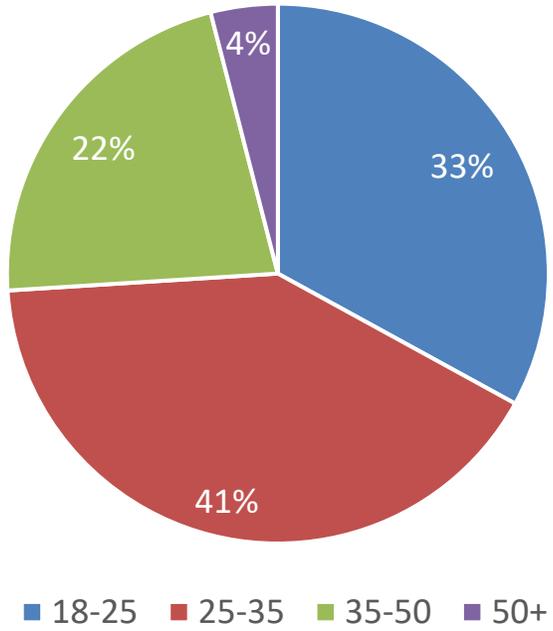
**Average Client Funding book – 287 Cr in
H1FY23***

*Period from Apr'22 to Sep'22

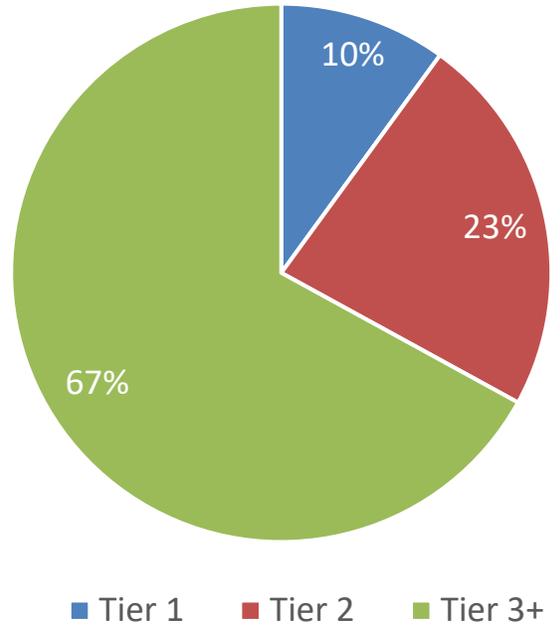
5paisa Capital Ltd. – Customer segmentation



