

**Compliance Report on Corporate Governance**

1. Name of Listed Entity : 5paise Capital Limited (NSE SYMBOL: 5PAISA , BSE Scrip Code: 540776)
2. Quarter ending on : June 30, 2020

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>6</sup>	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity. (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit & Stakeholder Committee(s) including this listed entity. (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity. @ (Refer Regulation 26(1) of Listing Regulations)
Mr.	Prakarsh Sharad Gagdani	PAN: AEOPG0698A DIN: 07376258	Executive Director & CEO	22/12/2018	N. A.	1	0	1	0
Ms.	Dr. Archana Niranjani Hingorani	PAN: ABLPH8227Q DIN: 00028037	Chairperson-Independent Director-Non Executive Director	07/06/2017	5 years	4	4	4	3
Ms.	Nirali Sanghi	PAN: ABBPS3268G DIN: 00319389	Independent Director-Non Executive Director	11/01/2018	5 years	1	1	1	1
Mr.	Milin Mehta	PAN: AAUPM0034G DIN: 01297508	Independent Director-Non Executive Director	01/04/2020	N. A.	3	3	2	0

**5paise Capital Limited**

Corporate Identity Number: L67190MH2007PLC289249

Corp. Office / Regd. Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane 400 604. Tel: +918976689766

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

Mr.	Santosh Jayaram	PAN: APRPJ3441A DIN: 07955607	Executive Director	11/01/2018	N. A.	1	0	0	0
Mr.	Gourav Munjal	PAN: BIHPM1896A DIN: 06360031	Executive Director	16/01/2020	N.A.	1	0	0	0

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

@This is in addition to the number of committees in which the director is designated as a committee member.

## II. Composition of Committees:

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
<b>Audit Committee</b>	Dr. Archana Niranjani Hingorani	Chairperson-Independent Director-Non Executive Director
	Ms. Nirali Sanghi	Independent Director-Non Executive Director
	Mr. Milin Mehta	Independent Director-Non Executive Director
<b>Nomination &amp; Remuneration Committee</b>	Ms. Nirali Sanghi	Chairperson-Independent Director- Non Executive Director
	Dr. Archana Niranjani Hingorani	Independent Director- Non Executive Director
	Mr. Milin Mehta	Independent Director-Non Executive Director
<b>Risk Management Committee (if applicable)</b>		Not Applicable
<b>Stakeholders Relationship Committee</b>	Ms. Nirali Sanghi	Chairperson-Independent Director-Non Executive Director
	Dr. Archana Niranjani Hingorani	Independent Director-Non Executive Director
	Mr. Prakarsh Gagdani	Executive Director

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### III. Meeting of Board of Directors:

Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter ended March 31, 2020	Maximum gap between any two consecutive meetings (in numbers of days)
January 16, 2020	May 07, 2020	111 days

### IV. Meeting of Committees:

#### Name of Committee: Audit Committee

Date(s) of meeting of the committee in the relevant quarter.	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in numbers of days. *
<u>Audit Committee</u> May 07, 2020	All the members of the Audit Committee were present in the Meeting	January 16, 2020	111 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

### V. Related Party Transactions:

Subject	Compliance Status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholders' approval obtained to material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **Spaisa Capital Limited**

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**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations:**

Sr. No.	Affirmations	Any comments/observations/advice of Board of Directors may be mentioned here:
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders relationship Committee d) Risk management committee (applicable to the top 500 listed entities)- <b>Not Applicable</b>	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of	Yes

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	Directors.	
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For Spaisa Capital Limited



**Namita Godbole**  
**Company Secretary**

**Date:** July 13, 2020

**Place:** Mumbai

**Spaisa Capital Limited**

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