

September 04, 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 NSE Symbol: 5PAISA
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Dear Sir/Madam,

Sub: Submission of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013:

We hereby inform you that the 16th Annual General Meeting (“AGM”) of the Members of the Company was held on Thursday, August 31, 2023 at 02:00 p.m. through Video Conferencing/Other Audio Visual Means.

Please find enclosed the following details as follows:

- a) Details of the Voting Results of Remote e-voting and e-voting during the 16th Annual General Meeting of the Company held on Thursday, August 31, 2023 pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- b) Report of the Scrutinizer dated September 01, 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014.

The above will also be uploaded on the Company’s website www.5paisa.com.

This is for your kind information and records.

Thanking You,
Yours faithfully,
For 5paisa Capital Limited

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

Encl: a/a

5paisa Capital Limited

As per the report submitted by the Scrutinizer, all the following resolutions proposed at the AGM were passed with requisite majority.

Item No.	Item Description	Resolution Type	Result
Ordinary Business			
1.	To receive, consider and adopt: (a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.	Ordinary Resolution	Passed with Requisite Majority
2.	To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution	Passed with Requisite Majority
Special Business			
3.	To approve appointment of Mr. Narayan Gangadhar (DIN: 09298665) as Director of the Company.	Ordinary Resolution	Passed with Requisite Majority
4.	To approve appointment and remuneration of Mr. Narayan Gangadhar (DIN: 09298665), Chief Executive Officer, as the Managing Director of the Company.	Ordinary Resolution	Passed with Requisite Majority
5.	To approve material related party transactions with IIFL Facilities Services Limited.	Ordinary Resolution	Passed with Requisite Majority
6.	To approve material related party transactions with IIFL Finance Limited.	Ordinary Resolution	Passed with Requisite Majority
7.	To approve material related party transactions with IIFL Management Services Limited.	Ordinary Resolution	Passed with Requisite Majority
8.	To approve material related party transactions with IIFL Securities Limited.	Ordinary Resolution	Passed with Requisite Majority
9.	To approve material related party transactions with IIFL Samasta Finance Limited.	Ordinary Resolution	Passed with Requisite Majority
10.	To approve material related party transactions with IIFL Wealth Prime Limited (Formerly Known as IIFL Wealth Finance Limited).	Ordinary Resolution	Passed with Requisite Majority
11.	To approve material related party transactions with IIFL Home Finance Limited.	Ordinary Resolution	Passed with Requisite Majority
12.	To approve material related party transactions with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited).	Ordinary Resolution	Passed with Requisite Majority
13.	To approve material related party transactions with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited).	Ordinary Resolution	Passed with Requisite Majority
14.	To approve material related party transactions with 5paisa P2P Limited.	Ordinary Resolution	Passed with Requisite Majority

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Item No.	Item Description	Resolution Type	Result
15.	To approve material related party transactions with 5paisa Trading Limited.	Ordinary Resolution	Passed with Requisite Majority
16.	To approve material related party transactions with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited).	Ordinary Resolution	Passed with Requisite Majority
17.	To approve material related party transactions with 5paisa International Securities (IFSC) Limited.	Ordinary Resolution	Passed with Requisite Majority
18.	To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company.	Special Resolution	Passed with Requisite Majority
19.	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis.	Special Resolution	Passed with Requisite Majority
20.	To approve increase the limits of borrowing u/s 180(1)(c) of the Companies Act, 2013.	Special Resolution	Passed with Requisite Majority
21.	To approve increase the limit u/s 180(1)(a) of the Companies Act, 2013.	Special Resolution	Passed with Requisite Majority
22.	To consider and approve adoption of 5Paisa Capital Limited Employee Stock Options Scheme named 5Paisa ESOS – 2023.	Special Resolution	Passed with Requisite Majority

For 5paisa Capital Limited

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

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Resolution Required : (Ordinary)			1 - To receive, consider and adopt:					
			(a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and					
			(b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971906	25	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971906	25	99.9997	0.0003
Total		30635868	22108535	72.1655	22108510	25	99.9999	0.0001

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Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for reappointment.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971891	40	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971891	40	99.9996	0.0004
Total		30635868	22108535	72.1655	22108495	40	99.9998	0.0002

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Resolution Required : (Ordinary)			3 - To approve appointment of Mr. Narayan Gangadhar (DIN: 09298665) as Director of the Company.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971916	15	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971916	15	99.9998	0.0002
Total		30635868	22108535	72.1655	22108520	15	99.9999	0.0001

