



5paisa Capital Limited

CIN: L67190MH2007PLC289249

Dear Members,

Invitation to attend the 15th Annual General Meeting on Monday, July 11, 2022

You are cordially invited to attend the Fifteenth Annual General Meeting of the Company to be held on **Monday, July 11, 2022** at 11.00 AM IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The notice convening the Annual General Meeting is attached herewith.

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

Sr. No.	Particulars	Details
1.	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	https://www.evotingindia.com/
2.	Link for remote e-voting	https://www.evotingindia.com/
3.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://www.evotingindia.com/ by using the remote e-voting credentials. Please refer the instructions at Note No. 29 of this Notice for further information.
4.	Helpline number for VC participation and e-voting	Contact CDSL Officials by writing an email to helpdesk.evoting@cdslindia.com or call 022- 23058738 and 022-23058542/43.
5.	Cut-off date for e-voting	Tuesday, July 05, 2022
6.	Time period for remote e-voting	Commences at 9 AM IST on Friday, July 08, 2022 and ends at 5 PM IST on Sunday, July 10, 2022
7.	Book closure dates	Tuesday, July 05, 2022 to Monday, July 11, 2022 (both days inclusive)
8.	Last date for publishing results of the e-voting	Wednesday, July 13, 2022
9.	Registrar and Share Transfer Agent contact details	Linkintime India Private Limited C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli- West, Mumbai, Maharashtra 400083 Email id: rnt.helpdesk@linkintime.co.in
10.	5paisa's Contact details	Email id: csteam@5paisa.com Tel no: 022- 41035000

Yours Truly,

Namita Godbole

Company Secretary

Membership Number – A21056

Place: Mumbai

Date: June 13, 2022



Spaia Capital Limited

CIN: L67190MH2007PLC289249

Notice

NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF SPAIA CAPITAL LIMITED WILL BE HELD ON MONDAY, 11TH DAY OF JULY, 2022, AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
 - (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2022, together with the Report of the Statutory Auditors thereon.

2. To appoint a Director in place of Mr. Prakarsh Gagdani (DIN: 07376258), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT Mr. Prakarsh Gagdani (DIN: 07376258), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company whose office shall be liable to retirement by rotation."

3. To re-appoint current Auditors, M/s. V. Sankar Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No.: F109208W), as the Statutory Auditors of the Company and fix their remuneration 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called "Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. V. Sankar Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No.: F109208W) be and is hereby re-appointed as Statutory Auditor of the Company for a second term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of

the 20th Annual General Meeting of the Company, at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit, as recommended by the Audit Committee and as may be mutually agreed between Board of Directors of the Company and the Statutory Auditors from time to time."

SPECIAL BUSINESS:

4. To re-appoint Mr. Gourav Munjal (DIN: 06360031) as a Whole-Time Director of the Company w.e.f. January 16, 2023 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called "Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on April 27, 2022 and subject to such other approvals, as may be necessary, approval of the Members be and is hereby accorded for the re-appointment of Mr. Gourav Munjal (DIN: 06360031) as the Whole Time Director of the Company who shall be liable to retire by rotation, for a period of 5 years w.e.f. January 16, 2023 and upon the following terms and conditions including remuneration, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Gourav Munjal in the best interests of the Company and as may be permissible at law, viz.:

A. Term of Appointment:

The term of Appointment of Mr. Gourav Munjal, as a Whole-Time Director shall be for a period of 5 years with effect from January 16, 2023 till January 15, 2028. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.

B. Remuneration:

Basic Salary: ₹ 147,583/- (Rupees One Lakh Forty-Seven Thousand Five Hundred and Eighty-Three Only) per month.

C. PERQUISITES:

Category (A):

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 73,792/- (Rupees Seventy Three Thousand Seven Hundred and Ninety Two Only) per month.
2. Medical Reimbursement for self and family as per the rules of the Company.
3. Leave Travel Assistance as per the rules of the Company.
4. Other perquisites as per the service rules of the Company.

