



February 24, 2022

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 540776	The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 Tel No.: 2659 8235 Fax No.: 26598237 NSE Symbol: 5PAISA
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Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir/Madam,

This is in continuation to our letter dated February 16, 2022, informing the Stock Exchange about the approval of the Board of Directors of the Company to enter into material related party transactions and in terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a copy of the Postal Ballot Notice seeking approval of the members for material related party transactions by way of ordinary resolution.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 08, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, February 11, 2022 (“Cut-off date”).

The said notice is being placed on the website of the company i.e. www.5paise.com. The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting services to the members. The e-voting in respect of the resolutions contained in the Postal Ballot Notice will commence at 09.00 a.m. on Friday, February 25, 2022 and shall conclude at 5.00 p.m. on Saturday, March 26, 2022. The detailed instructions for e-voting facility are provided in postal ballot notice.

5paise Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corporate Office/Regd. Office: 5paise Capital Limited, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane 400604.

Tel: +91 22 41035000 • E-mail: csteam@5paise.com • Website: www.5paise.com





The Postal Ballot results will be submitted within 2 working days from the conclusion of the e-voting period, with the Stock Exchanges in accordance with the SEBI Listing Regulations.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For **5paise Capital Limited**



Namita Godbole
Company Secretary
Email ID: csteam@5paise.com
Encl: as above

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5paise Capital Limited

CIN: L67190MH2007PLC289249

Regd. Office– IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read together with Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) (“hereinafter referred to as the **“Act”**), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) (hereinafter referred to as the **“Rules”**) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the **“SEBI Listing Regulations”**) read with General Circular No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the **“MCA Circulars”**), Secretarial Standard on General Meeting (**“SS-2”**) issued by Institute of Company Secretaries of India on General Meetings and including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the resolutions appended hereinbelow are proposed to the Members of 5paise Capital Limited (hereinafter referred to as the **“Company”**) to be passed as Ordinary Resolutions by way of Postal Ballot only by voting through electronic means (remote electronic voting i.e. e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or y or National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) (collectively referred to as **“Depositories”**). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Hence, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company, its Registrar and Transfer Agents viz. Link Intime India Private Limited or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent

to the Members for this Postal Ballot. Members are requested to peruse the following proposed Resolution/s along with their respective Explanatory Statement/s and thereafter record your assent or dissent by means of e-voting system only provided by the Company.

The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the resolutions setting out all the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice for your consideration. This Postal Ballot is accordingly being initiated in compliance with the aforesaid MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the aforesaid MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the heading 'Instructions for e-voting' at **Note No. 11'**.

The remote e-voting period commences from 9:00 a.m. (IST) on Friday, February 25, 2022 and ends at 5:00 p.m. (IST) on Saturday, March 26, 2022. Members desirous of voting are requested to their assent or dissent within the aforesaid period failing which it will be strictly considered that no reply has been received from the Member. Members are requested to carefully read the instructions in the Notes under the section "Instructions for voting through e-voting".

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("Board"), at its Meeting held on Wednesday, February 16, 2022, has appointed Ms. Aparna Joshi, Practicing Company Secretary (Membership No. FCS No. 7172 and C.P. No. 6738) and failing her CS Vaibhav Velankar (Membership No. FCS No. 11448 and C.P. No. 17041, as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through e-voting process in a fair and transparent manner.

Members holding Equity Shares of the Company as on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head 'Instructions for remote e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolutions through remote e-voting process not later than 5:00 p.m. (IST) on Saturday, March 26, 2022.

The Scrutinizer shall prepare Scrutinizer's Report on the basis of the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman or any other person of the Company authorized by him, after completion of scrutiny of the votes received through remote e-voting. The results of the Postal Ballot shall be declared on or before 2 working days from the conclusion of Tuesday, March 29, 2022 by 5.00 p.m. (IST) and will be posted on the Company's website www.5paisa.com and e-voting website of CDSL. The results along with scrutinizer's report will also be communicated to the Stock Exchanges where the company's shares are listed.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services Limited (CDSL) to provide e-voting facility for its members.

The resolutions, if approved, will be taken as having been duly passed on the last date specified for remote e-voting.

