



December 06, 2022

BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 001 Security code: 540776	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C-1, Block G Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Scrip code: 5PAISA
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Dear Sir/ Madam,

SUB: Intimation of the outcome of the meeting of the Board of Directors of 5paise Capital Limited (“Company” or “Resulting Company”) held on December 06, 2022 and disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that the Board of Directors of the Company (“**the Board**”) at its meeting held today, i.e. December 06, 2022 has considered and approved the Scheme of Arrangement between IIFL Securities Limited (“**Demerged Company**”) and the Company and their respective shareholders and creditors (“**Scheme**”), which *inter alia* provides for the demerger, transfer and vesting of the Online Retail Trading Business of the Demerged Company (the Demerged Undertaking (*as defined in the Scheme*)) into the Company, on a *going concern* basis and in consideration thereof, the Company shall issue its equity shares to the shareholders of the Demerged Company which shall be listed on BSE Limited and the National Stock Exchange of India Limited (collectively referred to as “**Stock Exchanges**”).

The Scheme is, *inter alia*, subject to receipt of approval from the statutory, regulatory and customary approvals, including approvals from Stock Exchanges, National Company Law Tribunal, Mumbai Bench and the shareholders and creditors of the companies involved in the Scheme.

The Scheme as approved by the Board would be available on the website of the Company at www.5paise.com post submitting the same to the Stock Exchanges.

In terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as **Annexure I**.

Thanking you,

Yours faithfully,
For and on behalf of **5paise Capital Limited**

Namita Godbole
Company Secretary & Compliance Officer
Membership No. A21056

Annexure – I

Brief details of Demerger

S No	Particulars	Details
1.	Brief details of the division to be demerged	The Online Retail Trading Business of the Demerged Company which predominantly involves retail individual investors undertaking trading and investment activities through online broking platform including the Do-It-Yourself (DIY) customers.
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<p>The turnover of the demerged division i.e. Online Retail Trading Business of the Company as on March 31, 2022 was INR 5175 Lacs.</p> <p>The turnover of Online Retail Trading Business is 4.50% to the total turnover of the Company as on March 31, 2022.</p>
3.	Rationale for demerger	<p>The Demerged Company and the Company (hereinafter collectively referred to as “Companies”) are a part of the same promoter group. The Companies seek to re-organise their respective businesses, by the transfer of the Online Retail Trading Business (Demerged Undertaking) from the Demerged Company to the Company, so as to consolidate the said business under one single entity (i.e. the Company), pursuant to the Scheme of Arrangement between the Demerged Company and the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.</p> <p>The proposed restructuring pursuant to the said Scheme is expected, inter alia, to result in following benefits:</p> <ul style="list-style-type: none"> (a) Mitigate the overlap, improve efficiencies and sharpen focus (b) Facilitate focused management teams with conducive culture for respective businesses (c) Help the two companies achieve scale and strive for leadership in their focus growth areas (d) More efficient utilisation of capital for growth of the consolidated business in separate entities (e) Investor can have superior visibility on performance prospects and strategy for their investment <p>The Scheme is therefore in the interest of the shareholders, creditors and all other stakeholders of the Parties and is not prejudicial to their interests or the public at large.</p>

Spaisa Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corporate Office/Regd. 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@5paise.com • Website: www.5paise.com

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4.	Brief details of change in shareholding pattern (if any) of all entities	<p>(i) IIFL Securities Limited</p> <p>IIFL Securities Limited will not undergo any change in shareholding pattern as a consequence of the effectiveness of the Scheme of Arrangement.</p> <p>(ii) Spaisa Capital Limited</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> <tr> <th>No of equity shares</th> <th>%</th> <th>No of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>1,00,10,698.00</td> <td>32.69</td> <td>1,19,13,562.28</td> <td>32.45</td> </tr> <tr> <td>Public</td> <td>2,06,11,870.00</td> <td>67.30</td> <td>2,47,96,065.86</td> <td>67.54</td> </tr> <tr> <td>Non - Promoter - Non Public</td> <td>3,000.00</td> <td>0.01</td> <td>3,000.00</td> <td>0.01</td> </tr> <tr> <td>Total</td> <td>3,06,25,568.00</td> <td>100.00</td> <td>3,67,12,628.14</td> <td>100.00</td> </tr> </tbody> </table>	Particulars	Pre-Scheme		Post-Scheme		No of equity shares	%	No of equity shares	%	Promoters	1,00,10,698.00	32.69	1,19,13,562.28	32.45	Public	2,06,11,870.00	67.30	2,47,96,065.86	67.54	Non - Promoter - Non Public	3,000.00	0.01	3,000.00	0.01	Total	3,06,25,568.00	100.00	3,67,12,628.14	100.00
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5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>The consideration discharged under the Scheme is as follows:</p> <p><i>1 (one) fully paid-up equity share of INR 10 (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 50 (fifty) equity shares of INR 2 (Indian Rupees Two only) each of the Demerged Company.</i></p> <p>The aforesaid share entitlement ratio has been arrived on the basis of a joint Share Entitlement Ratio Report dated December 06, 2022 issued by Ms. Drushti R. Desai, Registered Valuer, Banshi S. Mehta & Co., Chartered Accountants (Registration No. IBBI/RV/06/2019/10666) and M/s. GT Valuation Advisors Private Limited, Registered Valuer (Registration No. IBBI/RV-E/05/2020/134).</p> <p>Further, Keynote Corporate Services Limited, (SEBI Registration No. INM000003606), an Independent SEBI registered Category – I Merchant Banker, vide its report dated December 06, 2022, has confirmed that the share entitlement ratio arrived by the registered valuers is fair to the shareholders of the Company.</p> <p>Further, there is no cash consideration been discharged under the Scheme.</p>																													

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6.	Whether listing would be sought for the resulting entity	The equity shares of the Company are already listed on the Stock Exchanges. The new shares issued and allotted by the Company as consideration under the Scheme shall be listed and admitted to trading on Stock Exchanges subject to the Company obtaining the requisite approvals from all the relevant authorities for the same.

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