Category (B)

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

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

Category (C):

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

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

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

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

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

H. Mr. Gourav Munjal has been granted 60,000 stock options under the ESOP scheme.

I. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

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

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

L. Mr. Gourav Munjal shall liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after called "Listing Regulations") and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, Ms. Nirali Sanghi (DIN: 00319389), who holds office of Independent Director up to January 11, 2023 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his

intention to propose Ms. Nirali Sanghi's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from January 12, 2023 to January 11, 2028;

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to sign and execute all such documents & papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with IIFL Facilities Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/ contracts that may be entered into by the Company with IIFL Facilities Services Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and the Company's policy on materiality of Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with IIFL Management Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/ contracts that may be entered into by the Company with IIFL Management Services Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Securities Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/ contracts that may be entered into by the Company with IIFL Securities Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

10. 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 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with IIFL Samasta Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with IIFL 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 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Wealth Prime Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with IIFL Wealth Prime Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with IIFL Home finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with IIFL Home Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with IIFL Insurance Brokers Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with IIFL Insurance Brokers Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with IIFL Wealth Management Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/ contracts that may be entered into by the Company with IIFL Wealth Management Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 16th Annual General Meeting of the Company to be held in the year 2023, 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."

15. 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 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "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 "Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with 5paisa P2P Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/ contracts that may be entered into by the Company with 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 16th Annual General Meeting of the Company to be held in the year 2023, 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."

16. 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 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “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 “Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/contracts with 5paisa Trading Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/ value of all such arrangements/ transactions/ contracts that may be entered into by the Company with 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 16th Annual General Meeting of the Company to be held in the year 2023, 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.”

17. 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 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “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 “Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 27, 2022, the consent and approval of the Company be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/ transactions/ contracts with 5paisa Insurance Brokers Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/ contracts that may be entered into by the Company with 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 16th Annual General Meeting of the Company to be held in the year 2023, 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.”

18. To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis

and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

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

19. To Approve amendment in the ‘5paisa Employee Stock Option Scheme 2017’ and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of earlier resolution passed by the Members of the Company dated June 11, 2021 approving the ‘5paisa – Employee Stock Option Scheme 2017’ (“5paisa ESOS 2017”), pursuant to the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called “Act”) and the Rules made thereunder, the relevant provisions

of the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and is hereby accorded to the amended 5paisa ESOS 2017 being revised with a view to align and comply the 5paisa ESOS 2017 with the requirements of the SEBI SBEB & SE Regulations with a view to ensure better efficacy and administration of the 5paisa ESOS 2017.

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to options granted earlier, the proposed ceiling in terms of number of options and Shares specified above shall be deemed to be increased to the extent of such additional Shares required to be issued.”

“RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, the number of Options to be granted by the Company and Shares to be issued by the Company, shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, and the ceiling in terms of number of Options and Shares specified above shall be deemed to be adjusted accordingly.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the amended 5paisa ESOS 2017.”

By Order of the Board of Directors

Namita Godbole

Company Secretary

ACS - 21056

Registered Office:

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

CIN: L67190MH2007PLC289249

Dated: June 13, 2022

Place: Mumbai

e-mail: csteam@5paisa.com

Telephone No. - 022-41035000

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31st December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 15th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. For further details, please read the note number 29.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. shall attend the AGM without restriction on account of first come first served basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto
6. Pursuant to section 105 of Companies Act, 2013, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/ OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and therefore Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.5paisa.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Linkintime India Private Limited ("RTA/ Linkintime") at rnt.helpdesk@linkintime.co.in and to company at csteam@5paisa.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars.
9. An explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

Instructions and other information relating to e-voting are given in this Notice under Note No. 29.

11. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI etc) intending to attend the meetings through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through e-voting, pursuant to Section 113 of the Act.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Prakarsh Gagdani (DIN: 07376258), is liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. Mr. Prakarsh Gagdani (DIN: 07376258), is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in Corporate Governance report. Names of companies in which he holds directorships and memberships/ chairmanships of Board Committees and shareholding is provided under the explanatory statement.
13. Pursuant to Regulation 36 (3) of Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, in respect of the Appointment of Auditors and Directors seeking appointment/ re-appointment forms an integral part of the Notice. Requisite declarations have been received from Auditors and Directors seeking appointment/ re-appointment.
14. At the Tenth (10th) AGM held on July 19, 2017, the members approved the appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), as Statutory Auditors of the Company a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors for a period of five consecutive years from the conclusion of that AGM till the conclusion to Fifteenth (15th) AGM.

