

Annexure – II to Directors' Report

FORM NO. MGT-9

Extract of Annual Return

as on the financial year ended on March 31, 2021

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L67190MH2007PLC289249
Registration Date	July 10, 2007
Name of the Company	5paisa Capital Limited
Category / Sub-Category of the Company	Public Company Limited by shares
Address of the Registered office and contact details	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane-400604 Tel No.: 022-41035000 Fax No.: 022- 25806654
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	For physical and de-materialised securities Link Intime India Private Limited C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083. Tel: +91 22 49186000 Fax: +91 22 2594 6969 E-mail : rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below:-

Name and Description of main products/ services	NIC Code of the Product/ service*	% to total turnover of the company
Stock Broking	66120	99.40
Fund based Activities and distribution of financial products	66190	0.60

* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No.	Name of the company	Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held*	Applicable section
1	5paisa P2P Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604.	U67120MH2017PLC302564	Wholly Owned Subsidiary	100	2(46)
2	5paisa Insurance Brokers Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604.	U66020MH2018PLC316449	Wholly Owned Subsidiary	100	2(46)
3	5paisa Trading Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604.	U52609MH2020PLC338333	Wholly Owned Subsidiary	100	2(46)

* Representing aggregate percentage of equity shares held by the Company and / or its subsidiaries.

Annexure – II to Directors' Report (Contd.)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2020)				No. of Shares held at the end of the year (As on March 31, 2021)				% Change during the year*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group										
[1] Indian										
(a)	Individuals / Hindu Undivided Family	8,650,698	Nil	8,650,698	33.95	8,650,698	Nil	8,650,698	33.90	(0.05)
(b)	Central Government / State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Specify) Persons Acting in Concert	160,000	Nil	160,000	0.63	160,000	Nil	160,000	0.64	0.01
Sub Total (A)(1)		8,810,698	Nil	8,810,698	34.58	8,810,698	Nil	8,810,698	34.54	(0.04)
[2] Foreign										
(a)	NRI – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Banks/ FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (A)(2)		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(A) Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		8,810,698	Nil	8,810,698	34.58	8,810,698	Nil	8,810,698	34.54	(0.04)
(B) Public Shareholding										
[1] Institutions										
(a)	Mutual Funds / UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g)	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i)	Foreign Portfolio Investor	4,596,127	Nil	4,596,127	18.04	4,453,651	Nil	4,453,651	17.45	(0.59)
(j)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(k)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(l)	Provident Funds/ Pension Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(m)	Any Other (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-		4,596,127	Nil	4,596,127	18.04	4,453,651	Nil	4,453,651	17.45	(0.59)
2 Central Government/ State Government(s)/ President of India		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2020)				No. of Shares held at the end of the year (As on March 31, 2021)				% Change during the year*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
3	Non-Institutions									
a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	1,124,249	2406	1,126,655	4.42	1,372,251	2,406	1,374,657	5.39	0.97
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,994,249	Nil	2,994,249	11.75	2,724,893	0	2,724,893	10.68	(1.07)
b)	NBFCs registered with RBI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)	Any Others									
	Trusts	3,059	Nil	3,059	0.01	3,059	Nil	3,059	0.01	Nil
	Hindu Undivided Family	137,892	Nil	137,892	0.54	112,510	Nil	112,510	0.44	(0.10)
	NRI (Repat)	486,056	9,000	495,056	1.94	450,830	9,000	459,830	1.80	(0.14)
	NRI(Non Repat)	352,131	Nil	352,131	1.38	327,301	Nil	327,301	1.28	(0.10)
	Foreign Nationals	5,000	Nil	5,000	0.02	200	Nil	200	Negligible	(0.02)
	Clearing Member	8,146	Nil	8,146	0.03	38,747	Nil	38,747	0.15	0.12
	Bodies Corporate	6,948,655	Nil	6,948,655	27.29	7,207,725	Nil	7,207,725	28.25	0.96
	Foreign Portfolio Investor (Individual)	Nil	Nil	Nil	Nil	2,647	Nil	2,647	0.01	0.01
	Sub Total (B)(3)	12,059,437	11,406	12,070,843	47.38	12,240,163	11,406	12,251,569	48.01	0.63
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	16,655,564	11,406	16,666,970	65.42	16,693,814	11,406	16,705,220	65.46	0.04
(C)	Non Promoter - Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (C)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (A)+(B)+(C)	25,466,262	11,406	25,477,668	100	25,504,512	11,406	25,515,918	100	Nil

*There was no change in the shareholding of Promoters or Promoter Group. However, the percentage in shareholding was diluted due to issue of 38,250 Equity shares to employees pursuant to exercise of ESOP under Employee Stock Option Scheme 2017.