Following are the proposed resolutions requiring prior approval of the Members of the Company through Postal Ballot:

Special Businesses

Item No. 1

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 2

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) /

Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 3

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) /

Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 4

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 5

To approve material related party transactions with IIFL Samasta 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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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 Samasta Finance Limited, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 Samasta Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 6

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 7

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 8

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 9

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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 10

To approve material related party transactions with 5Paisa P2P 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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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 5Paisa P2P Limited, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 5Paisa P2P Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 11

To approve material related party transactions with 5Paisa Trading 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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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 5Paisa Trading Limited, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 5Paisa Trading Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Item No. 12

To approve material related party transactions with 5Paisa 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(4) and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI 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 February 16, 2022, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the consent and approval of the Members 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 5Paisa Insurance Brokers Limited, being a Related Party as defined in SEBI Listing Regulations, relating to transactions as detailed in the explanatory statement, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, 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 5Paisa Insurance Brokers Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 15th Annual General Meeting of the Company to be held in the year 2022, wherein fresh approval of the shareholders shall be obtained in this regard;

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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects.”

Date: February 16, 2022

Place: Mumbai

**By order of the Board
For Spaisa Capital Limited**

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area, Wagle
Estate, Thane - 400604.

**Namita Godbole
Company Secretary
Membership Number: A21056**

Notes:

1. The relevant statement pursuant to Section 102(1) of the Act and other applicable provisions, if any, setting out all the material facts relating to the resolutions contained in this Postal Ballot Notice dated February 16, 2022, is annexed hereto.
2. The Board of Directors of the Company has appointed CS Aparna Joshi or failing her CS Vaibhav Velankar of M/s. Joshi Velankar and Associates, a Practicing Company Secretary firm, Mumbai as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. In Compliance with MCA Circulars, this Postal Ballot Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, February 11, 2022 (the cut-off date) and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Transfer Agent viz. Link Intime India Private Limited. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only. i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding shares in physical form and who have not yet registered their e-mail addresses with either the company's RTA or their Depository participant (DP), are requested to register the same with the Company/RTA by sending an e-mail to csteam@5paisa.com or in accordance with the process specified herein below for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice. Members holding shares in electronic form are also requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. The Postal Ballot Notice is placed on www.5paisa.com, www.bseindia.com, www.nseindia.com and www.evotingindia.com.

6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. Saturday, March 26, 2022. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, February 11, 2022.
8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any and will submit his report of the votes cast to the Chairman or any Director authorized by the Board or the Company Secretary. The result, along with the Scrutinizer's Report, will be announced on or before 2 working days from the conclusion of e-voting process and placed on the website of the Company and CDSL and shall be communicated to the Stock Exchanges where the company's shares are listed.
9. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.5paisa.com to facilitate online inspection of relevant documents until last date of e-voting of this Postal Ballot i.e. Saturday, March 26, 2022.
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).

11. Voting through electronic means (e-voting):

The information and instructions for shareholders for e-voting are as under:

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services Limited (CDSL). The instructions of shareholders for remote e-voting are as under:

- (i) The voting period begins on Friday, February 25, 2022 at 09.00 a.m. and ends on Saturday, March 26, 2022 at 5.00 p.m. 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, February 11, 2022 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 abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings **for individual shareholders holding Equity shares of the Company 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 visit 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 option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website 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

	<p>Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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.nsdl.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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<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</p>

Participants	virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding shares 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

(v) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form and physical shareholders:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. 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.
- iv. Next, enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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)

	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. 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).

After entering these details appropriately, click on “SUBMIT” tab.

- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the Electronic Voting Sequence Number (EVSN) of 5Paisa Capital Limited on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. 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.

xvi. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

xvii. 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 as Corporates.
- 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 to the Company at the email address viz; csteam@5paisa.com, 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/mobile number are not registered with the company/depositories:

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 Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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, Sr. Manager, Central Depository Services (India) Limited (CDSL), 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.

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.

12. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, February 11, 2022
Commencement of e-voting period	Friday, February 25, 2022 at 09:00 a.m.
End of e-voting period	Saturday, March 26, 2022 at 5:00 p.m.

The e-voting module will be disabled by CDSL after 5:00 p.m. on Saturday, March 26, 2022.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts

Item No. 01 to 12

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the SEBI Listing Regulations.

As per the amendment to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 01, 2022, the transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as "related party transactions", and as "material related party transactions", if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, such material related transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The Shareholders at the Annual General Meeting held on Friday, June 11, 2021 had approved the material related party transactions for FY 2021-2022 and the same shall be valid till March 31, 2022. However, pursuant to the amended regulations, prior approval of shareholders is required in case of transactions to be held for FY 2022-23 and hence the resolutions at Item No. 01 to 12 of this notice for the approval of shareholders till the 15th Annual General Meeting of the company to be held in the year 2022 wherein fresh approval of the shareholders shall be obtained in this regard.

