



Spaisa Capital Limited

CIN: L67190MH2007PLC289249

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

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (“hereinafter referred to as the “**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) (hereinafter referred to as the “**Rules**”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI Listing Regulations**”) read with General Circular No. 14/ 2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020, No. 39/ 2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the “**MCA Circulars**”), Secretarial Standard on General Meeting (“**SS-2**”) issued by Institute of Company Secretaries of India on General Meetings and including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the resolutions appended hereinbelow are proposed to the Members of the Company to be passed as Special Resolutions by way of Postal Ballot only through remote electronic voting (e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Hence, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company, its Registrar and Transfer Agents viz. Link Intime India Private Limited or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. Members are requested to peruse the following proposed Resolution/s along with their respective Explanatory Statement/s and thereafter record your assent or dissent by means of e-voting system only provided by the Company.

The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The explanatory statement pursuant to sections 102 and 110 of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration. This Postal Ballot is accordingly being initiated in compliance with the aforesaid MCA Circulars.

The remote e-voting period commences from 9:00 a.m. (IST) on Tuesday, January 31, 2023 and ends at 5:00 p.m. (IST) on Wednesday, March 01, 2023. Members desirous of voting are requested to their assent or dissent within the aforesaid period failing which it will be strictly considered that no reply has been received from the Member. Members are requested to carefully read the instructions in the Notes under the section "Instructions for voting through e-voting".

The Board of Directors of the Company ("Board"), at its Meeting held on Wednesday, January 11, 2023, has appointed Ms. Aparna Joshi, Practicing Company Secretary (Membership No. FCS No. 7172 and C.P. No. 6738), as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through e-voting process in a fair and transparent manner.

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

The Scrutinizer shall prepare Scrutinizer's Report on the basis of the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman or any other person of the Company authorized by him, after completion of scrutiny of the votes received through remote e-voting. The results of the Postal Ballot shall be declared on or before 2 working days from the conclusion of Wednesday, March 01, 2023 by 5.00 p.m. (IST) and will be posted on the Company's website www.5paisa.com and e-voting website of CDSL. The results along with scrutinizer's report will also be communicated to the Stock Exchanges where the company's shares are listed.

The last date of the e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The proposed resolution requiring consent of Members through Postal Ballot are as under:

SPECIAL BUSINESS

Item No. 1

To approve increase in ESOP Pool for grant of options and amendment in 5paisa Employees Stock Option Scheme, 2017

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

"RESOLVED THAT in supersession of the earlier dated June 11, 2021 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR Regulations'), other circulars, guidelines or directions if any, issued from time to time, by SEBI and all other concerned authorities, to the extent applicable, the provisions of any other applicable laws and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and subject to such

approval(s), consent(s), permission(s) and sanction(s) of the Government of India, SEBI, and all other appropriate authorities, institutions or bodies, as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination & Remuneration Committee ('NRC'), and/or such other persons as may be authorized in this regard by the Board and/or NRC), approval/ consent of the members be and is hereby accorded to increase the existing pool size of ESOP from 15,00,000 (Fifteen Lakhs) options to 22,00,000 (Twenty-Two Lakhs) equity stock options of '5paisa Employee Stock Options Scheme-2017' ("ESOS Scheme") by addition of 7,00,000 (Seven lakhs) options.

RESOLVED FURTHER THAT together with the existing and increased pool, the aggregate of the total number of options in 5paisa ESOS – 2017 stands at 22,00,000 (Twenty-Two Lakhs), while other terms and conditions of the scheme remain constant.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to amend the following clauses of '5paisa Employee Stock Options Scheme-2017' ("ESOS Scheme")

1. The existing clause 5 of Part C be substituted by the new sub-clause in the Scheme as under:

The maximum number of options that may be issued pursuant to this scheme is **22,00,000 (Twenty-Two Lakhs)** options to be convertible into equal number of Equity shares of the Company.

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

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

Date : January 11, 2023

Place: Mumbai

Registered Office:

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

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

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

Notes:

1. The relevant statement pursuant to Section 102(1) of the Act and other applicable provisions, if any, setting out all the material facts relating to the resolutions contained in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company has appointed CS Aparna Joshi or failing her CS Vaibhav Velankar of M/s. Joshi Velankar and Associates, a Practicing Company Secretary firm, Mumbai as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. In Compliance with MCA Circulars and SEBI Listing Regulations, this Postal Ballot Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, January 20, 2023 (the cut-off date) and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Transfer Agent viz. Link Intime India Private Limited. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only. i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Members holding shares in physical form and who have not yet registered their e-mail addresses with either the company's RTA or their Depository participant (DP), are requested to register the same with the Company/RTA by sending an e-mail to csteam@5paisa.com or in accordance with the process specified herein below for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice. Members holding shares in electronic form are also requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. The Postal Ballot Notice is placed on www.5paisa.com, www.bseindia.com, www.nseindia.com and www.evotingindia.com.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. Wednesday, March 01, 2023. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, January 20, 2023. In case of Joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any and will submit his report of the votes cast to the Chairman or any Director authorized by the Board or the Company Secretary. The result, along with the Scrutinizer's Report, will be announced on or before 2 working days from the conclusion of e-voting process and placed on the website of the Company and CDSL and shall be communicated to the Stock Exchanges where the company's shares are listed.