ii) Shareholding of Promoters:-

Shareholder's Name	Shareholding at the beginning of the year (As on April 01, 2020)			Shareholding at the end of the year (As on March 31, 2021)			% change in share holding during the year*
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Mr. Nirmal Jain	5,600,088	21.98	Nil	5,600,088	21.95	Nil	(0.03)
Mr. Venkataraman Rajamani	949,594	3.73	Nil	949,594	3.72	Nil	(0.01)
Mrs. Madhu N Jain	1,365,016	5.36	Nil	1,365,016	5.35	Nil	(0.01)
Aditi Avinash Athavankar (in her capacity as a trustee of Kalki Family Private Trust)	720,000	2.83	Nil	720,000	2.82	Nil	(0.01)
Ardent Impex Pvt Ltd	108,000	0.42	Nil	108,000	0.42	Nil	Nil
Orpheus Trading Pvt. Ltd.	52,000	0.20	Nil	52,000	0.20	Nil	Nil
Mrs. Aditi Athavankar	16,000	0.06	Nil	16,000	0.06	Nil	Nil
Total	8,810,698	34.58	Nil	8,810,698	34.52	Nil	0.06

*There was no change in the shareholding of Promoters or Promoter Group. However, the percentage in shareholding was diluted due to issue of 38,250 Equity shares to employees pursuant to exercise of ESOP under Employee Stock Option Scheme 2017.

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iii) Change in Promoters Shareholding

Particulars	Shareholding		Cumulative Shareholding	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company*
At the beginning of the year (April 01, 2020)	8,810,698	34.58	---	---
Date wise Increase / Decrease in Promoters Shareholding during the year, specifying the reasons for the increase / decrease (transfer / bonus/ sweat equity, etc.)	NA	NA	---	---
At the end of the year (March 31, 2021)	8,810,698	34.52	8,810,698	34.52

*There was no change in the shareholding of Promoters or Promoter Group. However, the percentage in shareholding was diluted due to issue of 38,250 Equity shares to employees pursuant to exercise of ESOP under Employee Stock Option Scheme 2017.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of shareholders	Shareholding at the beginning of the year - 2020		Transactions during the year	Cumulative Shareholding at the end of the year - 2021	
		No. of shares	% of total shares of the Company*		No. of shares	% of total shares of the Company*
1	FIH Mauritius Investments Ltd					
	At the Beginning of the year	6,771,314	26.58	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	6,771,314	26.54	Nil	6,771,314	26.54
2	HWIC Asia Fund Class A Shares					
	At the Beginning of the year	2,269,002	8.91	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	2,269,002	8.89	Nil	2,269,002	8.89
3	Bank Muscat India Fund					
	At the Beginning of the year	1,007,856	3.96	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	1,007,856	3.95	Nil	1,007,856	3.95
4	Mr. Parajia Bharat Himatlal					
	At the Beginning of the year	615,471	2.42	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	615,471	2.41	Nil	615,471	2.41
5	WF Asian Reconnaissance Fund Limited					
	At the Beginning of the year	528,506	2.07	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	528,506	2.07	Nil	528,506	2.07
6	Lobco Limited					
	At the Beginning of the year	433,444	1.70	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	433,444	1.70	Nil	433,444	1.70

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Sr. No.	Name of shareholders	Shareholding at the beginning of the year - 2020		Transactions during the year	Cumulative Shareholding at the end of the year - 2021	
		No. of shares	% of total shares of the Company*	No. of shares	No. of shares	% of total shares of the Company*
7	Mr. Aniruddha Dange					
	At the Beginning of the year	284,905	1.12	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	284,905	1.12	Nil	284,905	1.12
8	Mr. Vasudev Jagannath Nuggehalli					
	At the Beginning of the year	281,160	1.10	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	At the end of the year	281,160	1.10	Nil	281,160	1.10
9	Mr. Girish Kulkarni					
	At the Beginning of the year	147,000	0.58	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Transfers during the year	75,787	0.30	75,787	222,787	0.88
	At the end of the year	222,787	0.88	75,787	222,787	0.88
10	Mr. Mansukh Jain					
	At the Beginning of the year	217,004	0.85	Nil	Nil	Nil
	Bought during the year	Nil	Nil	Nil	Nil	Nil
	Sold during the year	Nil	Nil	Nil	Nil	Nil
	Transfers during the year	3,040	0.01	3,040	220,044	0.86
	At the end of the year	220,044	0.86	3,040	220,044	0.86

*There was no change in the shareholding of Promoters or Promoter Group. However, the percentage in shareholding was diluted due to issue of 38,250 Equity shares to employees pursuant to exercise of ESOP under Employee Stock Option Scheme 2017.

v) Shareholding of Directors and Key Managerial Personnel (KMP):

Name of Directors/Key Managerial Personnel	Shareholding at the beginning of the year (As on April 01, 2020)		Change in Shareholding (No. of Shares)		Shareholding at the end of the year (As on March 31, 2021)	
	No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company#
Dr. Archana Hingorani	Nil	Nil	Nil	Nil	Nil	Nil
Ms. Nirali Sanghi	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Prakarsh Gagdani	30,490	0.12	Nil	30,450	40	Negligible
Mr. Santosh Jayaram\$	Nil	Nil	14,255	Nil	14,255	0.06
Mr. Milin Mehta [^]	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Ravindra Garikipati *	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Gourav Munjal	Nil	Nil	Nil	Nil	Nil	Nil
Mrs. Namita Godbole	Nil	Nil	Nil	Nil	Nil	Nil

Note:-

[^] Mr. Milin Mehta was appointed as an Independent Director w.e.f. April 01, 2020.

