

August 31, 2023

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 540776	The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051 Tel No.: 2659 8235 Fax No.: 26598237 NSE Symbol: 5PAISA
--	---

Dear Sir/Madam,

**Sub: Proceedings of the 16th Annual General Meeting of the Company held on Thursday,
August 31, 2023**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of the proceedings of the 16th Annual General Meeting of the Company held on Thursday, August 31, 2023, at 02:00 p.m. through Video Conferencing is enclosed.

We request you to take the same on record.

Thanking You,

Yours faithfully,

For 5paisa Capital Limited

**Namita Godbole
Company Secretary & Compliance Officer
ACS 21056**

Place: Thane

Encl: A/a

5paisa Capital Limited

Summary of the proceedings of the Sixteenth (16th) Annual General Meeting of 5paisa Capital Limited held on August 31, 2023

Day, Date, Time & Venue: The Sixteenth (16th) Annual General Meeting (“AGM”) of the Company was held on Thursday, August 31, 2023 at 02.00 p.m. I.S.T. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OVAM”). The AGM commenced at 02:00 p.m. I.S.T and concluded at 3.30 p.m. I.S.T. (including the time allowed for e-Voting at the AGM).

Quorum: The requisite quorum as required under Section 103 of the Companies Act, 2013 (“the Act”) was present throughout the meeting.

The following Directors and Key Managerial Personnels were present through VC:

1. Dr. Archana Hingorani : Chairperson & Independent Director (attended from Mumbai)
2. Mr. Milin Mehta : Independent Director (attended from Vadodara)
3. Ms. Nirali Sanghi : Independent Director (attended from Mumbai)
4. Mr. Ravindra Garikipati : Independent Director (attended from Bengaluru)
5. Mr. Narayan Gangadhar : Managing Director & Chief Executive Officer (attended from his residence in Bengaluru)
6. Mr. Prakarsh Gagdani : Whole Time Director & Chief Business Officer (attended from the registered office of the Company situated in Thane)
7. Mr. Gourav Munjal : Whole Time Director & Chief Financial Officer (attended from the registered office of the Company situated in Thane)
8. Ms. Namita Godbole : Company Secretary & Compliance Officer (attended from the registered office of the Company situated in Thane)

Ms. Namita Godbole – Company Secretary & Compliance Officer welcomed all the Shareholders present. She further explained the rules and procedures to be followed with regards to participation and voting by the shareholders in the resolutions set out in the notice of the AGM. She further informed that the cut-off date to exercise their votes on the items of business given in the notice of the AGM through remote e-voting was Thursday, August 24, 2023. She further informed that the remote e-voting period commenced on Monday, August 28, 2023 at 09.00 a.m. (IST) and concluded on Wednesday, August 30, 2023 at 05.00 p.m. (IST). She further informed that the statutory registers under the Companies Act, 2013 and other documents and certificates as referred in the Notice of the AGM and Annual Report were made available in the electronic form for inspection and the Company had received the necessary letters along with Board Resolutions from the corporate shareholders authorizing their representatives under Section 113 of the Companies Act, 2013.

She then requested the Chairperson of the Board – Dr. Archana Hingorani, to take over the meeting. Dr. Archana Hingorani chaired the meeting and the requisite quorum being present, called the meeting to

5paisa Capital Limited

order. She welcomed all the shareholders and apprised them that since the AGM was held through Video Conferencing facility provided by Central Depository Services (India) Limited [“CDSL”] and the Company had taken all the necessary steps for the shareholders to join and participate in the meeting seamlessly. She informed that all the Directors of the Company, representatives of Statutory Auditors, Secretarial Auditors & Scrutinizer were present through Video Conferencing. She further informed that the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. Thereafter she requested the Directors to introduce themselves and also to mention their place of attendance.

With the permission of the Shareholders, the Chairperson took the notice of 16th AGM, along with the Annual Report for F.Y. 2022-23, which was circulated to all the members electronically, as read. She further informed that the reports of the Statutory Auditors and the Secretarial Auditors did not contain any qualifications, reservations and adverse remarks. With the permission of the shareholders, the said reports were taken as read.

Thereafter, she apprised the shareholders about the performance and growth of the Company for the period under review. She highlighted the various achievements of the Company and also the opportunities available for the Company in the future to achieve continuous growth in all business spheres.

Thereafter, she introduced Mr. Narayan Gangadhar who was recently appointed as the Managing Director and Chief Executive Officer of the Company and requested him to address the shareholders.

Mr. Narayan Gangadhar apprised the shareholders about the achievements of the Company during the year under review. He also emphasized on the strengths of the Company which could help the Company to continue the growth it has continued over the years.