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Resolution Required : (Ordinary)			4 - To approve appointment and remuneration of Mr. Narayan Gangadhar (DIN: 09298665), Chief Executive Officer, as the Managing Director of the Company.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971895	36	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971895	36	99.9996	0.0004
Total		30635868	22108535	72.1655	2210849	9	99.9998	0.0002

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Resolution Required : (Ordinary)			5 - To approve material related party transactions with IIFL Facilities Services Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115454	7	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115454	7	99.9994	0.0006
Total		30635868	6831553	22.2992	6831546	7	99.9999	0.0001

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Resolution Required : (Ordinary)			6 - To approve material related party transactions with IIFL Finance Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115439	22	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115439	22	99.9980	0.0020
Total		30635868	6831553	22.2992	6831531	22	99.9997	0.0003

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Resolution Required : (Ordinary)			7 - To approve material related party transactions with IIFL Management Services Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	10230698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115429	32	99.9971	0.0029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115429	32	99.9971	0.0029
Total		30635868	6831553	22.2992	6831521	32	99.9995	0.0005

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Resolution Required : (Ordinary)			8 - To approve material related party transactions with IIFL Securities Limited.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115429	32	99.9971	0.0029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115429	32	99.9971	0.0029
Total		30635868	6831553	22.2992	6831521	32	99.9995	0.0005

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Resolution Required : (Ordinary)			9 - To approve material related party transactions with IIFL Samasta Finance Limited.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	10230698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115414	47	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115414	47	99.9958	0.0042
Total		30635868	6831553	22.2992	6831506	47	99.9993	0.0007

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Resolution Required : (Ordinary)			10 - To approve material related party transactions with IIFL Wealth Prime Limited (Formerly Known as IIFL Wealth Finance Limited)					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	10230698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115439	22	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115439	22	99.9980	0.0020
Total		30635868	6831553	22.2992	6831531	22	99.9997	0.0003

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Resolution Required : (Ordinary)			11 - To approve material related party transactions with IIFL Home Finance Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115439	22	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115439	22	99.9980	0.0020
Total		30635868	6831553	22.2992	6831531	22	99.9997	0.0003

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Resolution Required : (Ordinary)			12 – To approve material related party transactions with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited).					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115454	7	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115454	7	99.9994	0.0006
Total		30635868	6831553	22.2992	6831546	7	99.9999	0.0001

5paisa Capital Limited

Resolution Required : (Ordinary)			13 – To approve material related party transactions with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited).					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115414	47	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115414	47	99.9958	0.0042
Total		30635868	6831553	22.2992	6831506	47	99.9993	0.0007

5paisa Capital Limited

Resolution Required : (Ordinary)			14 - To approve material related party transactions with 5paisa P2P Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115446	15	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115446	15	99.9987	0.0013
Total		30635868	6831553	22.2992	6831538	15	99.9998	0.0002

5paisa Capital Limited

Resolution Required : (Ordinary)			15 - To approve material related party transactions with 5paisa Trading Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115461	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		1115461	8.4201	1115461	0	100.0000	0.0000
Total		30635868	6831553	22.2992	6831553	0	100.0000	0.0000

5paisa Capital Limited

Resolution Required : (Ordinary)			16 - To approve material related party transactions with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited).					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115446	15	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115446	15	99.9987	0.0013
Total		30635868	6831553	22.2992	6831538	15	99.9998	0.0002

5paisa Capital Limited

Resolution Required : (Ordinary)			17 – To approve material related party transactions with 5paisa International Securities (IFSC) Limited.					
Whether promoter / promoter group are interested in the agenda / resolution ?			Yes					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	7157608	5716092	79.8604	5716092	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		5716092	79.8604	5716092	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	1115461	8.4201	1115421	40	99.9964	0.0036
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1115461	8.4201	1115421	40	99.9964	0.0036
Total		30635868	6831553	22.2992	6831513	40	99.9994	0.0006

5paisa Capital Limited

Resolution Required : (Special)			18 - To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971860	71	99.9992	0.0008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971860	71	99.9992	0.0008
Total		30635868	22108535	72.1655	22108464	71	99.9997	0.0003

5paisa Capital Limited

Resolution Required : (Special)			19 - To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971924	7	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971924	7	99.9999	0.0001
Total		30635868	22108535	72.1655	22108528	7	100.0000	0.0000

