

May 30, 2024

<b>To,</b> <b>The Manager,</b> <b>Listing Department,</b> <b>BSE Limited,</b> <b>Phiroze Jeejeebhoy Tower, Dalal Street,</b> <b>Mumbai – 400001.</b> <b>Tel No.: 22721233</b> <b>Fax No.: 22723719/22723121/22722037</b> <b>BSE Scrip Code: 540776</b>	<b>To,</b> <b>The Manager,</b> <b>Listing Department,</b> <b>The National Stock Exchange of India Ltd.,</b> <b>Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1, G Block,</b> <b>Bandra - Kurla Complex, Bandra (E),</b> <b>Mumbai – 400051.</b> <b>Tel No.: 2659 8235 Fax No.: 26598237</b> <b>NSE Symbol: 5PAISA</b>
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Dear Sir / Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024.**

Pursuant to Regulation 24A of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI and Stock Exchanges from time to time, we are enclosing herewith the Annual Secretarial Compliance Report of the Company issued by M/s. Nilesh Shah & Associates, Practicing Company Secretaries for the financial year ended on March 31, 2024.

Kindly take the above on record and oblige.

Thanking you,

**For 5paisa Capital Limited**

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**Namita Godbole**  
**Company Secretary & Compliance Officer**  
**Membership No.: A21056**  
**Email ID: [csteam@5paisa.com](mailto:csteam@5paisa.com)**

***Encl: As above***

**5paisa Capital Limited**

# NILESH SHAH & ASSOCIATES

Company Secretaries

**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**  
[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 conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **5paisa Capital Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane – 400 604. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined:

- (a) all documents and records made available to us and explanation provided by **5paisa Capital Limited** (hereinafter called "the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,



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- (d) any other document / filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **31<sup>st</sup> March, 2024** 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");

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 (SEBI LODR Regulation);
- (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 and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) 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) Securities and Exchange Board of India (Depository & Participant) Regulations, 2018;
- (g) Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992;
- (h) Securities and Exchange Board of India (Research Analyst) Regulations, 2014; NO ACTIVITIES DURING THE YEAR.



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- (i) Securities and Exchange Board of India (Investment Advisors) Regulations, 2013; NO ACTIVITIES DURING THE YEAR.

and circular / guidelines issued thereunder and based on the above examination, we hereby report that, during the review period:

(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below: (As per "Annexure – A").

(b) The Listed entity has taken the following actions to comply with the observations made in previous reports: (As per "Annexure – B")

We hereby report that during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
1.	<b><u>Secretarial Standard:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	N.A. (Since Secretarial Standard followed by the Company)
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.	Yes	N.A. (Since Complied)



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Company Secretaries

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
	<ul style="list-style-type: none"><li>-All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/ circulars/ guidelines issued by SEBI.</li></ul>	Yes	
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website.</li><li>Timely dissemination of the documents/ information under a separate section on the website.</li><li>Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes Yes Yes	N.A. (Since Complied)
4.	<b><u>Disqualification of Director:</u></b> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	N.A. (Since No Directors are disqualified)
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> <ul style="list-style-type: none"><li>a) identification of material subsidiary companies</li><li>b) Disclosure Requirement of material as well as other subsidiaries.</li></ul>	Yes N.A.	N.A. (Since Complied) N.A.



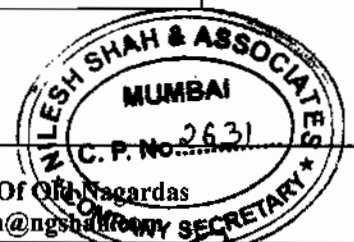
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
			(The Company does not have material subsidiary)
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A. (Since Complied)
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	N.A. (Since Complied)
8.	<b><u>Related Party Transactions:</u></b>  a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, Or  b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes  NA	Related party transactions are undertaken with the prior approval



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# NILESH SHAH & ASSOCIATES

Company Secretaries

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	N.A. (Since Complied)
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A. (Since Complied)
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, except as provided under separate paragraph herein.	No	As listed in Table herein "Annexure A"
12	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master	N.A.	----- (Since no resignation of Auditor)

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*(Handwritten Signature)*

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
	Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13	<b><u>Additional Non-compliances, if any:</u></b> No any additional non-compliance observed for any SEBI regulation / circular /guidance note etc.	No	As listed in Table herein "Annexure A"

Date: 29.05.2024

Place: Mumbai

UDIN: F004554F000484627

Signature: 

Name: Nilesh Shah  
For Nilesh Shah & Associates  
Company Secretaries

FCS : 4554

C.P. : 2631

Peer Review No. 698/2020



This report is to be read with our letter of even date which is annexed as Annexure C and forms an integral part of this report.

