



ANNEXURE I

Compliance Report on Corporate Governance

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

I. Composition of Board of Directors

| Title (Mr. / Ms.) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁶ | 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 | 6 | 2 |
| 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 | 5 years | 3 | 3 | 2 | 5 |

Spaia 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@5paia.com • Website: www.5paia.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 |
| Mr. | Ravindra Garikipati | PAN: AIJPG2834K DIN: 00984163 | Independent Director-Non Executive Director | 03/09/2020 | 5 years | 1 | 0 | 0 | 0 |

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

& 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) [§] |
|--|---------------------------------|--|
| Audit Committee | Mr. Milin Mehta | Chairperson-Independent Director-Non Executive Director |
| | Ms. Nirali Sanghi | Independent Director-Non Executive Director |
| | Dr. Archana Niranjana Hingorani | Independent Director-Non Executive Director |
| Nomination & Remuneration Committee | Ms. Nirali Sanghi | Chairperson-Independent Director- Non Executive Director |
| | Dr. Archana Niranjana Hingorani | Independent Director- Non Executive Director |
| | Mr. Milin Mehta | Independent Director-Non Executive Director |
| | Mr. Ravindra Garikipati | Independent Director-Non Executive Director |
| Risk Management Committee (if applicable) | Not Applicable | |
| Stakeholders Relationship Committee | Ms. Nirali Sanghi | Chairperson-Independent Director-Non Executive Director |

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| | | |
|--|---------------------------------|---|
| | Dr. Archana Niranjani Hingorani | Independent Director-Non Executive Director |
| | Mr. Prakarsh Gagdani | Executive Director |

§ 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.

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 September 30, 2020 | Maximum gap between any two consecutive meetings (in numbers of days) |
|--|---|---|
| May 07, 2020 | July 13, 2020 and September 03, 2020 | 43 and 63 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> July 13, 2020 and September 03, 2020 | All the members of the Audit Committee were present in the Meeting | May 07, 2020 | 43 and 63 days |

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

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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 |

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)- Not Applicable | Yes |
| 3. | The committee members have been made aware of their powers, role and responsibilities as specified | Yes |

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| | | |
|----|---|------------|
| | in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | |
| 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 Directors. | Yes |

For 5paise Capital Limited



Namita Godbole
Company Secretary

Date: July 13, 2020

Place: Mumbai

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