* Mr. Ravindra Garikipati was appointed as an Independent Director w.e.f. September 03, 2020.

\$ Mr. Santosh Jayaram ceased to be Whole-Time Director w.e.f. February 28, 2021. The change in the shareholding is on account of exercise of 26,500 ESOP and subsequent sale of the same.

Annexure – II to Directors' Report (Contd.)

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payments

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposit	(₹ in millions)
				Total Indebtedness
Indebtedness at the beginning of year as on April 01, 2020				
(i) Principal amount	1,191.93	1,000	Nil	2,191.93
(ii) Int. due but not paid	Nil	Nil	Nil	Nil
(iii) Int. accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	1,191.93	1,000	Nil	2,191.93
Changes in Indebtedness during the year				
Addition	14,591.32	7,600	Nil	22,191.32
Reduction	13,443.96	8,600	Nil	22,043.96
Net Change	1,147.36	1,000	Nil	147.36
Indebtedness at the end of the financial year March 31, 2021				
(i) Principal amount	2,339.29	Nil	Nil	2,339.29
(ii) Int. due but not paid	Nil	Nil	Nil	Nil
(iii) Int. accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	2,339.29	Nil	Nil	2,339.29

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Particulars of Remuneration	Name of MD/WTD/ Manager			Total
	Mr. Prakarsh Gagdani	Mr. Santosh Jayaram#	Mr. Gourav Munjal	
(₹ in millions)				
Name of MD/WTD/Manager				
Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	9.75	3.25	4.46	17.46
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.03	Nil	Nil	0.03
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
Stock Option (in quantity)*	0.5	0.1	0.04	0.64
Sweat Equity	Nil	Nil	Nil	Nil
Commission				
- as % of profit				
- others, specify	Nil	Nil	Nil	Nil
Others[Provident Fund, pension fund and NPS]	Nil	Nil	Nil	Nil
Total (A)	9.78	3.25	4.46	17.49

Mr. Santosh Jayaram ceased to be Whole-Time Director w.e.f. February 28, 2021.

* The Stock Options are in actual quantities and not in rupees in millions.

Annexure – II to Directors' Report (Contd.)

B. Remuneration to other directors:

(₹ in millions)

Particulars of Remuneration	Name of Directors				Total
	Dr. Archana Hingorani (Independent Director)	Ms. Nirali Sanghi (Independent Director)	Mr. Milin Mehta (Independent Director)#	Mr. Ravindra Garikipati (Independent Director)*	
Independent Directors					
- Fees for attending board/ committee meetings	0.42	0.42	0.36	0.08	1.28
- Commission	N.A	N.A	N.A	N.A	
- Other	N.A	N.A	N.A	N.A	
Total (1)	0.42	0.42	0.36	0.08	1.28
Other Non-Executive Directors					
- Fees for attending board/ committee meetings	Nil	Nil	Nil	Nil	Nil
- Commission	Nil	Nil	Nil	Nil	Nil
- Others	Nil	Nil	Nil	Nil	Nil
Total (2)	Nil	Nil	Nil	Nil	Nil
Total (B)=(1+2)	0.42	0.42	0.36	0.08	1.28
Total Managerial Remuneration					1.28
Overall Ceiling as per the Act	Overall Ceiling as per the Companies Act, 2013 for sitting fees is upto ₹ 1.00 Lac to be paid to directors for attending the each Board or Committee meetings.				

Mr. Milin Mehta was appointed as Independent Director w.e.f. April 01, 2020.

* Mr. Ravindra Garikipati was appointed as Independent Director w.e.f. September 03, 2020.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

Particulars of Remuneration	Key Managerial Personnel			Total
	Mr. Gourav Munjal (Chief Financial Officer)	Mr. Prakarsh Gagdani (Chief Executive Officer)	Mrs. Namita Godbole (Company Secretary)	
Name of Personnel				
Gross Salary				
a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	4.46	9.75	4.12	18.33
b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	0.03	Nil	0.03
c. Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	Nil		Nil	Nil
Stock Option (in quantity) *	0.04	0.05	Nil	0.54
Sweat Equity	Nil	Nil	Nil	Nil
Commission - as % of profit	Nil	Nil	Nil	Nil
Others, please specify [Provident Fund and pension fund]	Nil	Nil	0.18	0.18
Total	4.46	9.78	4.30	18.54

* The Stock Options are in actual quantities and not in rupees in millions.

Annexure – II to Directors' Report (Contd.)

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Prakarsh Gagdani
Whole-Time Director &
Chief Executive Officer
DIN: 07376258

Gourav Munjal
Whole-Time Director &
Chief Financial Officer
DIN: 06360031

Date: April 20, 2021
Place: Mumbai