



May 05, 2021

<b>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</b>	<b>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: 5PAISA</b>
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**Sub: Addendum to Postal Ballot Notice dated April 13, 2021.**

Dear Sir/Madam,

This is further to our letter dated April 14, 2021, regarding issue of Postal Ballot Notice dated April 13, 2021 for obtaining their approval for the resolutions stated therein. Subsequent to the issuance of Postal Ballot Notice, the Company has observed and deemed it appropriate to bring to the notice of members and other stakeholders for further disclosures in this regard. Accordingly, the Company has issued the Addendum to the Postal Ballot Notice to the members and the same is also being intimated to the Stock Exchanges(s) pursuant to the requirement of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Addendum to the Postal Ballot Notice is enclosed herewith for your information and further dissemination. The Addendum to the Postal Ballot Notice shall form an integral part of the Postal Ballot Notice dated April 13, 2021. The Addendum to the Notice is being uploaded on the website of the Company at [www.5paise.com](http://www.5paise.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for information.

As informed vide our intimation to exchanges dated April 14, 2021, and vide Public Notice published in the newspapers on April 15, 2021, the remote e-voting period has commenced on Thursday, April 15, 2021 (09:00 a.m.) and will end on Friday, May 14, 2021 (05:00 p.m.) as detailed in the Postal Ballot Notice.

Kindly take the same on record and acknowledge the receipt.

Thanking You,  
Yours faithfully,

For 5paise Capital Limited

  
  
**Namita Godbole**  
Company Secretary  
Email ID: [csteam@5paise.com](mailto: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: [csteam@5paise.com](mailto:csteam@5paise.com) • Website: [www.5paise.com](http://www.5paise.com)



**5paise Capital Limited**

**CIN: L67190MH2007PLC289249**

**Regd. Office**– IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654

E-mail: [csteam@5paise.com](mailto:csteam@5paise.com), Website: [www.5paise.com](http://www.5paise.com)

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**ADDENDUM TO THE POSTAL BALLOT NOTICE DATED APRIL 13, 2021**

5paise Capital Limited (“the Company”) had issued a Postal Ballot Notice dated April 13, 2021 (“Postal Ballot Notice”) to all the Members of the Company for obtaining their approval for issuance and allotment of 3,817,400 Equity Shares and 1,200,000 Warrants convertible into Equity Shares of the Company to Proposed Allottees on preferential basis, as contained in the Postal Ballot Notice. The Postal Ballot Notice was dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013, as amended, read with rules made thereunder, as amended, and the relevant circulars issued by the Ministry of Corporate Affairs on April 14, 2021.

Subsequent to the issuance of Postal Ballot Notice, the Company deems it appropriate to bring the following further disclosure with respect to updated shareholding pattern of the Company for quarter ended March 31, 2021 as filed with BSE Limited and the National Stock exchange of India (the “Stock Exchanges”) Limited on April 18, 2021 and certain other updates to the notice of members and other stakeholders pursuant to our discussions with the Stock Exchanges. Accordingly, this addendum is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the Postal Ballot Notice dated April 13, 2021.

- I. The proposal or intention of the directors/ key management personnel to subscribe to the proposed preferential issue as given in the point “C” of explanatory statement for Item no. 1 and 2 shall be read as follows:**

There is no proposal or intention of the Promoters/ Promoter Group/ Directors/ Key Management Personnel of the Company to subscribe to the proposed preferential issue except as mentioned below:

<b>Name of the proposed allottees</b>	<b>Category</b>
Mr. Nirmal Bhanwarlal Jain	Promoter and Promoter Group
Mrs. Madhu N. Jain	Promoter and Promoter Group
Mr. Venkataraman Rajamani	Promoter and Promoter Group

II. The shareholding pattern of the Company before and after the preferential issue as given in the point “H” of explanatory statement for Item no. 1 and 2 shall be read as follows:

Sr. No.	Category	Pre-preferential issue as on March 31, 2021		Post-preferential issue*	
		No. of Equity Shares held	% of share holding	No. of Equity Shares held	% of share holding
A	Promoters' holding				
1	Indian				
	<i>Individual</i>	8,650,698	33.90	9,850,698	32.26
	<i>Bodies corporate</i>	-	-	-	-
	<i>Others</i>	160,000	0.63	160,000	0.52
	Sub-total	8,810,698	34.53	10,010,698	32.78
2	Foreign promoters	-	-	-	-
	<b>Sub-total (A)</b>	<b>8,810,698</b>	<b>34.53</b>	<b>10,010,698</b>	<b>32.78</b>
B	Non-promoters' holding				
1	Institutional investors	4,453,651	17.45	7,132,235**	23.36
	<i>Indian</i>	-	-	-	-
	<i>Foreign</i>	-	-	-	-
2	Non-institutional Investors				
	<i>Private corporate bodies</i>	7,207,725	28.25	8,106,541**	26.55
	<i>Directors and relatives</i>	67	Negligible	67	Negligible
	<i>Indian public</i>	4,099,550	16.07	4,099,550	13.43
	<i>Others (including Non-resident Indians (NRIs))</i>	944,227	3.70	1,184,227	3.88
	<b>Sub-total (B)</b>	<b>16,705,220</b>	<b>65.47</b>	<b>20,522,620</b>	<b>67.22</b>
	<b>Total (A+B)</b>	<b>25,515,918</b>	<b>100.00</b>	<b>30,533,318</b>	<b>100.00</b>