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# NILESH SHAH & ASSOCIATES

Company Secretaries

“Annexure – A”

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall submit a statement showing holding of securities and shareholding pattern in the format specified by	Regulation 31(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has delayed in filing revised Shareholding pattern.	None	Not Applicable	While filing the Shareholding Pattern for Quarter Ended 30th September, 2023, the name of one of the promoter entity was not captured correctly. The Company has done revised filing of said Shareholding	No Fine was imposed	The Name of One of the Promoter entity was not captured correctly while filing Shareholding Pattern for the Quarter Ended 30th September, 2023 which was corrected by filing revised Shareholding Pattern after the due date.	The Company shall take due care in filing Shareholding pattern	None

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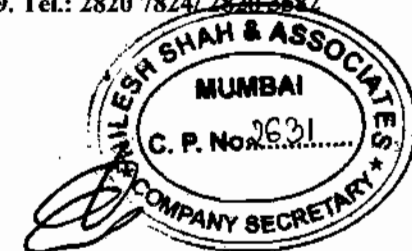
# NILESH SHAH & ASSOCIATES

## Company Secretaries

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	SEBI on a quarterly basis, within twenty-one days from the end of each quarter.					Pattern with correct disclosures after the due date of filing.				
2.	The Company has violated the SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992,	Schedule II, Regulation 9(C)(4), Code of Conduct for Stock Brokers under SEBI (Stock Brokers)	The Company has released an advertisement not in conformity with the Exchange guidelines	The Exchange has levied the Penalty and asked to withdraw the advertisement in from Public Forum	Monetary	Non-adherence to the Exchange's Code of Advertisement	Rs. 2,00,000/-	The Company has violated the provisions under Schedule II, Regulation 9(C)(4), Code of Conduct for Stock Brokers under SEBI (Stock Brokers) Regulations, 1992, for release of advertisement	The Company shall comply with the code of conduct for advertisement.	None

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# NILESH SHAH & ASSOCIATES

## Company Secretaries

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	Advertisement and Publicity: A stock-broker shall not advertise his business publicly unless permitted by the stock exchange	Regulations, 1992						not in conformity with the Exchange guidelines and the Monetary Penalty for the same has been levied of Rs. 2,00,000/-.		
3.	The Company failed to comply with KYC	SEBI Circular MIRSD/Cir-26/2011 dated December 23, 2011 and	The Company has not uploaded the KYC information	Advisory	Advisory	The Company has not uploaded the KYC information with the SEBI registered KRA's for all the	NA	An Advisory was issued to the Company pursuant to SEBI Circular MIRSD/Cir-26/2011 dated	The Company shall comply with the requirement of uploading the	None

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# NILESH SHAH & ASSOCIATES

Company Secretaries

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	compliances as per SEBI Circular MIRSD/Cir-26/2011 dated December 23, 2011 and MIRSD/ Cir5/2012 dated April 13, 2013	MIRSD/ Cir5/2012 dated April 13, 2013	with the SEBI registered KRA's for all the Clients on a continuous basis within the prescribed time limit			Clients on a continuous basis within the prescribed time limit		December 23, 2011 and MIRSD/ Cir5/2012 dated April 13, 2013 to comply for not uploading the KYC information with the SEBI registered KRA's for all the Clients on a continuous basis within the prescribed time limit.	KYC information with the SEBI registered KRA's for all the Clients on a continuous basis within the prescribed time limit.	



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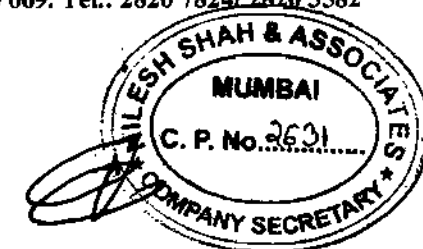
## “Annexure – B”

The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous report(s) (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2023)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The revised quarterly compliance report on corporate governance for the quarter ended 30th September, 2022 was filed in delay by the company voluntarily on noticing that a date of Risk Management Committee was missed out. However, the original report was file within the due date	The Company has file revised quarterly compliance report on corporate governance for the quarter ended 30th September, 2022 in delay as the original report which was filed within due date in which, a date of Risk Management Committee Meeting was missed out. However, the original report was filed within the prescribed timelines	The Company is required to submit quarterly compliance report on corporate governance to the stock exchange within 21 days of end of quarter,	The revised quarterly compliance report on corporate governance for the quarter ended 30th September, 2022 was filed in delay as the original report which was filed within due date in which, a date of Risk Management Committee Meeting was missed out. However, the original report was filed within the prescribed timelines	Voluntary request was made by the Company for submitting revised corporate governance report which was duly allowed by exchange	Satisfactory

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Company Secretaries

## "Annexure C"

Our report of even date is to be read along with this letter.

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29.05.2024

Place: Mumbai

UDIN: F004554F000484627

Signature: 

Name: Nilesh Shah  
For Nilesh Shah & Associates  
Company Secretaries  
FCS: 4554  
C.P. : 2631  
Peer Review No. 698/2020



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