The Company and/ or its subsidiaries lends/borrows funds from its group entities from time to time including IIFL Finance Limited, IIFL Wealth Management Limited, IIFL Wealth Prime Limited (Formerly "IIFL Wealth Finance Limited"), IIFL Home Finance Limited, IIFL Insurance Brokers Limited, IIFL Samasta Finance Limited, IIFL Securities Limited, IIFL Management Services Limited, IIFL Facilities Services Limited, 5Paisa P2P Limited, 5Paisa Insurance Brokers Limited and 5Paisa Trading Limited as and when there is requirement of funds for working capital needs. The said transactions are in ordinary course of business and at arms' length and duly approved by the Audit Committee and the Board of the Directors.

The Company and / or its subsidiaries may be required to enter into contracts and / or transactions and / or arrangements, as stated in the resolution at Item Nos. 01 to 12, during FY 2022-23, at an arm's length basis and in the ordinary course of business and the details of the same are as follows:

Sr No	Name of the Company	Type/Particulars of transactions	Justification	Percentage of annual consolidated turnover	Maximum Outstanding Limits for 2021-22 approved by Share holders	Proposed Limits for 2022-23 to be approved by Shareholders (please refer note below table)
1	<u>IIFL Securities Group Companies</u>					
a)	IIFL Facilities Services Limited	Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	1%	5 Cr	1 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Sharing of premises - common office & business related expenses	1%	7 Cr	2 Cr
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	257%	500 Cr	500 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	206%	400 Cr	400 Cr
		Rental Agreement	Sharing of common premises	3%	5 Cr	5 Cr

b)	IIFL Insurance Brokers Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	51%	100 Cr	100 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	103%	400 Cr	200 Cr
		Marketing Support Fees/Commission & Brokerage/Service fees/Referral/Arranger Fee Income.	Cross Selling of products	5%	10 Cr	10 Cr
c)	IIFL Management Services Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	103%	200 Cr	200 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	103%	400 Cr	200 Cr
d)	IIFL Securities Limited	Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	Sharing of premises - common office & business related expenses	1%	10 Cr	2 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Sharing of premises - common office & business related expenses	13%	20 Cr	25 Cr

		Rental Agreement	Sharing of common premises	1%	5 Cr	2 Cr
		Marketing Support Fees/Commission & Brokerage/Service fees/Referral/Arranger Fee Income.	Cross Selling of products	5%	10 Cr	10 Cr
2	<i>IIFL Finance Group Companies</i>					
a)	IIFL Finance Limited	Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses	Common office & business related expenses	1%	5 Cr	1 Cr
	-	Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	2%	5 Cr	3 Cr
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	308%	500 Cr	600 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	206%	400 Cr	400 Cr

		Marketing Support Fees/Commission & Brokerage/Service fees/Referral/Arranger Fee Income.	Cross Selling of products	5%	10 Cr	10 Cr
b)	IIFL Home Finance Limited	Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	1%	-	2 Cr
		Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	206%	300 Cr	400 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	206%	400 Cr	400 Cr
		Marketing Support Fees/Commission & Brokerage/Service fees/Referral/Arranger Fee Income.	Cross Selling of products	5%	10 Cr	10 Cr
c)	IIFL Samasta Finance Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	206%	300 Cr	400 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	206%	400 Cr	400 Cr
3	<u>IIFL Wealth Management Group Companies</u>					

a)	IIFL Wealth Management Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	154%	300 Cr	300 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	103%	400 Cr	200 Cr
b)	IIFL Wealth Prime Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	154%	300 Cr	300 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	206%	400 Cr	400 Cr
4	<u>Subsidiaries of Spaisa Capital Limited</u>					
a)	Spaisa P2P Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	3%	10 Cr	5 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	26%	100 Cr	50 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1%	5 Cr	2 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	1%	2 Cr	2 Cr

b)	Spaisa Trading Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	3%	10 Cr	5 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	26%	100 Cr	50 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1%	5 Cr	2 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	1%	2 Cr	2 Cr
c)	Spaisa Insurance Brokers Limited	Inter-Corporate Deposits/ Guarantee Taken *	For working capital requirement	3%	10 Cr	5 Cr
		Inter-Corporate Deposits/ Guarantee Given ** (Refer Note 1)	For working capital requirement	26%	100 Cr	50 Cr
		Arrangement of Allocation/ Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1%	5 Cr	2 Cr
		Arrangement of Allocation/ Reimbursement of	Common office & business	1%	2 Cr	2 Cr