5paisa Capital Limited

Resolution Required : (Special)			20 - To approve increase the limits of borrowing u/s 180(1)(c) of the Companies Act, 2013.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971899	32	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971899	32	99.9996	0.0004
Total		30635868	22108535	72.1655	22108503	32	99.9999	0.0001

5paisa Capital Limited

Resolution Required : (Special)			21 - To approve increase the limit u/s 180(1)(a) of the Companies Act, 2013.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971909	22	99.9998	0.0002
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971909	22	99.9998	0.0002
Total		30635868	22108535	72.1655	22108513	22	99.9999	0.0001

5paisa Capital Limited

Resolution Required : (Special)			22 – To consider and approve adoption of 5paisa Capital Limited Employee Stock Options Scheme named 5Paisa ESOS – 2023.					
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	9990698	97.6541	9990698	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		9990698	97.6541	9990698	0	100.0000	0.0000
Public Institutions	E-Voting	7157608	3145906	43.9519	3145906	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		3145906	43.9519	3145906	0	100.0000	0.0000
Public Non Institutions	E-Voting	13247562	8971931	67.7251	8971891	40	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8971931	67.7251	8971891	40	99.9996	0.0004
Total		30635868	22108535	72.1655	22108495	40	99.9998	0.0002

5paisa Capital Limited

FORM NO. MGT-13

Report of the Scrutiniser

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 16th Annual General Meeting of 5paisa Capital Limited held on Thursday, August 31, 2023 at 2.00 p.m. (IST) through video conferencing ('VC') / other audio-visual means ('OAVM').

1. I, CS Aparna Joshi (FCS: 7172; COP: 6738), Proprietor – M/s. Aparna Paricharak & Associates, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of 5paisa Capital Limited ("the Company") at its meeting held on Wednesday, July 12, 2023, for the purpose of scrutinizing the remote e-voting and for conducting e-voting at the 16th (Sixteenth) Annual General Meeting ("AGM") and ascertaining the requisite majority on remote e-voting and e-voting at AGM, carried out as per the provisions of section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015 ("the Rules"), on the resolutions contained in the notice of the 16th (Sixteenth) Annual General Meeting of the Equity Shareholders of the Company, held on August 31, 2023 at 2.00 p.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
2. The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means ('remote e-voting') and e-voting by the shareholders on the resolutions proposed in the Notice of the 16th (Sixteenth) Annual General Meeting of the members of the Company. My responsibility as a scrutiniser is to ensure that the voting process, both through the remote e-voting and e-voting during the Annual General Meeting are conducted in a fair and transparent manner and to submit the consolidated Scrutinizer's Report of the votes cast "in favour" or "against", if any, to the Chairperson on the resolutions stated in the notice in line with the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide e-voting facilities.



3. The 16th (Sixteenth) Annual General Meeting of the Company was held on Thursday, August 31, 2023 at 02:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for the resolutions proposed in the Notice convening the 16th (Sixteenth) Annual General Meeting, was carried out only through remote e-voting and electronic voting undertaken during the 16th (Sixteenth) Annual General Meeting in compliance with the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 02/2022 dated May 05, 2022, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 19/2021 dated December 08, 2021, the General Circular No. 21/2021 dated December 14, 2021, the General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") all issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Circular dated May 12, 2020, Circular dated January 15, 2021, Circular dated May 13, 2022 and Circular dated January 05, 2023 in relation to "Limited relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Circulars").
4. Pursuant to the MCA and SEBI circulars, the Notice of the 16th (Sixteenth) Annual General Meeting and the statement setting out material facts under section 102 of the Act in respect of the respective resolutions proposed at the 16th (Sixteenth) Annual General Meeting, along with the Annual Report for financial year 2022-23, was sent in electronic form only to those Members whose email addresses are registered with the Company / Depositories. The Notice calling the 16th (Sixteenth) Annual General Meeting had been uploaded on the website of the Company at <https://www.5paisa.com/investor-relations>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the notice of the 16th (Sixteenth) Annual General Meeting is also available on the website of CDSL (agency for providing the e-voting facility) i.e. www.evotingindia.com.
1. Since the 16th (Sixteenth) Annual General Meeting was held pursuant to MCA Circulars pertaining to holding of the meeting through VC or OAVM, physical attendance of the members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for the appointment of proxies by the members was also dispensed with.
 2. The members attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Act.
 3. Further to above, I submit my report as under:
 - (1) The Company has provided the e-voting facility through CDSL on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.