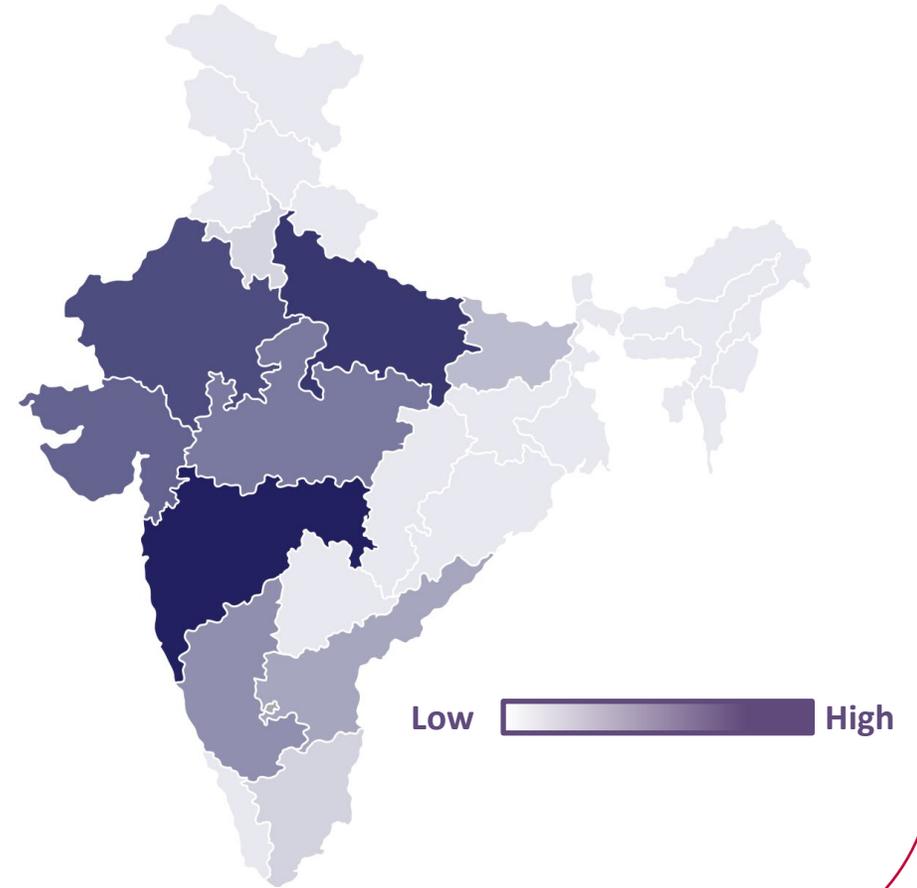
% customers by age group



% customers by geography



Statewise concentration of customers



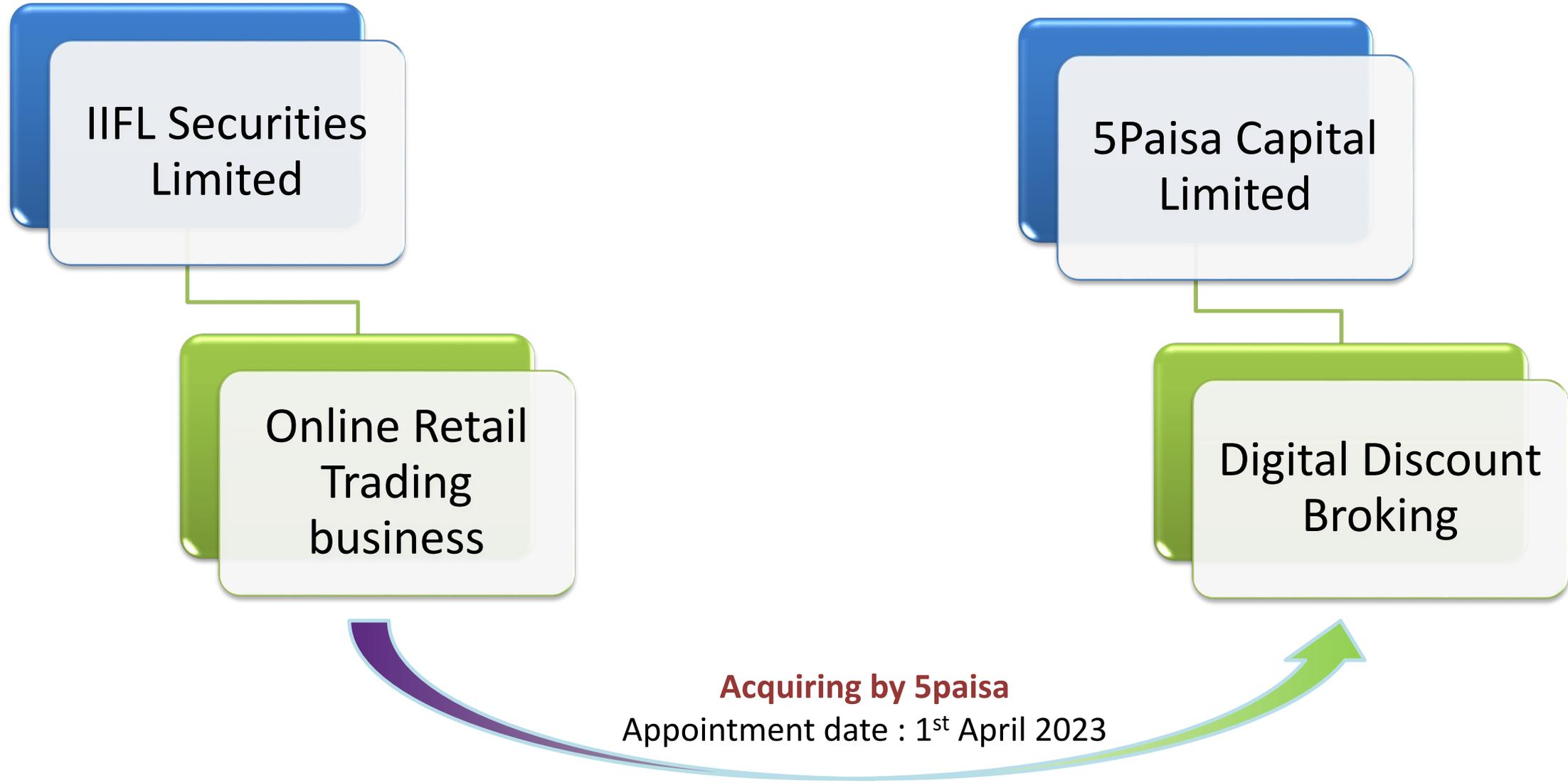
5paisa.com



Acquisition scheme - overview

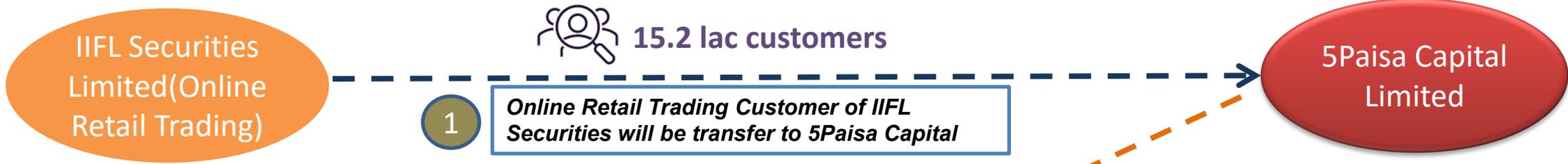


5paise Capital Ltd is poised for next phase of growth

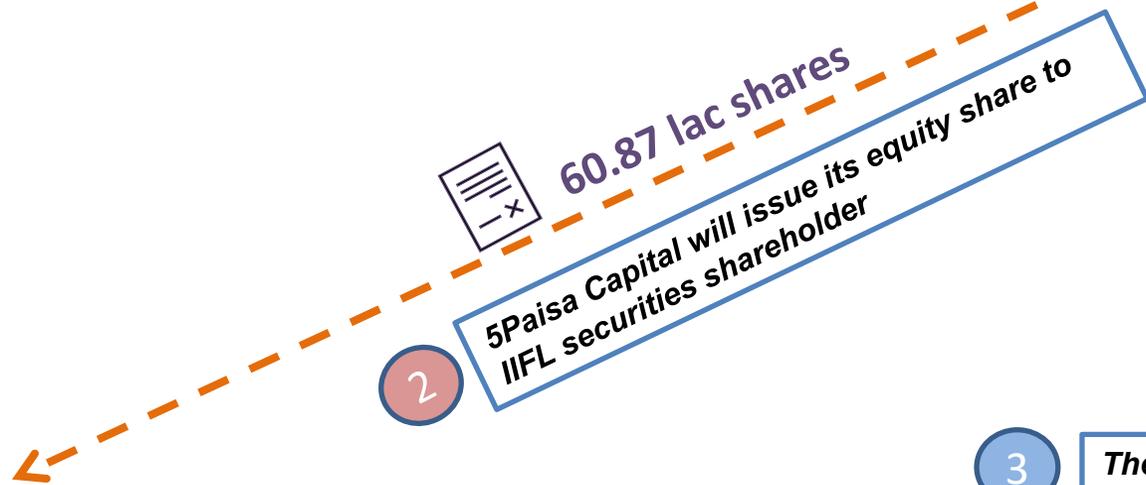




Flow of Transactions



1 Online Retail Trading Customer of IIFL Securities will be transfer to 5Paisa Capital



3 There will be change in shareholding pattern of 5paisa

Shareholders of IIFL Securities

Shareholders of 5paisa Capital

Dilution and Swap ratio

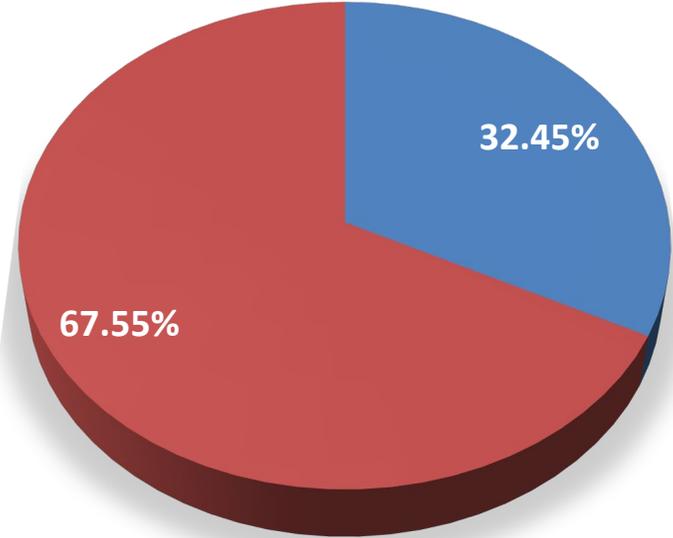
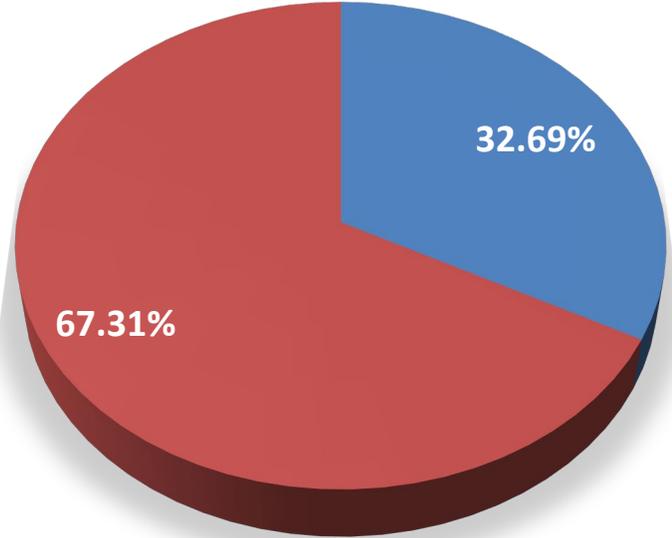
- A) Proposed dilution will be 16.58% after issue of additional shares(basis on post issue of shares)
- B) 5paisa Capital will issue its 1 share of ₹10 paid up for every 50 shares of ₹2 paid up in IIFL Securities held by them as on the record date

Share Holding Pattern – Before & After Acquisition



5paisa Before Merger

5paisa After Merger



■ Promoter Group ■ Public Shareholding/Others

