



5paisa Capital Limited

CIN: L67190MH2007PLC289249

Dear Members,

Invitation to attend the 14th Annual General Meeting on Friday, June 11, 2021

You are cordially invited to attend the Fourteenth Annual General Meeting of the Company to be held on Friday, June 11, 2021 at 02.00 PM IST through video conferencing. The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	www.evotingindia.com
2.	Link for remote e-voting	www.evotingindia.com
3.	Username and password for VC	Members may attend the Annual General Meeting through VC by accessing the link www.evotingindia.com by using the remote e-voting credentials. Please refer the instructions at Point No. 29 at Page No. 12 of this Notice for further information.
4.	Helpline number for VC participation and e-voting	Contact CDSL Officials by writing an write an email to helpdesk.evoting@cdslindia.com or call 022- 23058738 and 22-23058542-43.
5.	Cut-off date for e-voting	Friday, June 04, 2021
6.	Time period for remote e-voting	Commences at 9 AM IST on Monday, June 07, 2021 and ends at 5 PM IST on Thursday, June 10, 2021
7.	Book closure dates	Saturday, June 05, 2021 to Friday, June 11, 2021 (both days inclusive)
8.	Last date for publishing results of the e-voting	Sunday, June 13, 2021
9.	Registrar and Share Transfer Agent (RTA) details	Link Intime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli - West, Mumbai, Maharashtra 400083 Email id: rnt.helpdesk@linkintime.co.in
10.	5paisa's Contact details	Email id: csteam@5paisa.com Tel No: 022-41035000

Yours truly,

Namita Godbole

Company Secretary
Membership Number – A21056

Place: Mumbai
Date: April 20, 2021



5paisa Capital Limited

CIN: L67190MH2007PLC289249

Notice

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF 5PAISA CAPITAL LIMITED WILL BE HELD ON FRIDAY, JUNE 11, 2021, AT 02.00 P.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The Audited Standalone Financial Statement(s) of the Company for the financial year ended March 31, 2021, 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, 2021, together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Gourav Munjal (DIN: 06360031), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation."

SPECIAL BUSINESS:

3. To re-appoint Mr. Prakarsh Gagdani as a Whole-Time Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made

thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time, and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 20, 2021 and subject to such other approvals, as may be necessary, approval of the Members be and is hereby accorded to the re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as the Whole-Time Director of the Company who shall be liable to retire by rotation, for a period of 5 years w.e.f. December 22, 2021 and upon the following terms and conditions including remuneration, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Prakarsh Gagdani in the best interests of the Company and as may be permissible at law, viz.:

A. Term of Appointment:

The term of Appointment of Mr. Prakarsh Gagdani, as a Whole-Time Director shall be for a period of 5 years with effect from December 22, 2021 till December 21, 2026. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.

B. Remuneration:

Basic Salary: ₹ 3,08,000/- (Rupees Three Lakhs Eight Thousand Only) per month.

C. Perquisites:

Category (A):

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 1,54,000/- (Rupees One Lakh Fifty Four Thousand Only) per month.
2. Medical Reimbursement for self and family as per the rules of the Company.

3. Leave Travel Assistance as per the rules of the Company.
4. Other perquisites as per the service rules of the Company.

Category (B):

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment thereof.

Category (C):

Car, telephone and mobile phone for use on Company's business.

D. Increment:

Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

E. Commission/Bonus:

He shall be paid commission/bonus as permissible under the Companies Act, 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

F. Subject as aforesaid, the Whole-Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

G. The Company has in place the Employees Stock Option Scheme (ESOS) and as per the ESOS, Mr. Prakarsh Gagdani will be eligible for grant of ESOPs, as may be considered by the Board/ Nomination and Remuneration Committee from time to time.

H. Mr. Prakarsh Gagdani has been granted 5,00,000 stock options under the ESOS out of which 2,15,000 options have been vested till the date of this report.

I. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed

the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

J. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Prakarsh Gagdani, in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

K. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole-Time Director during the tenure of his appointment.

