

## Annexure – II to Directors' Report

### Form No. MGT-9

Extract of Annual Return  
as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i) CIN:	L67190MH2007PLC289249
ii) Registration Date	July 10, 2007
iii) Name of the Company	5paisa Capital Limited
iv) Category / Sub-Category of the Company	Listed Public Company Limited by shares
v) Address of the Registered office and contact details	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane-400604 Tel No.: 022-62727000 Fax No.: 022- 26847077
vi) Whether listed Company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083. Tel: +91 22 49186000 Fax: +91 22 2594 6969 E-mail: mumbai@linkintime.co.in Website: www.linkintime.co.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are given below: -

Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
Stock Broking	66120	99.94
Fund based Activities and distribution of financial products	66190	0.06

\* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation.

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held*	Applicable section
1	5paisa P2P Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604.	U67120MH2017PLC302564	Wholly Owned Subsidiary	100	2(87)
2	5paisa Insurance Brokers Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604.	U66020MH2018PLC316449	Wholly Owned Subsidiary	100	2(87)
3	5paisa Trading Limited	IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604.	U52609MH2020PLC338333	Wholly Owned Subsidiary	100	2(87)

\* Representing aggregate percentage of equity shares held by the Company and / or its subsidiaries.

Annexure – II to Directors' Report (Contd.)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>									
<b>[1]</b>	<b>Indian</b>									
(a)	Individuals / Hindu Undivided Family	3712977	Nil	3712977	29.1465	8650698	Nil	8650698	33.9540	4.8075
(b)	Central Government / State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corp.	160000	Nil	160000	1.2560	160000	Nil	160000	0.6280	(0.6280)
(d)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub Total (A)(1)</b>	<b>3872977</b>	<b>Nil</b>	<b>3872977</b>	<b>30.4025</b>	<b>8810698</b>	<b>Nil</b>	<b>8810698</b>	<b>34.5820</b>	<b>4.1795</b>
<b>[2]</b>	<b>Foreign</b>									
(a)	NRI – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Banks/ FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub Total (A)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>(A)</b>	<b>Total Shareholding of Promoter and Promoter Group(A)= (A)(1)+(A)(2)</b>	<b>3872977</b>	<b>Nil</b>	<b>3872977</b>	<b>30.4025</b>	<b>8810698</b>	<b>Nil</b>	<b>8810698</b>	<b>34.5820</b>	<b>4.1795</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>[1]</b>	<b>Institutions</b>									
(a)	Mutual Funds / UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g)	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i)	Foreign Portfolio Investor	2437417	Nil	2437417	19.1335	4596127	Nil	Nil	18.0398	(1.0937)
(j)	Any Other (Specify)									
	<b>Sub-total (B)(1):-</b>	<b>2437417</b>	<b>Nil</b>	<b>2437417</b>	<b>19.1335</b>	<b>4596127</b>	<b>Nil</b>	<b>Nil</b>	<b>18.0398</b>	<b>(1.0937)</b>

