



June 01, 2021

<p>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 540776</p>	<p>The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 Tel No.: 2659 8235 Fax No.: 26598237 NSE Symbol: SPAISA</p>
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Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2021

In compliance with Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated April 20, 2021 for the Financial Year 2020-21 issued by M/s. Nilesh Shah & Associates, Company Secretaries in practice.

Kindly take the above on record and oblige.

Thanking you,
For 5paise Capital Limited

Namita Godbole
Company Secretary

Email ID: csteam@5paise.com

Encl: as above

5paise Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corporate Office/Regd. Office: 5paise Capital Limited, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane 400604.

Tel: +91 22 41035000 • E-mail: support@5paise.com • Website: www.5paise.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
5paisa Capital Limited
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23,
Thane Industrial Area,
Wagle Estate, Thane – 400 604

Dear Sir / Madam,

We, Nilesh Shah & Associates, Company Secretaries in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **5paisa Capital Limited** (hereinafter called "**the Company**");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended **31st March, 2021** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



NILESH SHAH & ASSOCIATES

Company Secretaries

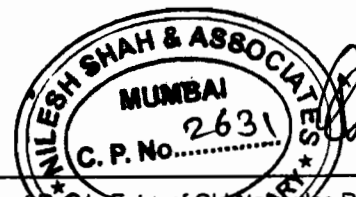
Ref.: _____

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Depository & Participant) Regulations, 2018;
- (g) The Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992;
- (h) The Securities and Exchange Board of India (Research Analyst) Regulations, 2014; NO ACTIVITIES DURING THE YEAR.
- (i) The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013; NO ACTIVITIES DURING THE YEAR.

and based on the above examination, we hereby report that, during the financial year ended **31st March, 2021**:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) No actions were taken against the Company/ its promoters/ directors/ material subsidiaries, if any either by SEBI or by Stock Exchanges *(including under the Standard Operating*



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;

- (d) The Company was not required to take corrective action as there were no adverse observations made in the previous report.
- (e) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in respect of appointment of Auditor, to the extent applicable.

Date: 20.04.2021

Place: Mumbai

UDIN: F004554C000135883

Signature:-

Name: Nilesh Shah

For Nilesh Shah & Associates
Company Secretaries

FCS : 4554

C.P. : 2631

Peer Review No. 698 / 2020