L. Mr. Prakarsh Gagdani shall liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

4. To re-appoint Dr. Archana Hingorani as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after called "the Listing Regulations") and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Archana Hingorani (DIN: 0028037), who holds office of Independent Director up to June 06, 2021 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b)

of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. Archana Hingorani's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from June 07, 2021 to June 06, 2025;

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

5. To approve material related party transactions with IIFL Facilities Services Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Facilities Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Facilities Services Limited and remaining outstanding at any one point in time shall not exceed ₹ 917 Crores (Rupees Nine Hundred and Seventeen Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters

and things as may be necessary, expedient or desirable including any negotiation /renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

6. To approve material related party transactions with IIFL Finance Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with IIFL Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 920 Crores (Rupees Nine Hundred and Twenty Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable

including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

7. To approve material related party transactions with IIFL Management Services Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Management Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with IIFL Management Services Limited and remaining outstanding at any one point in time shall not exceed ₹ 600 Crores (Rupees Six Hundred Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board shall be deemed to include any Committee constituted by the Board or any

person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation /renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

8. To approve material related party transactions with IIFL Securities Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations") , and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Securities Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Securities Limited and remaining outstanding at any one point in time shall not exceed ₹ 45 Crores (Rupees Forty Five Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

9. To approve material related party transactions with Samasta Microfinance Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with Samasta Microfinance Limited a Related Party as defined the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/ value of all such arrangements/transactions/contracts that may be entered into by the Company with Samasta Microfinance Limited and remaining outstanding at any one point in time shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

10. To approve material related party transactions with IIFL Wealth Prime Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Wealth Prime Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/ value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Wealth Prime Limited and remaining outstanding at any one point in time shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/ contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

11. To approve material related party transactions with IIFL Home Finance Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Home Finance Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Home Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 710 Crores (Rupees Seven Hundred and Ten Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/ contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

12. To approve material related party transactions with IIFL Insurance Brokers Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Insurance Brokers Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Insurance Brokers Limited and remaining outstanding at any one point in time shall not exceed ₹ 510 Crores (Rupees Five Hundred and Ten Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/ contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

13. To approve material related party transactions with IIFL Wealth Management Limited and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 20, 2021, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Wealth Management Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/ contracts that may be entered into by the Company with IIFL Wealth Management Limited and remaining outstanding at any one point in time shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/ contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

14. To approve increase in ESOP Pool for grant of options and amendment in 5paisa Employees Stock Option Scheme, 2017 and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Special Resolution**:

"RESOLVED THAT in partial modification of the earlier resolution passed by the members on January 25, 2018 and in accordance with the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital & Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company, 5paisa Capital Limited Employee Stock Option Scheme 2017 ("5paisa ESOS - 2017" / "Scheme") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions for adoption and implementation, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to increase the existing

pool size of ESOP from 9,00,000 (Nine Lakh) options to 15,00,000 (Fifteen Lakh) options of 5paisa ESOS - 2017 by addition of 6,00,000 (Six Lakhs) options.

RESOLVED FURTHER THAT together with the existing and increased pool, the aggregate of the total number of options in 5paisa ESOS – 2017 stands at 15,00,000 (Fifteen Lakh), while other terms and conditions of the scheme remain constant.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the any of the Directors and/or the Company Secretary and/ or the Chief Financial Officer be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations or revisions in the "5paisa ESOS – 2017" from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Directors with a power to further delegate to any executive / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regards."

15. To approve offer or invitation to subscribe to the Non Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014

and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilisation of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or its duly constituted committee be and is hereby authorised to do all acts, deeds, thing and to take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

By Order of the Board of Directors

Namita Godbole

Company Secretary
ACS - 21056

Registered Office: IIFL House,
Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area,
Wagle estate, Thane -400604
CIN: L67190MH2007PLC289249
e-mail: csteam@5paisa.com
Telephone No. - 022-41035000

Dated: April 20, 2021
Place: Mumbai

Notes:

1. In view of the continuing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permitted holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. For further details, please read the Note No. 29.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.5paisa.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM i.e. www.evotingindia.com). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Link Intime India Private Limited ("RTA/Linkintime") at rnt.helpdesk@linkintime.co.in and to the Company at csteam@5paisa.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.

9. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
 10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 29.
 11. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc) intending to attend the meetings through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the Meeting electronically at csteam@5paisa.com.
 12. In terms of Section 152 of the Companies Act, 2013, Mr. Gourav Munjal (DIN: 06360031), is liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. Mr. Gourav Munjal (DIN: 06360031), is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in Corporate Governance Report. Names of companies in which he holds directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided under the explanatory statement.
 13. At the Tenth (10th) AGM held on July 19, 2017, the members approved the appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), as Statutory Auditors of the Company a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors for a period of five consecutive years from the conclusion of that AGM till the conclusion to Fifteenth (15th) AGM, subject to ratification of their appointment by Members at each AGM. of the Members held on on The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the Fourteenth AGM.
- a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
14. Notice is also given under section 91 of the Companies Act, 2013 read with Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, June 05, 2021 to Friday, June 11, 2021 (both days inclusive).
 15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to csteam@5paisa.com.
 16. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
 17. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at rnt.helpdesk@linkintime.co.in and csteam@5paisa.com.
 18. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
 19. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.

20. The Depository System envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
23. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 6, 2018.
24. Additional information of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting, as required under Regulation 26(4) and 36(3) of the Listing Regulation and 1.2.5 of SS-2, is annexed to the notice.
25. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
26. The Company has designated an exclusive e-mail ID called csteam@5paisa.com to redress shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.
27. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
28. Members can raise questions during the meeting or in advance at csteam@5paisa.com or ir@5paisa.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
29. The information and instructions for shareholders for remote e-voting are as under:
 - I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic

shareholding) as on the cut-off date, i.e., Friday, June 04, 2021. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, June 04, 2021 only shall be entitled to avail the facility of e-voting/ Poll on Demand.
- V. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer, after scrutinizing the votes will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company www.5paisa.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- VII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Friday, June 11, 2021.
- VIII. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- IX. Information and other instructions relating to e-voting are as under:
 - (i) The voting period begins at 09:00 a.m. (IST) on Monday, June 07, 2021 and ends at 05:00 p.m. (IST) on Friday, June 11, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 04, 2021 may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL (add table given in the email)

- (iv) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders:
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next, enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- 6) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Account Details OR Date of Birth (DOB)	Enter the Dividend Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the Electronic Voting Sequence Number (EVSN) of 5paisa Capital Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the Corporate module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and Company at the email address viz; nilesh@ngshah.com or csteam@5paisa.com and if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA / Company email id at rnt.helpdesk@linkintime.co.in or csteam@5paisa.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at rnt.helpdesk@linkintime.co.in or csteam@5paisa.com.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058738 and 022-23058542/43.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying notice

Item No. 3

Mr. Prakarsh Gagdani, aged 39 years, is a Whole-Time Director and CEO in our Company. He holds a Post Graduate Diploma Degree in Business Management and has done his bachelors in Business Management from Mulund College of Commerce, Mumbai University. He has about eighteen (18) years of cross functional experience in sales, advisory, product development and business development. He has gained expertise in retail equity broking domain and is a keen strategist with expertise in managing the entire business and ensuring optimal utilization of resources. In the past, he was associated with Angel Broking Limited for about twelve (12) years.

Further pursuant to Section 2(94) and 196 of the Companies Act, 2013 Mr. Prakarsh Gagdani was reappointed as Whole-Time Director of the Company at the Annual General Meeting of the members of the Company held on July 17, 2018, for a period of 3 years ending on December 21, 2021. The Board of Directors of the Company, at their meeting held on April 20, 2021, pursuant to recommendation and approval of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Prakarsh Gagdani as Whole-Time Director of the Company for a further period of 5 years commencing December 22, 2021 on the terms and conditions and remuneration as set out in Item No. 3 of the accompanying notice. The other details of Mr. Prakarsh Gagdani in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard-2 are provided in this Notice.

In terms of the provisions of the 5paisa Capital Limited Employee Stock Option Scheme – 2017, 500,000 stock options have been granted to Mr. Prakarsh Gagdani till the date of this report.

Mr. Prakarsh Gagdani has given:- (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

In compliance with Section 190 of the Companies Act, 2013, terms of service and remuneration of the above mentioned Director would be available for inspection of the Members in electronic form at the Registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours on any working day.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that the re-appointment of Mr. Prakarsh Gagdani

as a Whole-Time Director will be beneficial to the Company and has recommended the Resolution at Item No. 3 of this Notice relating to the appointment of Mr. Prakarsh Gagdani as a "Whole-Time Director", liable to retire by rotation for a period of 5 years commencing from December 22, 2021, for approval of shareholders of the Company.