**Annexure – II to Directors' Report (Contd.)**

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year*
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2</b>	<b>Non-Institutions</b>									
<b>a)</b>	<b>Bodies Corp.</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i)	Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii)	Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>b)</b>	<b>Individuals</b>									
	(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh.	837034	2309	839343	6.5888	1124249	2406	1126655	4.4221	(2.1667)
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1282876	Nil	1282876	10.0704	2994249	Nil	2994249	11.7524	1.6820
c)	NBFCs registered with RBI	200	Nil	200	0.0016	Nil	Nil	Nil	Nil	(0.0016)
<b>d)</b>	<b>Any Others</b>									
	Trusts	90	Nil	90	0.0007	59	Nil	59	0.0002	(0.0005)
	Hindu Undivided Family	64359	Nil	64359	0.5052	137892	Nil	137892	0.5412	0.0360
	NRI (Repatriable)	450098	9000	459098	3.6039	486056	9000	495056	1.9431	(1.6608)
	NRI(Non Repatriable)	280543	Nil	280543	2.2022	352131	Nil	352131	1.3821	(0.8201)
	Foreign Nationals	5000	Nil	5000	0.0392	5000	Nil	5000	0.0196	(0.0196)
	Clearing Member	26411	Nil	26411	0.2073	8146	Nil	8146	0.0320	(0.1753)
	Foreign Companies	3385657	Nil	3385657	26.5771	6771314	Nil	6771314	26.5774	0.0003
	Bodies Corporate	82051	Nil	82051	0.6441	177341	Nil	177341	0.6961	0.0520
	Foreign Portfolio Investor (Individual)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub Total (B)(2)</b>	<b>6414319</b>	<b>11309</b>	<b>6425628</b>	<b>50.4405</b>	<b>12056437</b>	<b>11406</b>	<b>12067843</b>	<b>47.3664</b>	<b>(3.0741)</b>
	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>8851736</b>	<b>11309</b>	<b>8863045</b>	<b>69.5740</b>	<b>16652564</b>	<b>11406</b>	<b>16663970</b>	<b>65.4062</b>	<b>(4.1678)</b>
<b>(C)</b>	<b>Shares held by the Custodian for GDRs &amp; ADRs</b>									
[1]	Custodian/DR Holder	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	3000	Nil	3000	0.0235	3000	Nil	3000	0.0118	(0.0117)
	<b>Sub Total ( C )</b>	<b>3000</b>	<b>Nil</b>	<b>3000</b>	<b>0.0235</b>	<b>3000</b>	<b>Nil</b>	<b>3000</b>	<b>0.0118</b>	<b>(0.0117)</b>
	<b>Total (A)+(B)+(C)</b>	<b>12727713</b>	<b>11309</b>	<b>12739022</b>	<b>100.0000</b>	<b>25466262</b>	<b>11406</b>	<b>25477668</b>	<b>100.0000</b>	<b>Nil</b>

## Annexure – II to Directors' Report (Contd.)

### ii) Shareholding of Promoters:-

Shareholder's Name	Shareholding at the beginning of the year (As on April 01, 2019)			Shareholding at the end of the year (As on March 31, 2020)			% change in share holding during the year*
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Nirmal Jain	2228600	17.49	Nil	5600088	21.98	Nil	4.49
Venkataraman Rajamani	436377	3.43	Nil	949594	3.73	Nil	0.30
Madhu N Jain	680000	5.34	Nil	1365016	5.36	Nil	0.02
Aditi Avinash Athavankar (in her capacity as a trustee of Kalki Family Private Trust)	360000	2.83	Nil	720000	2.83	Nil	Nil
Ardent Impex Private Limited	108000	0.85	Nil	108000	0.42	Nil	(0.43)
Orpheus Trading Private Limited.	52000	0.41	Nil	52000	0.20	Nil	(0.21)
Aditi Athavankar	8000	0.06	Nil	16000	0.06	Nil	Nil
<b>Total</b>	<b>3872977</b>	<b>30.41</b>	<b>Nil</b>	<b>8810698</b>	<b>34.58</b>	<b>Nil</b>	<b>4.17</b>

#### Note:

During the year, the Company has raised capital through Rights issue. Pursuant to this there is an increase and decrease in shareholding of Promoters. The decrease in shareholding of Ardent Impex Private Limited and Orpheus Trading Private Limited is due to inter-se renunciation between Promoters. During the year, Promoter and member of Promoter group did not sell any of their shares.

### iii) Change in Promoters Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company*
At the beginning of the year (April 01, 2019)	3872977	30.40	---	---
Additional shares acquired by Mr. Nirmal Jain and Mrs. Madhu Jain on 20.05.2019 (Mrs. Madhu Jain-2508 and Mr. Nirmal Jain- 2479)	NA	NA	3877964	30.44
<b>At the end of the year (March 31, 2020)</b>	<b>8810698</b>	<b>34.58</b>	<b>8810698</b>	<b>34.58</b>

\*During the Financial Year 2019-20, the company had raised capital through rights issue, during which the shares were also allotted to the promoters of the company. The Rights Issue Committee approved the allotment on August 20, 2019. The change in shareholding of promoters is due to this rights issue.

