

ANNEXURE I
Compliance Report on Corporate Governance

1. Name of Listed Entity : 5paisa Capital Limited (NSE SYMBOL: 5PAISA, BSE Scrip Code: 540776)
2. Quarter ending on : March 31, 2023

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/N on- Executive/in dependent/N ominee)	Date of Birth	Initial Date of Appointment	Date of Re- appointment	Date of Cessati on	Tenure in Months	No. of Directorship in listed entities including this listed entity. [in reference to proviso to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity. [in reference to proviso to Regulation 17A(1)]	Number of memberships in Audit & Stakeholder Committee(s) including this listed entity. (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakehol der Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Mr.	Prakarsh Gagdani	PAN: AEOPG0698A DIN: 07376258	Executive Director & CEO	15-09-1981	22/12/2015	22/12/2021	-	NA	1	0	1	0
Dr.	Archana Hingorani	PAN: ABLPH8227Q DIN: 00028037	Chairperson- Independent Director-Non Executive Director	09-09-1965	07/06/2017	07/06/2022	-	69.25	5	5	8	2
Ms.	Nirali Sanghi	PAN: ABBPS3268G DIN: 00319389	Independent Director-Non- Executive Director	14-05-1968	11/01/2018	11/01/2018	-	62.20	1	1	2	1
Mr.	Milin Mehta	PAN: AAUPM0034G	Independent Director-Non-	08-09-1964	01/04/2020	01/04/2020	-	36.00	4	4	6	5

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		DIN: 01297508	Executive Director									
Mr.	Gourav Munjal	PAN: BIHPM1896A DIN: 06360031	Executive Director & CFO	16-06-1988	16/01/2020	16/01/2020	-	NA	1	0	0	0
Mr.	Ravindra Garikipati	PAN: AIJPG2834K DIN: 00984163	Independent Director-Non Executive Director	01-07-1965	03/09/2020	03/09/2020	-	30.29	2	2	1	0

Notes:

Tenure of Ms. Archana Hingorani is 69 Months 25 days, calculated from the date of appointment i.e. 07/06/2017 till March 31, 2023.

Tenure of Ms. Nirali Sanghi is 62 Months 20 days, calculated from the date of appointment i.e. 11/01/2018 till March 31, 2023.

Tenure of Mr. Milin Mehta is 36 Months, calculated from the date of appointment i.e. 01/04/2020 till March 31, 2023.

Tenure of Mr. Ravindra Garikipati is 30 Months 29 days, calculated from the date of appointment i.e. 03/09/2020 till March 31, 2023.

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

PAN number of any director would not be displayed on the website of Stock Exchange

Category of directors means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

In the column of Membership of Director, the total membership of Director as a member of the Audit and Stakeholders Relationship Committee is considered irrespective of him/her being a Chairperson of that particular Committee. Similarly in the column of Chairperson, the Director is counted as a Chairperson irrespective of being him/her considered as member of the Committee.

Listed entities also include Companies having debt securities listed on recognized Stock Exchange.

II. Composition of Committees:

Name of Committee	Name of Committee members	Date of Appointment	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
Audit Committee	Mr. Milin Mehta	03-09-2020	Chairman-Independent Director-Non-Executive Director
	Ms. Nirali Sanghi	11-01-2018	Independent Director-Non-Executive Director
	Dr. Archana Hingorani	03-09-2020	Independent Director-Non-Executive Director
Nomination & Remuneration Committee	Ms. Nirali Sanghi	11-01-2018	Chairperson-Independent Director- Non-Executive Director
	Dr. Archana Hingorani	07-06-2017	Independent Director- Non-Executive Director
	Mr. Milin Mehta	01-04-2020	Independent Director-Non-Executive Director
	Mr. Ravindra Garikipati	03-09-2020	Independent Director-Non-Executive Director
Risk Management Committee	Dr. Archana Hingorani	20-04-2021	Chairperson -Independent Director-Non-Executive Director
	Mr. Prakarsh Gagdani	20-04-2021	Executive Director
	Mr. Gourav Munjal	20-04-2021	Executive Director
Stakeholders Relationship Committee	Ms. Nirali Sanghi	11-01-2018	Chairperson-Independent Director-Non-Executive Director
	Dr. Archana Hingorani	13-10-2017	Independent Director-Non-Executive Director
	Mr. Prakarsh Gagdani	13-10-2017	Executive Director
Corporate Social Responsibility Committee	Mr. Milin Mehta	20-04-2021	Chairman-Independent Director-Non-Executive Director
	Mr. Prakarsh Gagdani	20-04-2021	Executive Director
	Mr. Gourav Munjal	20-04-2021	Executive Director
Environment and Social Governance (ESG) Committee	Ms. Nirali Sanghi	01-12-2022	Chairperson-Independent Director-Non-Executive Director
	Mr. Gourav Munjal	01-12-2022	Executive Director
	Mrs. Namita Godbole	01-12-2022	Company Secretary & Compliance Officer
Independent Directors (ID) Committee	Mr. Ravindra Babu Garikipati	01-12-2022	Chairman-Independent Director-Non-Executive Director
	Ms. Nirali Sanghi	01-12-2022	Independent Director-Non-Executive Director
	Dr. Archana Hingorani	01-12-2022	Independent Director-Non-Executive Director
	Mr. Milin Mehta	01-12-2022	Independent Director-Non-Executive Director