Mr. Prakarsh Gagdani is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Prakarsh Gagdani may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Dr. Archana Hingorani is an Independent Director and Chairperson of our Company. She holds a MBA and Ph.D. in finance from the University of Pittsburgh, United States. She has over thirty one (31) years' experience in the asset management business, teaching and research. In the recent past, she was associated with IL&FS Group until 2017 in various capacities, including being the CEO of IL&FS Investment Managers Limited. She has rich experience in fund raising, investing, nurturing investments through four different economic cycles and carving exit paths, among others. She has also been involved in mentoring and nurturing smaller start-ups in the technology, education, financial inclusion and encouraging start-ups run by women entrepreneurs. She has been named as the most influential woman in India by various publications, including Business Today in the year 2011, 2012 and 2013, Asian Investor in the year 2014, and Fortune India in year 2014, 2015 and 2016. The other details of Dr. Archana Hingorani in terms of Regulation 36(3) of the the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("the Listing Regulations") and Secretarial Standard-2 are provided in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 20, 2021 had reappointed Dr. Archana Hingorani as an Additional Non-Executive Independent Director of the Company to hold office for a period of five consecutive years for a period commencing from June 07, 2021 and ending on June 06, 2026, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). In terms of Section 161(1) of the Act, Dr. Archana Hingorani, an Additional Non-Executive

Independent Director, holds office only upto the date of the forthcoming Annual General Meeting, but is eligible for being appointed as an Independent Director. In accordance with above, the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Dr. Archana Hingorani as an Independent Director of the Company. Dr. Archana Hingorani has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. The Company has also received:- (i) the consent in writing to act as Director (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Dr. Archana Hingorani is interested in the resolution set out at Item No. 4 of the Notice.

The relatives of Dr. Archana Hingorani may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item no. 4 of the Notice for approval by the members.

Item No. 5 to 13

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of the Company for the financial year 2020-21 is ₹ 194.5 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 19.45 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the members' approval for the following arrangements/transactions/contracts which may be entered into by the Company with its related parties from time to time:

Name of the Company	Nature of Relationship	Nature of Transactions	Amount (₹ in Crores)
IIFL Facilities Limited	Services Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	500 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	5 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Paid and other expenses	7 Cr
		Rental Agreement	5 Cr
IIFL Finance Limited *	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	500 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	5 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Paid and other expenses	5 Cr
		Marketing Support Fees/Commission & Brokerage/ Service fees/Referral/Arranger Fee Income.	10 Cr

Name of the Company	Nature of Relationship	Nature of Transactions	Amount (₹ in Crores)
IIFL Management Services Limited	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	200 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
IIFL Securities Limited	Related party as per Accounting Standards and Listing Regulations	Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	10 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	20 Cr
		Rental Agreement	5 Cr
		Marketing Support Fees/Commission & Brokerage/ Service fees/Referral/Arranger Fee Income.	10 Cr
Samasta Microfinance Limited	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	300 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
IIFL Wealth Prime Limited	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	300 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
IIFL Home Finance Limited	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	300 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
		Marketing Support Fees/ Commission & Brokerage/ Service fees/ Referral/ Arranger Fee Income.	10 Cr
IIFL Insurance Brokers Limited	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	100 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr
		Marketing Support Fees/Commission & Brokerage/ Service fees/Referral/Arranger Fee Income.	10 Cr
IIFL Wealth Management Limited	Related party as per Accounting Standards and Listing Regulations	Inter-Corporate Deposits/ Guarantee Taken *	300 Cr
		Inter-Corporate Deposits/ Guarantee Given **	400 Cr

* Maximum Outstanding Inter Corporate- Deposit taken from all group companies together will not exceed 600 Cr at any given point of time.

** Maximum Outstanding Inter Corporate- Deposit given to all group companies together will not exceed 400 Cr at any given point of time.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the Listing Regulations and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their respective meetings held on April 20, 2021 in terms of Regulation 23 of the Listing Regulations and noted that these transactions are in the Ordinary Course of Business and are at arm's length basis.