■ Promoter Group ■ Public Shareholding/Others

Investors	% age of holding
Promoter Group	32.69%
Public shareholding & Others	67.31%
Total	100.00%

Investors	% age of holding
Promoter Group	32.45%
Public shareholding & Others	67.55%
Total	100.00%



Acquisition will significantly increase the scale for 5paisa



	5Paisa Capital Ltd (Pre acquisition)	IIFL Securities Limited (ORT Customers)	5Paisa Capital Ltd (Post acquisition)
Total Customer base	3.2 Mn	1.5 Mn	4.7 Mn
Market share (Number of customers basis)*	3.2%	1.5%	4.5%

* Considered 10.46 Cr total Demat account
Source: CDSL and NSDL website (CDSL as on Oct 22–7.47 Cr, NSDL as on Nov 22–2.99 Cr)

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**Market
Opportunities &
Rationale**



Synergies



Increase in revenues

- ❖ 5paisa Capital Ltd will be able to generate additional revenues from 1.5 million+ acquired customers from our existing range of products and offerings



Cross sale opportunities

- ❖ Acquisition will open doors for 5paisa to offer cross sale products to additional customers



Return/Margins improvement

- ❖ 5paisa is expecting improvement in revenues, PAT & ROE as newly acquired customers will not add substantial incremental costs



Expansion of business & brand building

- ❖ 5paisa Capital Ltd's market share by number of customers will increase from 3.2% to 4.5%
- ❖ More revenues for 5paisa will open scope for further investment and improvement in technology to expand its business and market share



Value unlocking for shareholders and Market share

- ❖ For 5paisa being a fintech company, the acquisition may result in value unlocking for the shareholders

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**Valuers &
Advisors**



Transaction Advisors



Implementation under the oversight of Independent Directors Committee & Audit Committee consisting of:

- Mr. Ravindra Garikipati (Chairman, Independent Director Committee)
- Mr. Milin Mehta (Chairman, Audit Committee)
- Dr. Archana Hingorani
- Ms Nirali Sanghi

Advocates



Report On Share Entitlement Ratio/Swap Ratio

BANSI S. MEHTA VALUERS LLP

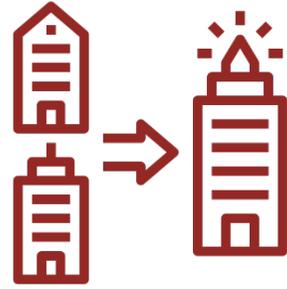
Fairness Opinions on Demerger Consideration (Merchant Banker)

