

Compliance Report on Corporate Governance

1. Name of Listed Entity : 5paisa Capital Limited (NSE SYMBOL: 5PAISA, BSE Scrip Code: 540776)
2. Quarter ending on : September 30, 2019

1. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/Non-Executive/Independent/No minee) ⁶	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity. [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity. [in reference to Regulation 17A(1)]	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 Gadani	PAN: AEOPG0698A DIN: 07376258	Executive Director & CEO	22/12/2015	22/12/2018	-	N.A.	15/09/1981	1	0	1	0
Ms.	Dr. Archana Niranjan Hingorani	PAN: ABLPH8227Q DIN: 00028037	Chairperson-Independent Director-Non Executive Director	07/06/2017	-	-	5 years	09/09/1965	4	4	5	4
Ms.	Nirali Sanghvi	PAN: ABBPS3268G DIN: 00319389	Independent Director-Non Executive Director	11/01/2018	-	-	5 years	14/05/1968	1	1	1	1
Mr.	Sarbeswar Lenka	PAN: AAVPL3724B DIN: 07306325	Non-Executive – Independent Director	18/07/2018	-	-	N.A.	17/06/1958	1	0	1	0
Mr.	Santosh Jayaram	PAN: APRPJ3441A DIN: 079555607	Executive Director	11/01/2018	-	-	N.A.	04/01/1988	1	0		0



Whether Regular chairperson appointed - Yes
Whether Chairperson is related to managing director or CEO - No

\$ 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	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$	Date of Appointment	Date of Cessation
Audit Committee	Yes	Dr. Archana Niranjani Hingorani	Chairperson-Independent Director-Non Executive Director	07/06/2017	-
		Ms. Nirali Sanghi	Independent Director-Non Executive Director	11/01/2018	-
		Mr. Sarbeswar Lenka	Non Executive Director	18/07/2018	-
		Ms. Nirali Sanghi	Chairperson-Independent Director-Non Executive Director	11/01/2018	-
Nomination & Remuneration Committee	Yes	Dr. Archana Niranjani Hingorani	Independent Director- Non Executive Director	07/06/2017	-
		Mr. Sarbeswar Lenka	Non Executive Director	18/07/2018	-
Risk Management Committee (if applicable)		Not Applicable			
Stakeholders Relationship Committee	Yes	Ms. Nirali Sanghi	Chairperson-Independent Director-Non Executive Director	11/01/2018	-
		Dr. Archana Niranjani Hingorani	Independent Director-Non Executive Director	13/10/2017	-
		Mr. Prakash Gagdani	Executive Director	13/10/2017	-

\$ 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.



[Signature]

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, 2019	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in numbers of days)
April 16, 2019	July 09, 2019 & July 16, 2019	Yes	5	2	83 days & 6 days

*to be filed in only for the current quarter meetings

IV. Meeting of Committees

Name of Committee: Audit Committee

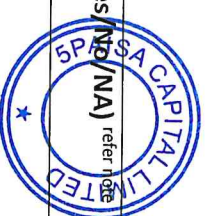
Date(s) of meeting of the committee in the relevant quarter.	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in numbers of days)
July 16, 2019	Yes	3	2	April 16, 2019	90 days

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

**to be filed in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder 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 <ol style="list-style-type: none">a) Audit Committeeb) Nomination & Remuneration Committeec) Stakeholders relationship Committeed) Risk management committee (applicable to the top 100 listed entities) - Not Applicable	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 Directors.	Yes



ANNEXURE III

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		

For Spaisa Capital Limited



Roshan Dave
 Company Secretary
 ACS No.A26472
 Date: October 07, 2019
 Place: Mumbai