In view of the above, the Company in its 15th AGM is proposing re-appointment of the Statutory Auditors, M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W) for a second consecutive term of five years from conclusion of 15th AGM till conclusion of 20th AGM, subject to the approval of members at the ensuing AGM.
15. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the Listing Regulations that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, July 05, 2022 to Monday, July 11, 2022 (both days inclusive).
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice shall be available for inspection in electronic mode. Members can inspect the same by sending an email to csteam@5paisa.com.
17. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
18. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at rnt.helpdesk@linkintime.co.in and csteam@5paisa.com.
19. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
20. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
21. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
24. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
25. Additional information of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting, as required under regulation 26(4) and 36(3) of SEBI Listing Regulation and 1.2.5 of SS-2, is annexed to the notice.
26. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
27. The Company has designated an exclusive e-mail ID csteam@5paisa.com to redress shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.
28. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
- Members can raise questions during the meeting or in advance at csteam@5paisa.com or ir@5paisa.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
29. The information and instructions for shareholders for remote e-voting are as under:
- In compliance with the provisions of Regulation 44 of the Listing Regulations, 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, July 08, 2022 at 09.00 a.m. and ends on Sunday, July 10, 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 Tuesday, July 05, 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 the Listing Regulations, 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.

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.

(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

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 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.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

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode)	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 (holding 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 in demat 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.
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Depository Participants

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

(iv) 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 sent by Company/RTA or contact Company/RTA.

Dividend Bank Account Details 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.

OR Date of Birth (DOB) 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. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

Annexure to the Notice

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

Item No. 4

Mr. Gourav Munjal, aged 33 years, is a Whole-Time Director and Chief Financial Officer of our Company. He holds a bachelor's degree in Commerce from Kurukshetra University and is a qualified Chartered Accountant, Company Secretary, and a diploma holder in IFRS from the Association of Chartered Certified Accountants (ACCA). He has eleven (11) years of experience in the field of Finance, Accounts, Treasury, Cost control and process improvements. Before joining the Company, he was associated with the IIFL Group and has handled same functions.

Further, pursuant to Section 2(94) and 196 of the Act, Mr. Gourav Munjal was appointed as Whole-Time Director of the Company at the Annual General Meeting of the Members of the Company held on June 29, 2020, for a period of 3 years ending on January 16, 2023. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on April 27, 2022, had approved the re-appointment of Mr. Gourav Munjal as Whole-Time Director of the Company for a further period of 5 years commencing January 16, 2023 on the terms and conditions and remuneration as set out in resolution no. 4 of the accompanying notice. The other details of Mr. Gourav Munjal for seeking re-appointment as required by Regulation 36(3) of the Listing Regulation and Secretarial Standard-2 are provided in this Notice.

In terms of the provisions of the 5paisa Capital Limited Employee Stock Option Scheme – 2017, 60,000 stock options have been granted to Mr. Gourav Munjal as on March 31, 2022.

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

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

After taking into consideration, the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the re-appointment of Mr. Gourav Munjal as a Whole-Time Director will be beneficial to the Company

and has recommended the Resolution at Item No. 4 of this Notice relating to the appointment of Mr. Gourav Munjal as a "Whole-Time Director", liable to retire by rotation for a period of 5 years commencing from January 16, 2023, for approval of shareholders of the Company.

Mr. Gourav Munjal is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Mr. Gourav Munjal may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

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

Item No. 5

Ms. Nirali Sanghi is an Independent Director of our Company. She founded India Parenting Private Limited in 1999 and serves as its Chief Executive Officer and President. Prior to that, she served at Erstwhile Baring Brothers (New York), Citibank (New York and Mumbai) and The Boston Consulting Group (Mumbai). Ms. Sanghi spent ten (10) years in the United States where she received her Bachelor's in Economics and Computer Science from Barnard College, Columbia University (New York, USA) and M.B.A. in Finance and Marketing from Columbia Business School (New York, USA).