- (2) The notices were sent through email and they contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (3) As prescribed in the said Rules, the notice of the Annual General Meeting was published in English Newspapers i.e. Business Standard and The Free Press General and in Marathi Newspaper i.e. Nav Shakti on Tuesday, August 08, 2023 and they carried the required information as specified in the said rules.
- (4) The Members holding shares or beneficial interest in the shares, as on Thursday, August 24, 2023, ("cut-off date"), were entitled to vote on the resolutions stated in the Notice of the 16th (Sixteenth) Annual General Meeting of the Company.
- (5) The e-voting was commenced from Monday, August 28, 2023 (09:00 a.m. IST) and ended on Wednesday, August 30, 2023 (05:00 p.m. IST) and CDSL e-voting platform was blocked in due time. After the closure of the voting at the 16th (Sixteenth) Annual General Meeting, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
- (6) The votes cast under remote e-voting facility were unblocked on August 31, 2023, in the presence of two witnesses, who are not in the employment of the Company.
- (7) The e-voting data was scrutinized by me for verification of votes cast in favour and against of the respective Resolution.

Thereafter, the details containing, inter alia, list of Equity Shareholder(s), who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The result of the e-voting exercised and the votes casted through electronic voting at the 16th (Sixteenth) Annual General Meeting is as under:

Resolution No:	01	Resolution Type:	Ordinary Resolution
Resolution:	To receive, consider and adopt: (a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon and (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	92	2,21,08,007	99.998
E-voting at AGM	3	503	0.002
Total	95	2,21,08,510	100.000



ii. Voted **against** the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	25	0
E-voting at AGM	0	0	0
Total	1	25	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	02	Resolution Type:	Ordinary Resolution
Resolution:	To appoint a Director in place of Mr. Gaurav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for re-appointment		

i. Voted **in favour** of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	91	2,21,07,992	99.998
E-voting at AGM	3	503	0.002
Total	94	2,21,08,495	100.000

ii. Voted **against** the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	40	0
E-voting at AGM	0	0	0
Total	2	40	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0



Resolution No:	03	Resolution Type:	Ordinary Resolution
Resolution:	To approve appointment of Mr. Narayan Gangadhar (DIN: 09298665) as Director of the Company		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	92	2,21,08,017	99.998
E-voting at AGM	3	503	0.002
Total	95	2,21,08,520	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15	0
E-voting at AGM	0	0	0
Total	1	15	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	04	Resolution Type:	Ordinary Resolution
Resolution:	To approve appointment and remuneration of Mr. Narayan Gangadhar (DIN: 09298665), Chief Executive Officer, as the Managing Director of the Company		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	90	2,21,07,996	99.998
E-voting at AGM	3	503	0.002
Total	93	2,21,08,499	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	36	0
E-voting at AGM	0	0	0
Total	3	36	0



iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	05	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with IIFL Facilities Services Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	83	68,31,043	99.993
E-voting at AGM	3	503	0.007
Total	86	68,31,546	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	7	0
E-voting at AGM	0	0	0
Total	1	7	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	06	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with IIFL Finance Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	82	68,31,028	99.993
E-voting at AGM	3	503	0.007
Total	85	68,31,531	100.000



ii. Voted **against** the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	22	0
E-voting at AGM	0	0	0
Total	2	22	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	07	Resolution Type:	Ordinary Resolution .
Resolution:	To approve material related party transactions with IIFL Management Services Limited		

i. Voted **in favour** of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	82	68,31,018	99.993
E-voting at AGM	3	503	0.007
Total	85	68,31,521	100.000

ii. Voted **against** the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	32	0
E-voting at AGM	0	0	0
Total	2	32	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0



Resolution No:	08	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with IIFL Securities Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	82	68,31,018	99.993
E-voting at AGM	3	503	0.007
Total	85	68,31,521	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	32	0
E-voting at AGM	0	0	0
Total	2	32	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	09	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with IIFL Samasta Finance Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	81	68,31,003	99.993
E-voting at AGM	3	503	0.007
Total	84	68,31,506	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	47	0
E-voting at AGM	0	0	0
Total	3	47	0



iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	10	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with IIFL Wealth Prime Limited (Formerly Known as IIFL Wealth Finance Limited)		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	82	68,31,028	99.993
E-voting at AGM	3	503	0.007
Total	85	68,31,531	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	22	0
E-voting at AGM	0	0	0
Total	2	22	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	11	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with IIFL Home Finance Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	82	68,31,028	99.993
E-voting at AGM	3	503	0.007
Total	85	68,31,531	100.000



ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	22	0
E-voting at AGM	0	0	0
Total	2	22	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	12	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited)		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	83	68,31,043	99.993
E-voting at AGM	3	503	0.007
Total	86	68,31,546	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	7	0
E-voting at AGM	0	0	0
Total	1	7	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0



Resolution No:	13	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited)		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	81	68,31,003	99.993
E-voting at AGM	3	503	0.007
Total	84	68,31,506	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	47	0
E-voting at AGM	0	0	0
Total	3	47	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	14	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with 5paisa P2P Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	83	68,31,035	99.993
E-voting at AGM	3	503	0.007
Total	86	68,31,538	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15	0
E-voting at AGM	0	0	0
Total	1	15	0



iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	15	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with 5paisa Trading Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	84	68,31,050	99.993
E-voting at AGM	3	503	0.007
Total	87	68,31,553	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
E-voting at AGM	0	0	0
Total	0	0	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	16	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited)		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	83	68,31,035	99.993
E-voting at AGM	3	503	0.007
Total	86	68,31,538	100.000



ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15	0
E-voting at AGM	0	0	0
Total	1	15	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	17	Resolution Type:	Ordinary Resolution
Resolution:	To approve material related party transactions with 5paisa International Securities (IFSC) Limited		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	82	68,31,010	99.993
E-voting at AGM	3	503	0.007
Total	85	68,31,513	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	40	0
E-voting at AGM	0	0	0
Total	2	40	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0



Resolution No:	18	Resolution Type:	Special Resolution
Resolution:	To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	88	2,21,07,961	99.998
E-voting at AGM	3	503	0.002
Total	91	2,21,08,464	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	5	71	0
E-voting at AGM	0	0	0
Total	5	71	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	19	Resolution Type:	Special Resolution
Resolution:	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	92	2,21,08,025	99.998
E-voting at AGM	3	503	0.002
Total	95	2,21,08,528	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	1	7	0
E-voting at AGM	0	0	0
Total	1	7	0



iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	20	Resolution Type:	Special Resolution
Resolution:	To approve increase the limits of borrowing u/s 180(1)(c) of the Companies Act, 2013		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	91	2,21,08,000	99.998
E-voting at AGM	3	503	0.002
Total	94	2,21,08,503	100.000

ii. Voted against the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	32	0
E-voting at AGM	0	0	0
Total	2	32	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	21	Resolution Type:	Special Resolution
Resolution:	To approve increase the limit u/s 180(1)(a) of the Companies Act, 2013		

i. Voted in favour of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	91	2,21,08,010	99.998
E-voting at AGM	3	503	0.002
Total	94	2,21,08,513	100.000



ii. Voted **against** the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	22	0
E-voting at AGM	0	0	0
Total	2	22	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No:	22	Resolution Type:	Special Resolution
Resolution:	To consider and approve adoption of 5Paisa Capital Limited Employee Stock Options Scheme named 5Paisa ESOS – 2023		

i. Voted **in favour** of the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	91	2,21,07,992	99.998
E-voting at AGM	3	503	0.002
Total	94	2,21,08,495	100.000

ii. Voted **against** the resolution:

Mode of voting	Number of Shareholders Voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	40	0
E-voting at AGM	0	0	0
Total	2	40	0

iii. Invalid Votes

Mode of voting	Total Number of Shareholders whose Votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

You may accordingly declare the result of the voting by remote e-voting and through electronic voting at the meeting.

The above-mentioned resolutions are deemed to be passed as on the date of the 16th AGM.

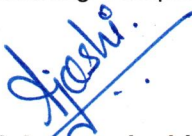


All relevant records of voting are available only in the electronic format and there was no physical voting. The relevant records will remain in my custody until the Chairperson considers, approves and signs the minutes of 16th (Sixteenth) Annual General Meeting and the same shall be sent / handed over thereafter to the Chairperson / Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Aparna Paricharak & Associates
Practising Company Secretaries




CS Aparna Joshi
Proprietress
FCS: 7172; COP: 6738
Scrutiniser for remote e-voting and
electronic voting at AGM
UDIN: F007172E000912098



Place: Thane

Dated: 1st September, 2022

Witness:

1.  (Mr. Aditya Joshi)
2.  (Ms. Kavita Vangule)

Countersigned and received the report on behalf of Chairman

Namita Godbole
Company Secretary

Place: Thane
Date: