

Compliance Report on Corporate Governance

1. Name of Listed Entity : 5paisa Capital Limited (NSE SYMBOL: 5PAISA, BSE Scrip Code: 540776)
2. Quarter ending on : December 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 Appointme nt	Date of Re- appointment	Date of Cessation	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/Stakehold er Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Mr.	Narayan Gangadhar	PAN: ARGPG9091A DIN: 09298665	Executive Director	18-08-1977	13-07-2023	-	-	NA	1	0	1	0
Mr.	Prakarsh Gagdani	PAN: AEOPG0698A DIN: 07376258	Executive Director	15-09-1981	22/12/2015	22/12/2021	31/12/2023	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	-	78.25	5	5	6	2
Ms.	Nirali Sanghi	PAN: ABBPS3268G DIN: 00319389	Independent Director-Non- Executive Director	14-05-1968	11/01/2018	12/01/2023	-	71.21	1	1	2	1

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Mr.	Milin Mehta	PAN: AAUPM0034G DIN: 01297508	Independent Director-Non- Executive Director	08-09-1964	01/04/2020	01/04/2020	-	45.00	4	4	7	5
Mr.	Ravindra Garikipati	PAN: AIJPG2834K DIN: 00984163	Independent Director-Non Executive Director	01-07-1965	03/09/2020	03/09/2020	-	39.29	3	3	4	1
Mr.	Gourav Munjal	PAN: BIHPM1896A DIN: 06360031	Executive Director & CFO	16-06-1988	16/01/2020	16/01/2023	-	NA	1	0	0	0

Notes:

Tenure of Ms. Archana Hingorani is 78 Months 25 days, calculated from the date of appointment i.e. 07/06/2017 till December 31, 2023.

Tenure of Ms. Nirali Sanghi is 71 Months 21 days, calculated from the date of appointment i.e. 11/01/2018 till December 31, 2023.

Tenure of Mr. Milin Mehta is 45 Months, calculated from the date of appointment i.e. 01/04/2020 till December 31, 2023.

Tenure of Mr. Ravindra Garikipati is 39 Months 29 days, calculated from the date of appointment i.e. 03/09/2020 till December 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.

5paisa Capital Limited

Registered Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane - 400604
Tel.: +91 22 41035000 | E-mail: support@5paisa.com | Website: www.5paisa.com | CIN: L67190MH2007PLC289249

II. Composition of Committees:

Name of Committee	Name of Committee members	Date of Appointment	Date of Cessation	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
	Mr. Ravindra Garikipati	13-07-2023		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. 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. Milin Mehta	13-07-2023		Independent Director- Non-Executive Director
	Mr. Narayan Gangadhar	13-07-2023		Executive Director
	Mr. Prakarsh Gagdani	20-04-2021	31-12-2023	Executive Director
	Mr. Gourav Munjal	20-04-2021		Executive Director
	Mr. Arbind Sinha	10-11-2023		Chief Risk Officer
	Mr. Ameya Agnihotri	10-11-2023		Chief Technology Officer
	Ms. Nirali Sanghi	11-01-2018		Chairperson-Independent Director-Non-Executive Director
Stakeholders Relationship Committee	Dr. Archana Hingorani	13-10-2017		Independent Director-Non-Executive Director
	Mr. Prakarsh Gagdani	13-10-2017	31-12-2023	Executive Director
	Mr. Narayan Gangadhar	31-12-2023		Executive Director
	Dr. Archana Hingorani	13-07-2023		Chairperson -Independent Director-Non-Executive Director
Corporate Social Responsibility Committee	Ms. Nirali Sanghi	13-07-2023		Independent Director-Non-Executive Director
	Mr. Narayan Gangadhar	13-07-2023		Executive Director
	Mr. Prakarsh Gagdani	20-04-2021	31-12-2023	Executive Director
	Mr. Gourav Munjal	20-04-2021		Executive Director
	Dr. Archana Hingorani	13-07-2023		Chairperson -Independent Director-Non-Executive Director

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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
	Mr. Narayan Gangadhar	01-01-2024		Executive Director
	Mrs. Namita Godbole	01-12-2022		Company Secretary & Compliance Officer
Independent Directors (ID) Committee	Mr. Ravindra 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
Finance Committee	Mr. Narayan Gangadhar	13-07-2023		Chairman - Executive Director
	Mr. Prakarsh Gagdani	11-01-2018	31-12-2023	Executive Director
	Mr. Gourav Munjal	13-01-2021		Executive Director
Information Technology (IT) Committee	Mr. Ravindra Garikipati	01-05-2023		Chairman-Independent Director-Non-Executive Director
	Mr. Milin Mehta	01-05-2023		Independent Director-Non-Executive Director
	Mr. Narayan Gangadhar	01-05-2023		Executive Director
	Mr. Ameya Agnihotri	10-11-2023		Chief Technology Officer
Cyber Security Committee	Mr. Ravindra Garikipati	01-05-2023		Chairman-Independent Director-Non-Executive Director
	Mr. Milin Mehta	01-05-2023		Independent Director-Non-Executive Director
	Mr. Narayan Gangadhar	01-05-2023		Executive Director
	Mr. Ameya Agnihotri	10-11-2023		Chief Technology Officer

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 June 30, 2023	Maximum gap between any two consecutive meetings (in numbers of days)
July 12, 2023	October 18, 2023	97 Days
	November 10, 2023	22 Days

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IV. Meeting of Committees:

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.
<p><u>Audit Committee</u></p> <p>October 18, 2023</p>	All the members of the Audit Committee were present in the Meeting	July 12, 2023	97 Days
<p><u>Nomination & Remuneration Committee</u></p> <p>November 10, 2023</p>	All the members of the Nomination & Remuneration Committee were present in the Meeting	July 12, 2023	120 Days
<p><u>Stakeholders Relationship Committee</u></p> <p>-</p>	All the members of the Stakeholders Relationship Committee were present in the Meeting	-	-
<p><u>Corporate Social Responsibility Committee</u></p> <p>-</p>	All the members of the Corporate Social Responsibility Committee were present in the Meeting	May 01, 2023	-
<p><u>Risk Management Committee</u></p> <p>-</p>	All the members of the Risk Management Committee were present in the Meeting	July 12, 2023	-
<p><u>Independent Directors (ID) Committee</u></p> <p>-</p>	All the members of the Independent Directors (ID) Committee were present in the Meeting	-	-

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* 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. Details of Cyber Security Incidents:

Particulars	Remarks
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No

VII. 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) Stakeholder relationship Committee d) Risk management committee (applicable to the top 1,000 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

For 5paisa Capital Limited

Namita Godbole
Company Secretary & Compliance Officer
ICSI Membership No.: A21056

Date: January 19, 2024
Place: Thane

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