## Annexure – II to Directors' Report (Contd.)

### iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of shareholders	Shareholdings at the beginning of the year (As on April 01, 2019)		Change in Shareholdings (No. of shares)		Shareholdings at the end of the year (As on March 31, 2020)	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company*
1	FIH Mauritius Investments Limited	33,85,657	26.58	33,85,657	--	67,71,314	26.58
2	HWIC Asia Fund Class A Shares	11,34,501	8.90	11,34,501	--	22,69,002	8.91
3	Bank Muscat India Fund	5,03,928	3.95	5,03,928	--	10,07,856	3.96
4	Bharat H Parajia	6,15,471	4.83	--	--	6,15,471	2.42
5	WF Asian Reconnaissance Fund Limited	2,64,253	2.07	2,64,253	--	5,28,506	2.07
6	Lobco Limited	2,16,722	1.70	2,16,722	--	4,33,444	1.70
7	Aniruddha Dange	1,34,905	1.06	1,50,000	--	2,84,905	1.12
8	Vasudev Jagannath Nuggehalli	1,31,160	1.03	1,50,000	--	2,81,160	1.10
9	Mansukh Jain	1,08,004	0.85	96,500	--	2,04,504	0.80
10	Habrok India Master LP	1,36,002	1.07	54,106	--	1,90,108	0.74

### v) Shareholding of Directors and Key Managerial Personnel(KMP):

Sr. No.	Name of Directors and KMP	Shareholding at the beginning of the year (As on April 01, 2019)		Change in Shareholding (No. of Shares)		Shareholdings at the end of the year (As on March 31, 2020)	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company#
1.	Dr. Archana Niranjan Hingorani	Nil	Nil	Nil	Nil	Nil	Nil
2.	Ms. Nirali Sanghi	Nil	Nil	Nil	Nil	Nil	Nil
3.	Mr. Prakarsh Sharad Gagdani	8,990	0.07	21,500	Nil	30,490	0.12
4.	Mr. Santosh Jayaram	Nil	Nil	Nil	Nil	Nil	Nil
5.	Mr. Sarbeswar Lenka^	Nil	Nil	Nil	Nil	Nil	Nil
6.	Mr. Roshan Dave *	1	0.00	1	Nil	2	0.00
7.	Mr. Gourav Munjal <sup>§</sup> Chief Financial Officer & Wholetime Director	Nil	Nil	Nil	Nil	Nil	Nil
8.	Ms. Namita Godbole@	Nil	Nil	Nil	Nil	Nil	Nil

Note:-

@ Ms. Namita Godbole was appointed as Company Secretary w.e.f. December 01, 2019.

\* Mr. Roshan Dave resigned as a Company Secretary w.e.f. November 30, 2019.

^ Mr. Sarbeswar Lenka resigned as Non-Executive Director w.e.f. March 31, 2020 and Mr. Milin Mehta has been appointed in his place w.e.f. April 01, 2020, subject to the approval of Shareholders in the ensuing AGM.

§ Mr. Gourav Munjal was appointed as Wholetime Director w.e.f. January 16, 2020.

## Annexure – II to Directors' Report (Contd.)

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payments

(Amount in ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of year as on April 01, 2019</b>				
(i) Principal amount	63,01,15,894	29,00,00,000	Nil	<b>92,01,15,894</b>
(ii) Int. due but not paid	0	0	Nil	<b>Nil</b>
(iii) Int. accrued but not due	0	0	Nil	<b>Nil</b>
<b>Total (i+ii+iii)</b>	<b>63,01,15,894</b>	<b>29,00,00,000</b>	<b>Nil</b>	<b>92,01,15,894</b>
<b>Changes in Indebtedness during the year</b>				
Addition	56,18,14,654	3,56,66,00,000	Nil	<b>4,12,84,14,654</b>
Reduction	0	2,85,66,00,000	Nil	<b>2,85,66,00,000</b>
Net Change	<b>56,18,14,654</b>	<b>71,00,00,000</b>	Nil	<b>1,27,18,14,654</b>
<b>Indebtedness at the end of the financial year March 31, 2020</b>				
(I) Principal amount	119,19,30,548	1,00,00,00,000	Nil	<b>2,19,19,30,548</b>
(ii) Int. due but not paid	0	0	Nil	<b>Nil</b>
(iii) Int. accrued but not due	0	0	Nil	<b>Nil</b>
<b>Total (i+ii+iii)</b>	<b>119,19,30,548</b>	<b>1,00,00,00,000</b>	<b>Nil</b>	<b>2,19,19,30,548</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