Thereafter, the Chairperson informed the shareholders that since the AGM was being held through Video Conferencing and the resolutions mentioned in the Notice were already put to vote through e-voting, there was no requirement to propose or second any of the resolutions mentioned in the notice.

She thereafter moved on to the agenda items as per the Notice dated August 07, 2023, as provided below:

Sr. No.	Particulars	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt: (a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Report of the Statutory Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
Special Business		
3.	To approve appointment of Mr. Narayan Gangadhar (DIN: 09298665) as Director of the Company.	Ordinary Resolution
4.	To approve appointment and remuneration of Mr. Narayan Gangadhar (DIN: 09298665), Chief Executive Officer, as the Managing Director of	Ordinary Resolution

5paise Capital Limited

	the Company.	
5.	To approve material related party transactions with IIFL Facilities Services Limited.	Ordinary Resolution
6.	To approve material related party transactions with IIFL Finance Limited.	Ordinary Resolution
7.	To approve material related party transactions with IIFL Management Services Limited.	Ordinary Resolution
8.	To approve material related party transactions with IIFL Securities Limited.	Ordinary Resolution
9.	To approve material related party transactions with IIFL Samasta Finance Limited.	Ordinary Resolution
10.	To approve material related party transactions with IIFL Wealth Prime Limited (Formerly Known as IIFL Wealth Finance Limited).	Ordinary Resolution
11.	To approve material related party transactions with IIFL Home Finance Limited.	Ordinary Resolution
12.	To approve material related party transactions with Livlong Insurance Brokers Limited (Formerly known as IIFL Insurance Brokers Limited).	Ordinary Resolution
13.	To approve material related party transactions with 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited).	Ordinary Resolution
14.	To approve material related party transactions with 5paisa P2P Limited	Ordinary Resolution
15.	To approve material related party transactions with 5paisa Trading Limited.	Ordinary Resolution
16.	To approve material related party transactions with 5paisa Corporate Services Limited (Formerly known as 5paisa Insurance Brokers Limited).	Ordinary Resolution
17.	To approve material related party transactions with 5paisa International Securities (IFSC) Limited.	Ordinary Resolution
18.	To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company.	Special Resolution
19.	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis.	Special Resolution
20.	To approve increase the limits of borrowing u/s 180(1)(c) of the Companies Act, 2013.	Special Resolution
21.	To approve increase the limit u/s 180(1)(a) of the Companies Act, 2013.	Special Resolution
22.	To consider and approve adoption of “5Paisa Capital Limited Employee Stock Options Scheme named 5Paisa ESOS – 2023”.	Special Resolution

Thereafter, she requested the Company Secretary to invite the members who had registered themselves as speakers to ask questions or express their views.

The Company Secretary requested the speaker shareholders to ask their questions to the Board of Directors. Nine (9) members who had registered themselves as speaker-shareholders expressed their views and raised certain questions. The Chairperson, then requested the Mr. Narayan Gangadhar – Managing Director & Chief Executive Officer and Mr. Gourav Munjal – Whole Time Director & Chief Financial Officer to respond to the questions raised by the Members and the same were duly responded by both of them.

5paisa Capital Limited

When all the speaker shareholders had asked their questions, the Chairperson requested such members who had not voted, to cast their vote on all the Ordinary and Special Business, using the e-voting system provided by CDSL, as per the instructions given in the Notice of the AGM. She further informed that members who had already voted electronically through remote e-voting were not eligible to vote in the AGM. She further informed that the e-voting window would remain open for further fifteen (15) minutes after the conclusion of the Meeting and requested such members who had not casted their vote through remote e-voting, to vote through e-voting system within the prescribed time. The e-voting on the resolutions was conducted through remote e-voting and e-voting during the Meeting. She further informed that the Company had appointed CS Aparna Joshi, Proprietor – M/s. Aparna Paricharak & Associates, Practicing Company Secretary, as the scrutinizer for remote e-voting pursuant to Section 108 of the Companies Act, 2013 during the AGM. She further informed that the voting results for the resolutions would be declared within two (2) working days of the conclusion of the Meeting and the Results/ Scrutinizer's report would be available on the website of the Company and the same would also be submitted to the Stock Exchanges in compliance with the provisions of the Act and Listing Regulations.

The Chairperson thanked the shareholders for attending and participating in the Meeting and there being no other business, the meeting concluded.

For 5paisa Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ACS 21056

Place: Thane

Notes:

- i. The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the stock exchanges and also upload on the website of the Company and Central Depository Services (India) Limited, the authorized agency which provided e-voting facility.
- ii. This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

5paisa Capital Limited