



**ANNEXURE I**

**Compliance Report on Corporate Governance**

1. Name of Listed Entity : Spaia Capital Limited (NSE SYMBOL: 5PAISA , BSE Scrip Code: 540776)  
 2. Quarter ending on : March 31, 2020

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/cessation	Tenure <sup>*</sup>	No. of Directorship in listed entities including this listed entity. (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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/Stakeholder Committee held in listed entities including this listed entity. @ (Refer Regulation 26(1) of Listing Regulations)
Mr.	Prakarsh Sharad Gagdani	PAN: AEOPG0698A DIN: 07376258	Executive Director & CEO	22/12/2018	N. A.	1	0	1	0
Ms.	Dr. Archana Niranjan Hingorani	PAN: ABLPH8227Q DIN: 00028037	Chairperson-Independent Director-Non Executive Director	07/06/2017	5 years	4	4	4	2
Ms.	Nirali Sanghi	PAN: ABBPS3268G DIN: 00319389	Independent Director-Non Executive Director	11/01/2018	5 years	1	1	1	1
Mr.	Sarbeswar Lenka	PAN: AAVPL3724B DIN: 07306325	Non-Executive – Non Independent Director	18/07/2018	N. A.	1	0	1	0

**Spaia Capital Limited**

Corporate Identity Number: L67190MH2007PLC289249

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Mr.	Santosh Jayaram	PAN: APRPJ3441A DIN: 07955607	Executive Director	11/01/2018	N. A.	1	0	0	0
Mr.	Gourav Munjal	PAN: BIHPM1896A DIN: 06360031	Additional Executive Director	16/01/2020	N.A.	1	0	0	0

§ 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.

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

@This is in addition to the number of committees in which the director is designated as a committee member.

## II. Composition of Committees:

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
<b>Audit Committee</b>	Dr. Archana Niranjn Hingorani	Chairperson-Independent Director-Non Executive Director
	Ms. Nirali Sanghi	Independent Director-Non Executive Director
	Mr. Sarbeswar Lenka	Non Executive Director
<b>Nomination &amp; Remuneration Committee</b>	Ms. Nirali Sanghi	Chairperson-Independent Director- Non Executive Director
	Dr. Archana Niranjn Hingorani	Independent Director- Non Executive Director
	Mr. Sarbeswar Lenka	Non Executive Director
<b>Risk Management Committee (if applicable)</b>		Not Applicable
<b>Stakeholders Relationship Committee</b>	Ms. Nirali Sanghi	Chairperson-Independent Director-Non Executive Director
	Dr. Archana Niranjn Hingorani	Independent Director-Non Executive Director
	Mr. Prakarsh Gagdani	Executive Director

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§ 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, 2019	Maximum gap between any two consecutive meetings (in numbers of days)
October 21, 2019	January 16, 2020	86 days

### 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 16, 2020	All the members of the Audit Committee were present in the Meeting	October 21, 2019	86 days

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

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**V. Related Party Transactions:**

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

**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:**

<b>Sr. No.</b>	<b>Affirmations</b>	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	<b>Yes</b>
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 500 listed entities)- <b>Not Applicable</b>	<b>Yes</b>
3.	The committee members have been made aware of their powers, role and responsibilities as specified	<b>Yes</b>

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	in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
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.	<b>Yes</b>
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	<b>Yes</b>

For **Spaisa Capital Limited**

Sd/-

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**Namita Godbole**  
**Company Secretary**  
**ACS No.A21056**  
**Date:** April 15, 2020  
**Place:** Mumbai

**Spaisa Capital Limited**

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## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>	
Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors <sup>^</sup>	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
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
New name and the old name of the listed entity	Yes
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	NA
It is certified that these contents on the website of the listed entity are correct	Yes
<b>II Annual Affirmations</b>	

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Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Quorum of Board meeting	17(2A)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee^	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes

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Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For 5paise Capital Limited**

**Sd/-**

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**Namita Godbole**  
**Company Secretary**  
**ACS No. A21056**  
**Date:** April 15, 2020  
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