Particulars of Remuneration	Name of MD/WTD/ Manager			Total
	Mr. Prakarsh Sharad Gagdani	Mr. Santosh Jayaram	Mr. Gourav Munjal	
Name of MD/WTD/Manager				
Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	9,886,946	3,183,155	3,323,989	16,394,090
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	Nil	Nil	39,600
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
Stock Option (in quantity)*	4,50,000	50,000	40,000	5,40,000
Sweat Equity	Nil	Nil	Nil	Nil
Commission				
- as % of profit	Nil	Nil	Nil	Nil
-others, specify	Nil	Nil	Nil	Nil
Others[Provident Fund, pension fund and NPS]	Nil	Nil	Nil	Nil
<b>Total (A)</b>	<b>10,376,546</b>	<b>3,233,155</b>	<b>3,363,989</b>	<b>16,973,690</b>

\*Stock options were granted on April 18, 2019 and December 31, 2019 under 5paisa Capital Limited Employee Stock Option Scheme 2017. Further, pursuant to Corporate Action in the form of Rights Issue, additional stock options were granted to the existing option holders in the ratio 1:1.

\*\* In view of loss, the ceiling is applicable as per Schedule V and other applicable provisions of the Companies Act, 2013 with related Rules thereto.

## Annexure – II to Directors' Report (Contd.)

### B. Remuneration to other directors:

(Amount in ₹)

Particulars of Remuneration	Name of Directors			Total
Name of Director	Mr. Sarbeswar Lenka (Non-Executive Director)*	Dr. Archana Niranjana Hingorani (Independent Directors)	Ms. Nirali Sanghi (Independent Directors)	
<b>Independent Directors</b>				
- Fees for attending board/ committee meetings	N.A	3,90,000	3,60,000	7,50,000
- Commission	N.A	Nil	Nil	Nil
- Other	N.A	Nil	Nil	Nil
<b>Total (1)</b>	N.A	<b>3,90,000</b>	<b>3,60,000</b>	<b>7,50,000</b>
<b>Other Non-Executive Directors</b>				
- Fees for attending board/ committee meetings	2,70,000	Nil	Nil	2,70,000
- Commission	Nil	Nil	Nil	Nil
- Others	Nil	Nil	Nil	Nil
<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total (B)=(1+2)</b>	<b>2,70,000</b>	<b>3,90,000</b>	<b>3,60,000</b>	<b>10,20,000</b>
<b>(A+B)</b>	<b>Total Managerial Remuneration</b>			<b>10,20,000</b>
Overall Ceiling as per the Act	Overall Ceiling as per the Companies Act, 2013 for sitting fees is upto ₹ 1.00 Lac to be paid to directors for attending the each Board or Committee meetings.			

\* Mr. Sarbeswar Lenka resigned as Non-Executive Director from Board of 5paisa Capital Limited w.e.f. close of working hours of March 31, 2020 and Mr. Milin Mehta has been appointed in his place w.e.f. April 01, 2020, subject to the approval of Shareholders in the ensuing AGM.

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

Particulars of Remuneration	Name of the Key Managerial Personnel			Total
	**Mr. Gourav Munjal (Chief Financial Officer & Wholetime Director)	@Mr. Roshan Dave (Company Secretary)	# Ms. Namita Godbole (Company Secretary)	
Gross Salary				
a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	3,323,989	1,232,548	1,284,592	5,841,129
b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
c. Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	Nil	Nil	Nil	Nil
Stock Option (in quantity) *	40,000	13,000	Nil	53,000
Sweat Equity	Nil	Nil	Nil	Nil
Commission				
- as % of profit	Nil	Nil	Nil	Nil
Others, please specify [Provident Fund and pension fund]	Nil	49,552	64,000	113,552
<b>Total</b>	<b>3,233,155</b>	<b>1,295,100</b>	<b>1,348,592</b>	<b>5,876,847</b>

\*Stock options were issued on April 18, 2019 and December 31, 2019 under 5paisa Capital Limited Employee Stock Option Scheme 2017. Further, pursuant to Corporate Action in the form of Rights Issue, additional stock options were granted to the existing option holders in the ratio 1:1.

\*\* Mr. Gourav Munjal was appointed as Wholetime Director w.e.f. January 16, 2020.

@ Mr. Roshan Dave resigned as Company Secretary w.e.f. November 30, 2019.

# Ms. Namita Godbole was appointed as Company Secretary w.e.f. December 01, 2019.

Annexure – II to Directors' Report (Contd.)

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

NIL

**For and on behalf of the Board**

**Prakarsh Gagdani**  
 Whole Time Director & CEO  
 DIN: 07376258

**Santosh Jayaram**  
 Whole Time Director  
 DIN: 07955607

Date: May 07, 2020  
 Place: Mumbai