The other details of Ms. Nirali Sanghi in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are provided in this Notice.

Further, pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Ms. Nirali Sanghi was appointed as Independent Director of the Company at the 11th Annual General Meeting for a term of 5 (Five) years from January 11, 2018 upto January 10, 2023 of the Company.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended and Board of Directors of the Company on basis of such recommendation have approved, subject to approval of members, re-appointment of Ms. Nirali Sanghi as Independent Director for a second term of five (5) consecutive years with effect from January 11, 2023 to January 10, 2028, not liable to retire by rotation.

Ms. Nirali Sanghi has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has also received:- (i) the consent in writing to act as Director (ii) intimation that she is not disqualified under section 164(2) of the Act and (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The Board is of the view that the continued association of Ms. Nirali Sanghi would be beneficial to the Company, and it is desirable to continue to avail her services as Independent Director. Therefore, it is proposed to re-appoint Ms. Nirali Sanghi as Independent Director of the Company, not liable to retire by rotation.

In the opinion of the Board, Ms. Nirali Sanghi fulfills the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations.

Ms. Nirali Sanghi will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which she is a member/Chairperson or commission which may be approved by the Board of Directors and/or the Nomination and Remuneration Committee of the Board. She does not hold any equity shares of the Company, either in his own name or on a beneficial basis and is not related to any Director or Key Managerial Personnel of the Company in any way.

Ms. Nirali Sanghi is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Ms. Nirali Sanghi may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6 to 17

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 Listing Regulations.

As per the amendment to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Listing Regulations, which are 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 ₹ 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. 06 to 17 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. 06 to 17, 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 IIFL Securities Group Companies						
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/ Taken *	For working capital requirement	257%	500 Cr	500 Cr
		Inter-Corporate Deposits/ 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/ Taken *	For working capital requirement	51%	100 Cr	100 Cr
		Inter-Corporate Deposits/ 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/ Taken *	For working capital requirement	103%	200 Cr	200 Cr
		Inter-Corporate Deposits/ 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

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)
2 IIFL Finance Group Companies						
a)	IIFL Finance Limited	Arrangement of Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses	Common office & business related expenses	1%	5 Cr	1 Cr
		Arrangement of Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	2%	5 Cr	3 Cr
		Inter-Corporate Deposits/ Taken *	Guarantee For working capital requirement	308%	500 Cr	600 Cr
		Inter-Corporate Deposits/ Given ** (Refer Note 1)	Guarantee 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 Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	1%	-	2 Cr
		Inter-Corporate Deposits/ Taken *	Guarantee For working capital requirement	206%	300 Cr	400 Cr
		Inter-Corporate Deposits/ Given ** (Refer Note 1)	Guarantee 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/ Taken *	Guarantee For working capital requirement	206%	300 Cr	400 Cr
		Inter-Corporate Deposits/ Given ** (Refer Note 1)	Guarantee For working capital requirement	206%	400 Cr	400 Cr
3 IIFL Wealth Management Group Companies						
a)	IIFL Wealth Management Limited	Inter-Corporate Deposits/ Taken *	Guarantee For working capital requirement	154%	300 Cr	300 Cr
		Inter-Corporate Deposits/ Given ** (Refer Note 1)	Guarantee For working capital requirement	103%	400 Cr	200 Cr
b)	IIFL Wealth Prime Limited	Inter-Corporate Deposits/ Taken *	Guarantee For working capital requirement	154%	300 Cr	300 Cr
		Inter-Corporate Deposits/ Given ** (Refer Note 1)	Guarantee For working capital requirement	206%	400 Cr	400 Cr
4 Subsidiaries of 5paisa Capital Limited						
a)	5paisa P2P Limited	Inter-Corporate Deposits/ Taken *	Guarantee For working capital requirement	3%	10 Cr	5 Cr
		Inter-Corporate Deposits/ Given ** (Refer Note 1)	Guarantee For working capital requirement	26%	100 Cr	50 Cr
		Arrangement of Reimbursement of Common/Advisory & Specific Overhead expenses – Received and other expenses.	Common office & business related expenses	1%	5 Cr	2 Cr
		Arrangement of Reimbursement of Common/Advisory & Specific Overhead expenses - Paid and other expenses	Common office & business related expenses	1%	2 Cr	2 Cr