With respect to the above matter, the Shareholders/Members are requested to note the following disclosures of Interest:

S No.	Name of Related Party	Nature of Interest or Concern
1.	IIFL Facilities Services Limited (IIFSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL FSL is a wholly-owned subsidiary of IIFL SEC.
2.	IIFL Finance Limited (IIFL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Promoter and Executive Director of IIFL. Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL and both hold along with their relatives & persons acting in concert 94,547,490 equity shares i.e. 24.96% in IIFL.
3.	IIFL Management Services Limited (IIFL MSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL MSL is a wholly-owned subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL SEC i.e. 0.06% in IIFL MSL.
4.	IIFL Securities Limited (IIFL SEC)	Mr. Nirmal Jain is a promoter and Mr. Venkataraman Rajamani is promoter and Executive Director of IIFL SEC. Mr. Nirmal Jain and Mr. Venkataraman Rajamani both hold along with their relatives & persons acting in concert 95,143,214 equity shares i.e. 31.41% in IIFL SEC.
5.	Samasta Microfinance Limited (SML)	Samasta Microfinance Limited is a Subsidiary of IIFL.
6.	IIFL Wealth Prime Limited (IIFL WPL)	IIFL Wealth Prime Limited is a wholly-owned subsidiary of IIFL WM.
7.	IIFL Home Finance Limited (IIFL HF)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Non-Executive Directors of IIFL HF. IIFL Home Finance is a wholly-owned subsidiary of IIFL.
8.	IIFL Insurance Brokers Limited (IIFL IBL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL IBL is a wholly-owned subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL SEC i.e. 0.02% in IIFL IBL.
9.	IIFL Wealth Management Limited (IIFL WM)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Co- Promoter and Non - Executive Director of IIFLWM. Mr. Nirmal Jain and Mr. Venkataraman Rajamani along with their relatives & persons acting in concert held 9,753,854 equity shares i.e. 11.13% and 2,863,489 equity shares i.e. 3.04% respectively in IIFLWM.

Except the above Directors, Promoters and their relatives none of the Directors, Key Managerial Personnel and their Relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item Nos. 5 to 13.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 5 to 13 of the Notice for approval by the members.

Item no. 14:

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/ plan. The Company appreciates the role played by its employees in the organizational growth. It strongly feels that the value created by its people should be shared by them. The Company to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents had formulated 5paisa Capital Limited Employee Stock Option Scheme 2017

("5paisa ESOS - 2017" / "Scheme") pursuant to the resolution(s) passed by the members at their meeting held on August 21, 2017 and amended on January 25, 2018.

5paisa ESOS - 2017 has a existing pool size of 9,00,000 (Nine Lakh) options convertible into equity shares of ₹ 10 each of the Company. The Board of Directors at its meeting held on April 20, 2021 approved and recommended to the shareholders to increase the pool size of 5paisa ESOS - 2017 from 9,00,000 (Nine Lakh) options to 15,00,000 (Fifteen Lakh) options.

In terms of Regulation 12(1) of Securities & Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

("the SEBI (SBEB) Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to the listing of its equity shares unless (i) Such scheme is in conformity with the said regulations and (ii) Such scheme is ratified by its shareholders subsequent to the listing. Further as per proviso to Regulation 12(1) the ratification under clause (ii) may be done any time prior to grant of new options or shares after listing of shares.

The main features of the 5paisa ESOS - 2017 and other details of the Scheme as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) of the SEBI (SBEB) Regulations, are as under:

Item	Particulars
Brief Description of the Scheme	5paisa ESOS – 2017 is intended to reward the Eligible Employees (as described under herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. 5paisa ESOS – 2017 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.
Total Number of Options to be granted	<p>The Options to be granted to the Eligible Employees under 5paisa ESOS – 2017, in one or more tranches, shall not result in issue of equity shares in excess of 15,00,000 (Fifteen Lakhs).</p> <p>Vested Options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date.</p> <p>The Board/ any committee authorized by the Board is authorised to re-grant such lapsed / cancelled options as per the provisions of 5paisa ESOS – 2017. The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI (SBEB) Regulations.</p>
Identification of classes of employees entitled to participate and be beneficiaries in the Scheme	<p>i) Present and future, permanent employees of the Company, whether working in India or outside India, and / or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s) and to such other persons as may be decided by the Board and / or permitted under the SEBI (SBEB) Regulations but does not include an employee who is a Promoter or a person belonging to the Promoter Group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, shall be eligible to participate in the 5paisa ESOS – 2017.</p> <p>ii) Present and future, permanent employees of subsidiary company(ies) of the Company, whether working in India or outside India, and / or to the Directors of the subsidiary company(ies) of the Company, whether whole-time or not but excluding Independent Director(s) of subsidiary companies and to such other persons as may be decided by the Board/Committee and / or permitted under the SEBI (SBEB) Regulations but excluding employees who are promoters or persons belonging to the promoter group or a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, shall be eligible to participate in the 5paisa ESOS – 2017.</p>
Transferability of Stock Options	The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee/ stock option holder while in employment, the right to exercise all the options granted to him/ her till such date shall be transferred to his/ her legal heirs or nominees.

