

SCRUTINIZER'S REPORT

To,
The Chairperson,
5paisa Capital Limited
(CIN: L67190MH2007PLC289249)
IIFL House, Sun Infotech Park,
Road No. 16V, B-23, MIDC,
Thane Industrial Area, Wagle Estate,
Thane - 400604.

Scrutinizer's Report on postal ballot process conducted through electronic voting system in accordance with the provisions of section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 20 and rule 22 of Companies (Management and Administration) Rules, 2014.

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by 5paisa Capital Limited ("the Company") seeking consent of its members for the Ordinary Resolutions as contained in the Notice of Postal Ballot dated 16th February, 2022.

1. In terms of provisions 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we, M/s. Joshi Velankar & Associates, Practicing Company Secretaries were appointed as the Scrutinizer by the Company on 16th February, 2022 to conduct the Postal Ballot in respect of Ordinary Resolutions as contained in the Notice dated 16th February, 2022.
2. In terms of section 110 and 108 of the Companies Act, 2013 and other applicable provisions, if any of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 22/ 2020 dated 15th June, 2020, General Circular No. 33/ 2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and on account of threat/restrictions posed due to COVID-19 pandemic, the Company has sent the Postal Ballot Notice dated 16th February, 2022 on 24th February, 2022 by email only to the members who have registered their e-mail address with the Company / Depositories.
3. As per the MCA circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the notice, Postal Ballot forms and other documents were not dispatched to the members for this Postal Ballot. Accordingly, the communication of the assent and dissent of the members had taken place through the remote e-voting system only.



4. The members of the Company holding equity shares as on the 'cut-off date' i.e. Friday, 11th February, 2022 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 16th February, 2022, through remote e-voting only.
5. The Company has published an advertisement on 25th February, 2022 in The Free Press Journal, an English Newspaper and in Nav Shakti a vernacular (Marathi) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 16th February, 2022 and also specifying therein the matters prescribed in the Rules with regard e-voting. The Postal Ballot Notice is placed on www.5paisa.com, www.bseindia.com, www.nseindia.com and www.evotingindia.com.
6. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting facility was kept open from Friday, 25th February, 2022 (9.00 a.m.) to Saturday, 26th March, 2022 (5.00 p.m.). The e-voting facility was blocked forthwith thereafter.
7. The votes cast by the members electronically were unblocked on Monday, 28th March, 2022 in the presence of two witnesses not in employment of the Company. The report of the members' e-voting was downloaded thereafter.
8. The electronic votes recorded from Friday, 25th February, 2022 (9.00 a.m.) to Saturday, 26th March, 2022 (5.00 p.m.), being last date and time fixed by the Company for remote e-voting received as available in the CDSL website have been considered in our scrutiny.
9. The summary of remote e-voting received of the following resolutions are as under: -

Item No. 1 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Facilities Services Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

Item No. 2 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Finance Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000



Item No. 3 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Management Services Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

Item No. 4 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Securities Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

Item No. 5 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Samasta Finance Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

Item No. 6 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Wealth Prime Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	92	88,31,991	99.9931
Dissent	5	107	0.0012
Not Voted	1	500	0.0057
Total	98	88,32,598	100.0000

Item No. 7 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Home Finance Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012



Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

Item No. 8 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Insurance Brokers Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

Item No. 9 – as an Ordinary Resolution: - To approve material related party transactions with IIFL Wealth Management Limited.

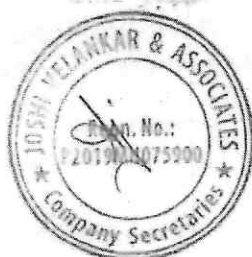
Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	92	88,31,991	99.9931
Dissent	5	107	0.0012
Not Voted	1	500	0.0057
Total	98	88,32,598	100.0000

Item No. 10 – as an Ordinary Resolution: - To approve material related party transactions with 5Paisa P2P Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	91	88,31,990	99.9931
Dissent	6	108	0.0012
Not Voted	1	500	0.0057
Total	98	88,32,598	100.0000

Item No. 11 – as an Ordinary Resolution: - To approve material related party transactions with 5Paisa Trading Limited.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	92	88,32,490	99.9988
Dissent	6	108	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000



Item No. 12 – as an Ordinary Resolution: - To approve material related party transactions with 5Paisa Insurance Brokers Limited

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	93	88,32,491	99.9988
Dissent	5	107	0.0012
Not Voted	0	0	0.0000
Total	98	88,32,598	100.0000

10. You may accordingly declare the results of the postal ballot process conducted through electronic voting system
11. Based on the aforesaid result, we report that, the Ordinary Resolutions as contained in the Notice of Postal Ballot dated 16th February, 2022 has been passed with requisite majority.

Thanking you,

For Joshi Velankar & Associates
Practising Company Secretaries

Joshi
CS. Aparna Joshi
Partner

FCS- 7172 CP-6738

Scrutinizer for postal ballot process
conducted through electronic voting system

UDIN: F007172C003231030



Place: Mumbai

Date: 28th March, 2022

Witness:

1. *Vaibhav*
Vaibhav Suhas Velankar

2. *Neeta Shetty*
Neeta Shankar Shetty

Countersigned and received the report

Namita Godbole
Namita Godbole

(Company Secretary, 5paisa Capital Limited)