		Common/Advisory & Specific Overhead expenses - Paid and other expenses	related expenses			
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*** Note: Maximum Outstanding Intercompany- Deposit taken from all group companies together will not exceed 600 Cr at any given point of time. Further, all these transactions are balance sheet item and only interest paid on this ICD will be in profit and loss.**

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

Note 1: The additional details pertaining to the Inter Corporate Deposits (ICD's) to be given by the Company w.r.t the above material related party transactions are as follows:

- a). Terms of ICD given:
 - aa). ICD being short term facility (unsecured) is comparable with Cash credit rates hence pricing for ICD given in particular financial year shall be determined on SBI 1 year MCLR + Credit spread and the same shall be repayable on demand.
 - ab). Pricing:

SBI 1 year MCLR* + Credit spread of 250 to 350 basis point shall be applicable on all ICD transaction during the year.

*Note

 - MCLR rate prevailing on beginning of quarter shall be considered.
 - Credit spread can be reviewed during the year if required.
- b). The source of funds for grant of ICD's will be 5paise owned liquid networth funds.
- c). No financial indebtedness will be incurred to make or give ICD.
- d). The funds will be utilized for working capital requirement by the ultimate beneficiary of such funds.
- e). The proposed material related party transactions for FY 2022-23 are based on the copy of "Certificates for Related Party Transactions" issued by M/s. Sanjay Rane and Associates for quarter ended June 2021, September 2021 and December 2021. The Shareholders may acquire the same by dropping an email at csteam@5paise.com post which the copy of the report will be sent to the shareholders at their registered email ids.

These transactions, during the financial year 2022-23, between the Company and / or its subsidiaries on one side and the related parties as mentioned above, separately on the other side, may exceed the revised threshold of "material related party transactions" under the SEBI Listing Regulations i.e. Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company for the Financial Year ending March 31, 2021, whichever is lower. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company and / or its subsidiaries. The approval of the shareholders shall be valid till the 15th Annual General meeting of the company to be held in the year 2022 wherein fresh approval of the shareholders shall be obtained in this regard.

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 (IFSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IFSL is a Wholly-Owned Subsidiary of IIFL SEC.
2.	IIFL Insurance Brokers Limited (IIBL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIBL is a Wholly-Owned Subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL SEC i.e. 0.02% in IIBL.
3.	IIFL Management Services Limited (IMSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IMSL is a Wholly-Owned Subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL SEC i.e. 0.07% in IMSL.
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 9,51,43,214 equity shares i.e. 31.31% in IIFL SEC.
5.	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 9,45,47,490 equity shares i.e. 24.93% in IIFL.
6.	IIFL Home Finance Limited (IIFL HF)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Non-Executive Directors of IIFL HF. IIFL HF is a Wholly-Owned Subsidiary of IIFL.
7.	IIFL Samasta Finance Limited (ISFL)	ISFL is a Subsidiary of IIFL.
8.	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 97,53,854 equity shares i.e. 11.00% and 26,63,489 equity shares i.e. 3.00% respectively in IIFL WM.

9.	IIFL Wealth Prime Limited (IIFL WPL)	IIFL WPL is a Wholly-Owned Subsidiary of IIFL WM.
10.	5Paisa P2P Limited (5P2P)	5P2P is a Wholly-Owned Subsidiary of 5Paisa Capital Limited (5PCL).
11.	5Paisa Trading Limited (5PTL)	5PTL is a Wholly-Owned Subsidiary of 5Paisa Capital Limited (5PCL).
12.	5Paisa Insurance Brokers Limited (5IBL)	5IBL is a Wholly-Owned Subsidiary of 5Paisa Capital Limited (5PCL).

Based on the information on the proposed transactions, summarized in this Postal Ballot Notice, the Audit Committee of the Board and the Board of Directors have approved entering into the said transactions and has reviewed and noted and recommended that the approval of the Members be also sought for the resolutions contained at Item Nos. 01 to 12 of the accompanying Postal Ballot Notice.

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. 01 to 12.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 01 to 12 of the Notice for approval by the members.

Date: February 16, 2022

**By order of the Board
For 5paisa Capital Limited**

Place: Mumbai

Registered Office:

IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area, Wagle Estate,
Thane - 400604.

**Namita Godbole
Company Secretary
Membership Number: A21056**