Item	Particulars
Requirements of vesting, period of Vesting and maximum period within which the Options shall be vested	Vesting of the Stock Options may commence after the expiry of a minimum period of One year from the date on which the options were granted, and may extend up to such time as may be decided at the discretion of the Committee from the date of grant provided that the vesting period shall not exceed 5 (five) years. The vesting may occur in tranches, and may be subject to such terms and conditions of vesting, as may be stipulated by the Committee, in its sole and exclusive discretion.
Exercise Price or pricing formula	<p>The Exercise price of the Shares will be the closing Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved.</p> <p>The closing market price of the Stock Exchange where there is highest trading volume during the aforesaid period shall be considered.</p> <p>The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.</p>
Exercise Period and Process of Exercise	Exercise Period shall be the time period after vesting within which the eligible employees/ Directors should exercise his right to apply for the Equity Shares against the Stock Options vested in them pursuant to the Scheme. The Exercise Period shall be decided by the Committee and will not be more than 7 (Seven) years from the date of grant. The Stock Options will be exercisable by the Employees/ Directors by a written or electronic notice to the Company and payment of exercise price to exercise the Stock Options, in such manner, as may be prescribed by the Committee, in its discretion.
Method of valuing the Stock Options	The Company shall use the intrinsic value method for valuation of the Options. However, the Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
Appraisal process for determining the eligibility of the employees for the Scheme	<p>The Committee shall, based upon the performance and/or merit of the employees/ Directors, as per vesting criteria laid down by the Committee from time to time, if any, in its sole and exclusive discretion, considering the period of service/Directorship put in/ served by them, their designation and grade, their present and potential contribution to the success of the Company, its subsidiaries, and other appropriate criteria, determine the eligibility of the Employees/ Directors to the Scheme.</p> <p>The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in the Scheme, in order to be granted options under the Scheme. The Nomination and Remuneration Committee will take into consideration potential of employee to contribute to company's performance, position held, extent of contribution made by employee towards business results, achievement of medium and long term performance Schemes of the Company, difficulty in replacement and any other appraisal or evaluation process for determining the eligibility criteria as may be taken into consideration by Nomination and Remuneration Committee.</p>
Maximum number of Stock Options to be issued/granted per employee and in aggregate	<p>The maximum number of options that can be granted to any eligible employee during any one-year can be equal to or exceed 1% of the issued capital of the Company at the time of grant of options. The Employee to whom the options shall be granted equal to or exceed 1% of the issued capital of the Company shall be identified by the said Nomination & Remuneration Committee and/or such committee of the Board of Directors, as the Board may determined from time to time, under the 5paisa ESOS – 2017.</p> <p>The aggregate number of Stock Options that may be granted under the 5paisa ESOS – 2017 shall not exceed 15,00,000 (Fifteen Lakhs).</p>

Item	Particulars
The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct.	The granted options shall lapse in accordance with the terms and conditions as specified in the scheme
The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.	<p>In the event of termination of the employment of an Option Grantee for misconduct or due to breach of policies or the terms of employment of the Company, all Employee Stock Options granted to such employee, including the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</p> <p>In the event of "Resignation", all Unvested Options, on the date of exit, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose determination will be final and binding. However, all Vested Options as on that date shall be exercisable by the Employee immediately but not later than one month from the last working day with the Company or seven years from the date of grant whichever is earlier. The vested options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.</p>
Maximum quantum of benefits to be provided per employee under the Scheme	The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date
Whether the Scheme is to be implemented and administered directly by the Company or through a trust	5paisa ESOS – 2017 shall be implemented by the Company through direct route.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	5paisa ESOS – 2017 provides only new issue of Securities by the Company
The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Not Applicable
Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme.	Not Applicable
Accounting and Disclosure Policies	The Company shall comply with all the applicable disclosure and Accounting Policies in respect of options granted as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (SBEB) Regulations and under other Applicable Laws and follow the accounting policies prescribed as per SEBI Regulations and Guidelines and the Guidance Note issued by the Institute of Chartered Accountants of India.
Lock-in period	The shares allotted to the employees, subsequent to exercise of vested options will be subject to lock-in, for such period, as per the discretion of Nomination and Remuneration Committee and shall be intimated to the Option Grantee at the time of grant.