\*The above post-issue shareholding pattern assumes that the Preferential Issue of warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

\*\* WF Asian Reconnaissance Fund Limited and HWIC Asia Fund Class A Share have been included in the category of Institutional Investors whereas FIH Mauritius Investments Limited has been included in Private Body Corporate pursuant to existing bifurcation as per Shareholding Pattern as on March 31, 2021 whereas RIMCO India Limited has been included in Others.

III. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them as given in the point "I" of explanatory statement for Item no. 1 and 2 shall be read as follows:

Name of the proposed allottees	Category	Ultimate beneficial owners	Percentage of post preferential issue capital to be held	Change of Control
Mr. Nirmal Bhanwarlal Jain	Promoter and Promoter Group	Mr. Nirmal Bhanwarlal Jain	19.91%	The proposed preferential issue of Equity Shares and warrants shall not result in change of control of the Company
Mrs. Madhu N. Jain	Promoter and Promoter Group	Mrs. Madhu N. Jain	6.04%	
Mr. Venkataraman Rajamani	Promoter and Promoter Group	Mr. Venkataraman Rajamani	3.90%	
FIH Mauritius Investments Limited	Non-Promoter	<p>FIH Mauritius Investments Limited is a wholly owned subsidiary of Fairfax India Holdings Corporation ("Fairfax India"), a company incorporated in and existing under the laws in Canada. The registered office of Fairfax India is located at 95 Wellington Street West, Suite 800, Toronto Canada MSJ 2N7. The shares of Fairfax India are listed on the Toronto Stock Exchange, Canada.</p> <p>In terms of the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, if there is any listed company in the chain of ownership of the proposed allottee, no further disclosure will be necessary. Since Fairfax India is a listed</p>	25.12%	

		company in Toronto and is the parent / holding company of FIHM, therefore, no further disclosure is required to be made in accordance with the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations.		
HWIC Asia Fund Class A Shares	Non-Promoter	<p>HWIC Asia Fund Class A Shares is an indirect subsidiary of Fairfax Financial Holdings Limited ("Fairfax"), a company incorporated in and existing under the laws of Canada. The registered office of Fairfax is located at 95 Wellington Street West, Suite 800, Toronto, Canada M5J 2N7. The shares of Fairfax are listed on the Toronto Stock Exchange, Canada.</p> <p>In terms of the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, if there is any listed company in the chain of ownership of the proposed allottee, no further disclosure will be necessary. Since Fairfax India is a listed company in Toronto and is the parent / holding company of FIHM, therefore, no further disclosure is required to be made in accordance with the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations.</p>	8.42%	
RIMCO India Limited	Non-Promoter	<p>Abdulaziz Rashed A. Alrashed          Salah Rashed A. Alrashed          Abdulmohsen Rashed A. Alrashed          Abdulmonem Rashed A. Alrashed          Abdulrahman Rashed A. Alrashed</p>	0.79%	

WF Asian Reconnaissance Fund Limited	Non- Promoter	There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of WF Asian Reconnaissance Fund Limited or who exercise control through other means except as given below: Ward Ferry Management (BVI) Limited has 100% control over the investment decisions of WF Asian Reconnaissance Fund Limited by virtue of an investment management agreement. Mr. Scobie Dickinson Ward is the senior managing official of WF Asian Reconnaissance Fund Limited and a controlling shareholder of Ward Ferry Management (BVI) Limited.	9.52%	
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Save and except the changes mentioned hereinabove, all other details given in the Postal Ballot Notice including the processes, notes and instructions relating to e-voting shall remain unchanged. The Postal Ballot Notice should be read in continuation of and in conjunction with this Addendum.

All the documents referred to in this Addendum to the Postal Ballot Notice shall be available at the registered office and the interested members may obtain a soft copy of the same by writing to [csteam@5paisa.com](mailto:csteam@5paisa.com) and a soft of the same will be dispatched to the registered email id of the member.

A copy of this addendum and the Postal Ballot Notice shall be available on the Company's website viz. [www.5paisa.com](http://www.5paisa.com) and also on the website of Central Depository Services Limited at [www.evotingindia.com](http://www.evotingindia.com).

**Date:** May 05, 2021

**Place:** Mumbai

**Registered Office:**

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

By order of the Board  
**For 5paisa Capital Limited**

**Namita Godbole**  
**Company Secretary**  
**Membership Number: A21056**