

December 22, 2023

To, 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	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 Fax No.: 26598237/ 26598238 NSE Symbol: 5PAISA
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Sub: Voting Results of Postal Ballot through remote e-voting.

This is further to our letter dated November 22, 2023, containing the notice of Postal Ballot for seeking approval of the Members of the Company by way of Special Resolutions through the remote e-voting process for the following:

1. 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").
2. 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).
3. 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").

The remote e-voting process concluded today i.e., Friday, December 22, 2023, at 5:00 p.m. (IST), after which the Scrutinizer has submitted the report on the results of the Postal Ballot. On the basis of the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above Special Resolutions with the requisite majority.

Accordingly, please find the following:

- a) Voting results of the said Postal Ballot activity through remote e-voting, in relation to the aforesaid business, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**Annexure-1**).

5paisa Capital Limited

- b) The Scrutinizer's Report dated December 22, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**Annexure-2**).

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company at <https://www.5paisa.com/investor-relations> and on the website of Central Depository Services (India) Limited at the weblink <https://www.evotingindia.com>.

We request you to take the same on records.

Thanking You,
Yours faithfully,

For 5paisa Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ICSI Membership No.: A21056
Email: csteam@5paisa.com

5paisa Capital Limited

Annexure-1
Voting Results of Postal Ballot Activity through remote e-Voting

Date of the AGM/EGM	Not applicable (Resolutions passed through Postal Ballot on December 22, 2023)
Total number of shareholders on record date	35,169
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none">• Promoters and Promoter group• Public	Not applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none">• Promoter and Promoter group• Public	Not applicable (Resolutions passed through Postal Ballot)

For 5paisa Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ICSI Membership No.: A21056
Email: csteam@5paisa.com

5paisa Capital Limited

Resolution Required: Special			1 - 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”).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	10230698	9974698	97.4977	9974698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9974698	97.4977	9974698	0	100.0000	0.0000
Public Institutions	E-Voting	7090058	6723948	94.8363	6723948	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6723948	94.8363	6723948	0	100.0000	0.0000
Public Non Institutions	E-Voting	13547112	8346106	61.6080	8345131	975	99.9883	0.0117
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8346106	61.6080	8345131	975	99.9883	0.0117
Total		30867868	25044752	81.1353	25043777	975	99.9961	0.0039

For 5paisa Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ICSI Membership No.: A21056
Email: csteam@5paisa.com

5paisa Capital Limited

Resolution Required: Special			2 - Grant of Stock options under the 5Paise Capital Limited Employee Stock Option Scheme - 2017 and 5Paise 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).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=$\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]=$\frac{[4]}{[2]} \times 100$	[7]=$\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	10230698	9974698	97.4977	9974698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9974698	97.4977	9974698	0	100.0000	0.0000
Public Institutions	E-Voting	7090058	6723948	94.8363	6723948	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6723948	94.8363	6723948	0	100.0000	0.0000
Public Non Institutions	E-Voting	13547112	8346106	61.6080	8345131	975	99.9883	0.0117
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8346106	61.6080	8345131	975	99.9883	0.0117
Total		30867868	25044752	81.1353	25043777	975	99.9961	0.0039

5paise Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ICSI Membership No.: A21056
Email: csteam@5paise.com

5paise Capital Limited

Resolution Required: Special			3 - Creation, grant, offer and issue of options exceeding one percentage (1%) of the issued capital of the Company under the 5Paise Capital Limited Employee Stock Option Scheme - 2017 and 5Paise Capital Limited Employee Stock Option Scheme – 2023 (collectively referred to as “ESOS Schemes”).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100}	[4]	[5]	[6]={{[4]/[2]}*100}	[7]={{[5]/[2]}*100}
Promoter and Promoter Group	E-Voting	10230698	9974698	97.4977	9974698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9974698	97.4977	9974698	0	100.0000	0.0000
Public Institutions	E-Voting	7090058	6723948	94.8363	6723948	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6723948	94.8363	6723948	0	100.0000	0.0000
Public Non Institutions	E-Voting	13547112	8346106	61.6080	8345266	840	99.9899	0.0101
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8346106	61.6080	8345266	840	99.9899	0.0101
Total		30867868	25044752	81.1353	25043912	840	99.9966	0.0034

5paise Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ICSI Membership No.: A21056
Email: csteam@5paise.com

5paise Capital Limited

SCRUTINIZER'S REPORT

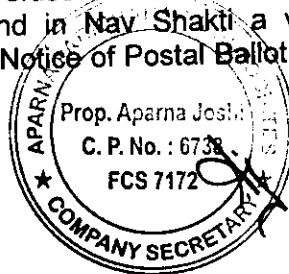
To,
The Chairperson,
5paisa Capital Limited
(CIN: L67190MH2007PLC289249)
IIFL House, Sun Infotech Park, B-23,
Road No. 16V, MIDC, Wagle Estate,
Thane Industrial Area, Thane – 400604.

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 **5paisa Capital Limited** ("the Company") seeking consent of its members for the Special Resolution as contained in the Notice of Postal Ballot dated 22nd 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 10th November, 2023 to conduct the Postal Ballot in respect of Special Resolution as contained in the Notice dated 22nd 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 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th 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 22nd November 2023 on 22nd 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, 17th November, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 22nd November, 2023, through remote e-voting only.
5. The Company has published an advertisement on 23rd 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 22nd 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, www.bseindia.com, www.nseindia.com and 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, 23rd November, 2023 (9.00 a.m.) to Friday, 22nd 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, 22nd December, 2023. The report of the members' e-voting was downloaded thereafter.
8. The electronic votes recorded from Thursday, 23rd November, 2023 (9.00 a.m.) to Friday, 22nd 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 22nd November, 2023 has been passed with requisite majority.

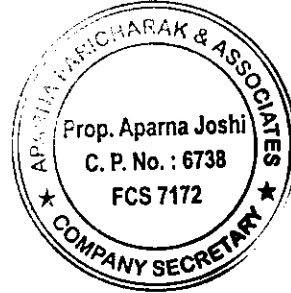
Thanking you,

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: 22nd December 2023

Witness:

Countersigned and received the report

Joshi
1. Madhuri Joshi

Kulkarni
2. Swati Kulkarni

Namita Godbole
(Company Secretary, 5paisa Capital Limited)