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

* 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 5paisa owned liquid network 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, December 2021 and March 2022. The Shareholders may acquire the same by dropping an email at csteam@5paisa.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. ₹ 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, 2022, 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 is valid till the 15th Annual General meeting of the company to be held in the year 2022 and it is proposed to take a fresh approval of the shareholders 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. 06 to 17 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. 06 to 17.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 06 to 17 of the Notice for approval by the members.

Item No. 18:

As per Section 42 of the Companies Act, 2013 (“Act”), read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCD’s) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCD’s during the year.

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

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions of NCD’s on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 18, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or

interested, financially or otherwise, in the resolution set out at Item No. 18 of the Notice.

The Board recommends the Special Resolution set out at Item No. 18 of the Notice for approval by the Members.

Item No. 19:

The Company had implemented an employee stock option scheme namely ‘5paisa Employee Stock Option Scheme 2017’ (“5paisa ESOS 2017”) to attract, retain, incentivize and motivate its eligible employees vide members’ resolution dated 21st August, 2017 and granted employee stock options (“Options”) thereunder.

In the meantime, the Securities and Exchange Board of India (“SEBI”) has notified the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) by repealing and merging the SEBI (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002 (collectively referred to as “Erstwhile Regulations”) with appropriate modifications. The SEBI SBEB & SE Regulations have come into force from 13th August 2021. Thus, it was thought expedient to amend the 5paisa ESOS 2017 with a view to align and comply the requirements of the SEBI SBEB & SE Regulations along with to bring flexibility provided under the SEBI SBEB & SE Regulations.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Particulars	Mr. Gourav Munjal	Mr. Prakarsh Gagdani	Ms. Nirali Sanghi
DIN	06360031	07376258	00319389
Date of Birth	June 16, 1988	September 5, 1981	May 14, 1968
Nationality	Indian	Indian	US Citizen
Date of Appointment on the Board	January 16, 2020	December 22, 2021	January 11, 2018
Qualifications	Chartered Accountant and Company Secretary and Diploma in IFRS from the Association of Chartered Certified Accountants (ACCA).	Bachelor’s in Management Studies, Post graduate diploma degree in Portfolio Management	Bachelor’s in Economics and Computer Science from Barnard College, Columbia University (New York, USA) and M.B.A in Finance and Marketing from Columbia Business School (New York, USA).
Expertise in specific functional areas	Accounts, Finance and Taxation	Business Management, Corporate Strategy and Retail Equity Broking	Corporate Strategy, Finance, Product Design and Marketing

Particulars	Mr. Gourav Munjal	Mr. Prakarsh Gagdani	Ms. Nirali Sanghi
Number of shares held in the Company (including Options granted under ESOP)	150 equity shares and 60,000 options granted under relevant ESOP Scheme	70,040 equity shares and 5,00,000 options granted under relevant ESOP Scheme	Nil
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited 	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited 	<ul style="list-style-type: none"> • India Parenting Private Limited
Attendance in number of Board Meetings eligible during the financial year 2021-22	Six of Six	Six of Six	Four of Six
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Stakeholders Relationship Committee	Audit Committee and Stakeholders Relationship Committee
Relationships between Directors inter-se	None	None	None
Remuneration details (Including Sitting Fees & Commission) (₹ in millions)	₹ 4,769,995	₹ 12,812,539	

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

By Order of the Board of Directors

Namita Godbole

Company Secretary
ACS - 21056

Registered Office:

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

Dated: June 13, 2022
Place: Mumbai