9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.5paisa.com to facilitate online inspection of relevant documents until last date of e-voting of this Postal Ballot i.e. Wednesday, March 01, 2023.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).

13. Voting through electronic means:

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

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

- (i) The voting period begins on Tuesday, January 31, 2023 at 09:00 a.m. and ends on Wednesday, March 01, 2023 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) Friday, January 20, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

	<p>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</p> <p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 & toll free no. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

- (v) Login method for e-voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form.
- 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 e-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 OR Date of Birth (DOB)	Enter the Dividend Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the Electronic Voting Sequence Number (EVSN) of 5Paisa Capital Limited on which you choose to vote.

- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

xvii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csteam@5paisa.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email/mobile number are not registered with the Company/Depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43 and at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 and at toll free no. 1800 22 55 33.

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.

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

Cut-off date for determining the Members entitled to vote through e-voting	Friday, January 20, 2023
Commencement of e-voting period	Tuesday, January 31, 2023 at 09:00 a.m.
End of e-voting period	Wednesday, March 01, 2023 at 5:00 p.m.

The e-voting module will be disabled by CDSL after 5:00 p.m. on Wednesday, March 01, 2023

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS

Item No. 01

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

The Company's Human Capital philosophy focuses on recruiting and retaining top quality Human Capital and empowering them to push their boundaries beyond their comfort zones, inculcating the right values, attitude and mindset. The Company appreciates the role played by its employees in the organizational growth. It strongly feels that the value created by its people should be shared by them. The Company to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents had formulated 5paisa Capital Limited Employee Stock Option Scheme 2017 ("5paisa ESOS – 2017" / "Scheme") pursuant to the resolution(s) passed by the members at their meeting held on August 21, 2017 and amended on January 25, 2018 to be granted to the employees of the Company and its subsidiary Companies.

For the reasons explained in detail in subsequent paras, a need was felt to increase the ESOP pool available for grant. Hence, it is now proposed to increase the total stock options available in the ESOS Scheme by 7,00,000 (Seven Lakhs) options i.e. from 15,00,000 (Fifteen Lakhs) equity stock options to 22,00,000 (Twenty-Two Lakhs) equity stock options.

1. Hiring and Retention of key talent in top, senior and middle management:

The shareholders had earlier approved an ESOP pool of 6 lakhs options which was increased to 9 lakhs options pursuant Rights Issue under the current ESOS 2017 scheme. The Company has granted options under the said scheme. In line with the Company's philosophy, a fresh infusion into the ESOP pool is required for the purpose of hiring and retaining critical talent which needs to be ring fenced to avoid poaching by competition and other organizations. While the Company is implementing a holistic program to engage and retain talent, ESOPs will play a key role in the retention strategy of the Company.

Brief description of 5PAISA ESOS-2017

The key features of the new ESOS scheme are highlighted below:

a) Objects of the Scheme

The objectives of 5paisa ESOS-2017 are as follows:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the Employees for the growth of the Organization.
- c. To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company.
- d. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

- e. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.
- f. To provide additional deferred rewards to Employees

b) Total number of options/shares to be granted under the Scheme:

The Scheme comprises creation on an ESOP pool of 22,00,000 options entitling the grantees to subscribe to an aggregate of 22,00,000 equity shares of the Company of the face value of Rs. 10/- each.

The aforementioned ESOP pool consists of the existing pool of 15,00,000 (Fifteen Lakhs) equity stock options enhanced by 7,00,000 (Seven Lakhs) now proposed, thereby taking the total ESOP pool to 22,00,000 (Twenty-Two Lakhs) equity stock options.

The SEBI Regulations require that in case of any corporate action such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the NRC shall adjust the number and exercise price of the options granted in such a manner that the total value of the options granted under the Scheme remain the same after any such corporate action keeping the life of the options intact.

c) Key Variations in the ESOS Scheme:

Details of the key variations proposed to the ESOS Scheme are provided below:

Sr. No.	Clause	Existing Clause of ESOS Scheme	Proposed changes in ESOS Scheme.
1.	Clause 5 of Part C	<p>The maximum number of options that may be issued pursuant to this scheme is 15,00,000 (Fifteen Lakhs) options to be convertible into equal number of Equity shares of the Company.</p> <p>If any Option granted under the Scheme lapses or forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme as per the discretion of the committee.</p> <p>Further, the maximum number of options that can be granted shall stand automatically enhanced in case of bonus shares, Consolidation and Split. The Company reserves the right to increase or decrease such number of shares as it deems fit, in accordance with the applicable laws.</p>	<p>The maximum number of options that may be issued pursuant to this scheme is 22,00,000 (Twenty-Two Lakhs) options to be convertible into equal number of Equity shares of the Company.</p> <p>If any Option granted under the Scheme lapses or forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme as per the discretion of the committee.</p> <p>Further, the maximum number of options that can be granted shall stand automatically enhanced in case of bonus shares, Consolidation and Split. The Company reserves the right to increase or decrease such number of shares as it deems fit, in accordance with the applicable laws.</p>

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

In term of the provisions of relevant regulation of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations read with Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution.

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

The Board accordingly recommends the Special Resolution for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company, including their relatives is in any way concerned or interested in the said Resolution, except to the extent of any Stock Options that may be granted to such Directors and/or such Key Managerial Personnel.

Date: January 11, 2023

Place: Mumbai

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

Registered Office:

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

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