KEYNOTE

Auditors

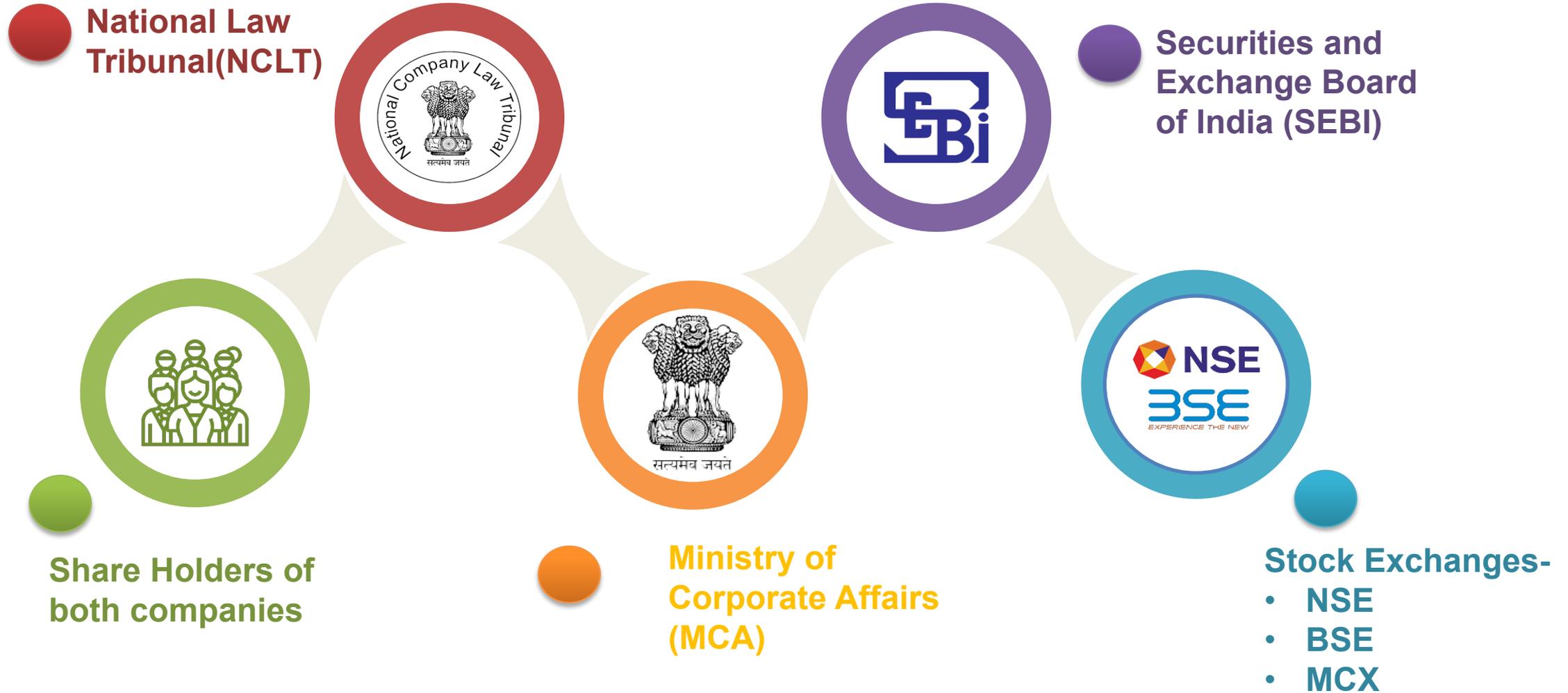
V . SANKAR AIYAR & CO. CHARTERED ACCOUNTANTS

5paisa.com



**Regulators/
Authorities**

Regulators / Authorities Involved





THANK YOU

Disclaimer: This press release has been prepared by IIFL Securities Limited ("**Demerged Company**") and Spaisa Capital Limited ("**Resulting Company**") for information purposes only and in relation to the proposed scheme of arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors. This is solely for the use of persons to whom it is addressed. By reading this press release, you agree to be bound by the following conditions. This press release and its contents are confidential and should not be distributed, published or reproduced, in whole or part, or disclosed by recipients directly or indirectly to any other person. This press release is not intended to, and does not constitute, represent or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction. No shares are being offered to the public by means of this press release. The publication or distribution of this press release in jurisdictions other than India may be restricted by law and, accordingly recipients of this press release represent that they are able to receive this press release without contravention of any unfulfilled registration requirements or other legal restrictions in the jurisdiction in which they reside or conduct business or have received this press release. Any persons who are subject to the laws of any jurisdiction other than India should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of applicable laws. Accordingly, any persons in possession of this press release should inform themselves about and observe any such restrictions. No statement in this press release (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this press release should be interpreted to mean that cash now from operations, free cash now, earnings, earnings per share basis for any of the Demerged Company or Resulting Company, as appropriate, for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, free cash now, earnings, earnings per share or income on a clean current cost of supplies basis for any of the Demerged Company or the Resulting Company, as appropriate.