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors:

Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter ended March 31, 2023	Maximum gap between any two consecutive meetings (in numbers of days)
October 19, 2022	January 11, 2023	35 days
December 06, 2022	-	-

IV. Meeting of Committees:

Name of Committee: Audit Committee

Date(s) of meeting of the committee in the relevant quarter.	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in numbers of days.
<u>Audit Committee</u> January 11, 2023	All the members of the Audit Committee were present in the Meeting	October 19, 2022 December 06, 2022	35 Days
<u>Nomination & Remuneration Committee</u> -	All the members of the Nomination & Remuneration Committee were present in the Meeting	-	-
<u>Stakeholders Relationship Committee</u> March 21, 2023	All the members of the Stakeholders Relationship Committee were present in the Meeting	-	-
<u>Corporate Social Responsibility Committee</u> March 21, 2023	All the members of the Corporate Social Responsibility Committee were present in the Meeting	-	-

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<u>Risk Management Committee</u> February 28, 2023	All the members of the Risk Management Committee were present in the Meeting	-	-
<u>Independent Directors (ID) Committee</u> March 21, 2023	All the members of the Independent Directors (ID) Committee were present in the Meeting	December 06, 2022	105 Days

* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions:

Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholders' approval obtained to material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

Sr. No.	Affirmations	Any comments/observations/advice of Board of Directors may be mentioned here:
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders relationship Committee d) Risk management committee (applicable to the top 1000 listed entities)	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter have been placed before Board of Directors.	Yes

VII. Website

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes	-	https://www.5paisa.com/investor-relations
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.5paisa.com/investor-relations
3	Composition of various committees of board of directors	Yes	-	https://www.5paisa.com/investor-relations

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4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.5paisa.com/investor-relations
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	https://www.5paisa.com/investor-relations
6	Criteria of making payments to non-executive directors	Yes	-	https://www.5paisa.com/investor-relations
7	Policy on dealing with related party transactions	Yes	-	https://www.5paisa.com/investor-relations
8	Policy for determining 'material' subsidiaries	Yes	-	https://www.5paisa.com/investor-relations
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.5paisa.com/investor-relations
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.5paisa.com/investor-relations
11	email address for grievance redressal and other relevant details	Yes	-	https://www.5paisa.com/investor-relations
12	Financial results	Yes	-	https://www.5paisa.com/investor-relations
13	Shareholding pattern	Yes	-	https://www.5paisa.com/investor-relations
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	https://www.5paisa.com/investor-relations
16	New name and the old name of the listed entity	NA	-	-
17	Advertisements as per regulation 47 (1)	Yes	-	https://www.5paisa.com/investor-relations
18	Credit rating or revision in credit rating obtained	Yes	-	https://www.5paisa.com/investor-relations
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://www.5paisa.com/investor-relations

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	https://www.5paisa.com/investor-relations
21	Materiality Policy as per Regulation 30	Yes	-	https://www.5paisa.com/investor-relations
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	-	https://www.5paisa.com/investor-relations
23	It is certified that these contents on the website of the listed entity are correct	Yes	-	https://www.5paisa.com/investor-relations

VIII. Annual Affirmations:

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-

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13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
23	Meeting of Risk Management Committee	21(3A)	Yes	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	Yes	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	-
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-



34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	Yes	-
38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-

IX. Affirmation

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

For 5paisa Capital Limited

Namita Godbole
Company Secretary

Date: April 18, 2023
Place: Thane