Item	Particulars
Tax Liability and method of discharge of tax by the eligible employees to whom options are granted	Any Tax liability arising out of allotment of the Options or issue of Equity Shares, as the case may be, under this 5paisa ESOS – 2017 will be deducted or paid, from/by the participant in accordance with applicable laws in India and in such other countries as applicable. The participant shall be required to indemnify the Company with respect to any Tax liability arising out of the Grant, Vesting and/or Exercise of Options by such Eligible Employee.
Re-pricing of options	The Board or Nomination and Remuneration Committee may in accordance with the applicable the SEBI (SBEB) Regulations or any other rules/regulations and guidelines issued by SEBI or in terms of Companies Act, 2013, re-price the options granted under 5paisa ESOS – 2017 which are not exercised whether or not they have been vested if such options are rendered unattractive due to fall in price of shares of the company in the market subject to shareholders' approval.
Statement with regard to Disclosure in Director's Report	The disclosures relating to ESOPs required to be made under the provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (SBEB) Regulations, shall be disclosed at the website of the Company at www.5paisa.com .

5paisa ESOS-2017 will be available for inspection at the Company's Registered Office during business hours on all working days, excluding Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of passing of the above resolutions.

In term of the provisions of relevant regulation of the SEBI (SBEB) Regulations read with Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution.

The stock options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription to the securities of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the members.

Item No: 15

As per Section 42 of the Companies Act, 2013 ("Act"), read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCD's) on a private placement basis is required to obtain the prior approval of the Members by way of a

Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCD's during the year.

In order to augment long-term resources for financing, inter-alia, the ongoing expenditure and for business purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable NCD's, in one or more series/ tranches on private placement basis, issuable/ redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions of NCD's on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 15, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 15 of the Notice.

The Board recommends the Special Resolution set out at Item No. 15 of the Notice for approval by the Members.

Information Pertaining to Director seeking reappointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Dr. Archana Hingorani	Mr. Gourav Munjal	Mr. Prakarsh Gagdani
Date of Birth	September 09, 1965	June 16, 1988	September 5, 1981
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	June 07, 2017	January 16, 2020	December 22, 2015
Qualifications	MBA and Ph.D. in Finance	Chartered Accountant and Company Secretary	Bachelor's in Management Studies, Post Graduate Diploma Degree in Business Management
Expertise in specific functional areas	Business Management and Finance	Accounts, Finance and Taxation	Business Management, Corporate Strategy and Retail Equity Broking
Number of shares held in the Company (including Options granted under ESOP)	Nil	40,000 options granted under relevant ESOP Scheme	40 equity shares and 5,00,000 options granted under relevant ESOP Scheme
Directorships held in other companies (excluding foreign companies)	Annexure 1 attached herewith	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited 	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited
Attendance in number of Board Meetings eligible during the financial year 2020-21	Five of Five	Five of Five	Five of Five
Memberships / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee and Stakeholders Relationship Committee	Nil	Stakeholders Relationship Committee
Relationships between Directors inter-se	None	None	None
Remuneration details (Including Sitting Fees & Commission) (Rupees in millions)	₹ 0.42	₹ 4.46	₹ 9.78

For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

By Order of the Board of Directors

Namita Godbole

Company Secretary
ACS - 21056

Registered Office: IIFL House,
Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area,
Wagle estate, Thane -400604
CIN: L67190MH2007PLC289249
e-mail: csteam@5paisa.com
Telephone No. - 022-41035000

Dated: April 20, 2021
Place: Mumbai

ANNEXURE -1

Directorship of Dr. Archana Hingorani

- a) Alembic Pharmaceuticals Limited
 - b) Grindwell Norton Limited
 - c) Den Networks Limited
 - d) Balaji Telefilms Limited
 - e) SBI Mutual Fund Trustee Company Private Limited
 - f) SIDBI Venture Capital Limited
 - g) Agstack Technologies Private Limited
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