



May 13, 2020

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	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/ 26598238 NSE Symbol: 5PAISA
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

Ref: SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019

Please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2020, issued by Nilesh G Shah & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company.

We request you to kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For 5paise Capital Limited

Sd/-

Namita Godbole

Company Secretary

Email: csteam@5paise.com

Encl: as above

5paise Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corporate Office/ Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604.

E-mail: csteam@5paise.com • Website: www.5paise.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

UDIN: F004554B000209968

ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
Spaisa 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 **Spaisa 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, 2020** 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



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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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) 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;
- (g) The Securities and Exchange Board of India (Depository & Participant) Regulations, 2018;
- (h) The Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992;
- (i) The Securities and Exchange Board of India (Research Analyst) Regulations, 2014;
- (j) The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013;

and based on the above examination, we hereby report that, during the financial year ended **31st March, 2020**:

- (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



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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 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.

Date: 07.05.2020

Place: Mumbai

Signature:-

Name: Nilesh Shah

For Nilesh Shah & Associates

Company Secretaries

FCS : 4554

C.P. : 2631

