



5paisa Capital Limited

CIN: L67190MH2007PLC289249

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate Thane – 400604;
Tel: (91-22) 4103 5000; Fax: (91-22) 25806654;
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Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF 5PAISA CAPITAL LIMITED WILL BE HELD ON MONDAY, 29TH DAY OF JUNE, 2020, AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Prakarsh Gagdani (DIN: 07376258), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an

Ordinary Resolution:

"**RESOLVED THAT** Mr. Prakarsh Gagdani (DIN: 07376258), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

- To re-appoint Mr. Santosh Jayaram as an Whole-Time Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 07, 2020 and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Santosh Jayaram (DIN: 07955607) as the Whole Time Director of the Company for the period of 3 years w.e.f. January 11, 2021 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Santosh Jayaram in the best interests of the Company and as may be permissible by law, viz.:

A. Period of appointment: 3 years w.e.f. January 11, 2021 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

Basic Salary: ₹ 75,994/- (Rupees Seventy Five Thousand Nine Hundred and Ninety Four only) per month.

C. PERQUISITES:

Category (A):

- Housing: Rent Free Accommodation or House Rent Allowance of ₹ 37,997/- (Rupees Thirty Seven Thousand Nine Hundred and Ninety Seven) per month.

2. Medical Reimbursement for self and family as per the rules of the Company.
3. Leave Travel Assistance as per the rules of the Company.
4. Other perquisites as per Service Rules of the Company.

Category (B)

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment thereof.

Category(C):

Car, telephone and mobile phone for use on Company's business.

- D. Increment:** Board/Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.
- E. Commission/Bonus:** He shall be paid commission/bonus as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.
- F. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- G. The Company has in place the Employee Stock Option Scheme (ESOP) and as per the ESOP Scheme, Mr. Santosh Jayaram will be eligible for grant of ESOPs, as may be considered by the Board/Nomination and Remuneration Committee from time to time.
- H. Mr. Santosh Jayaram has been granted 50,000 stock options under the ESOP Scheme till the date of this report.
- I. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under

Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law.

- J. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Santosh Jayaram in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- K. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.
- L. Mr. Santosh Jayaram shall be liable to retire by rotation.
"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."
4. To appoint Mr. Gourav Munjal as a Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meeting held on May 07, 2020, Mr. Gourav Munjal (DIN: 06360031), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."
5. To appoint Mr. Gourav Munjal as a Whole-Time Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 07, 2020 and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Gourav Munjal (DIN: 06360031) as a Whole Time Director of the Company for the period of 3 years w.e.f. January 16, 2020 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Gourav Munjal in the best interests of the Company and as may be permissible by law, viz.:

A. Period of appointment: 3 years w.e.f. January 16, 2020.

B. Remuneration:

Basic salary ₹ 87, 500/- (Rupees Eighty Seven Thousand Five Hundred only) per month.

C. Perquisites

Category (A):

Housing: Rent Free Accommodation or House Rent Allowance of ₹ 43,750/- (Rupees Forty Three Thousand Seven Hundred and Fifty) per month.

Medical Reimbursement for self and family as per the rules of the Company.

Leave Travel Assistance as per the rules of the Company.

Other perquisites as per service rules of the Company.

Category (B)

Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.

Encashment of leave as per the rules of the Company

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof.

Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

ESOP. The Company has in place the Employee Stock Option Scheme (ESOP) and as per the ESOP Scheme, Mr. Gourav Munjal will be eligible for grant of ESOPs, as may be considered by the Board/Nomination and Remuneration Committee from time to time.

Mr. Gourav Munjal has been granted 40,000 stock options under the ESOP Scheme till the date of this report.

Commission/Bonus: He shall be paid commission/bonus as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Gourav Munjal in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.

Other terms:

He shall not be paid any sitting fees for attending Meetings of the Board of Directors or Committees thereof.

Mr. Gourav Munjal shall be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

6. To appoint Mr. Milin Mehta as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("hereinafter referred to as "the Listing Regulations"), Mr. Milin Mehta (DIN: 01297508), who was appointed as an Additional Independent Director by the Board of Directors effective from April 01, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Milin Mehta (DIN: 01297508), as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and Listing Regulations, and whose appointment has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from April 01, 2020 to March 31, 2025 and the term shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorised to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

7. To approve material related party transactions with IIFL Securities Limited and in this regards, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on May 07, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with IIFL Securities Limited (Formerly known as India Infoline Limited), a Related Party as defined in Listing Regulations relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Securities Limited and remaining outstanding at any one point in time shall not exceed ₹ 25 Crores (Rupees Twenty Five Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/re-negotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents,

agreements, letters, instruments and writings as it may, in its sole and absolute discretion, deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

8. To approve material related party transactions with IIFL Facilities Services Limited and in this regards, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on May 07, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with IIFL Facilities Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Facilities Services Limited and remaining outstanding at any one point in time shall not exceed ₹ 315 Crores (Rupees Three Hundred and Fifteen Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/re-negotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/

transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may, in its sole and absolute discretion deem, necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

9. To approve material related party transactions with IIFL Finance Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on May 07, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with IIFL Finance Limited, a Related Party as defined in Listing Regulations relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 415 Crores (Rupees Four Hundred and Fifteen Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/re-

negotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/ transactions/contracts or any future arrangements/ transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may, in its sole and absolute discretion deem, necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

10. To approve material related party transactions with IIFL Management Services Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on May 07, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with IIFL Management Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Management Services Limited and remaining outstanding at any one point in time shall not exceed ₹ 201 Crores (Rupees Two Hundred and One Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/re-negotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/ transactions/contracts or any future arrangements/ transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may, in its sole and absolute discretion deem, necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

11. To approve material related party transactions with IIFL Home Finance Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Company's policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on May 07, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with IIFL Home Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/

transactions/contracts that may be entered into by the Company with IIFL Home Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 15 Crores (Rupees Fifteen Crores Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/re-negotiation/modification/ratification/amendments to

or termination thereof, of the subsisting arrangements/ transactions/contracts or any future arrangements/ transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may, in its sole and absolute discretion deem, necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

By Order of the Board of Directors

Namita Godbole
Company Secretary
ACS - 21056

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Dated: May 07, 2020

Place: Mumbai

Notes:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide its circular No. No. 20/2020 dated May 05, 2020 read with circulars dated 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. For further details, please read the note number 32.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.5paisa.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com). Members (Physical / Demat) who have not registered their email addresses with the Company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. Linkintime India Private Limited ("RTA/Linkintime") at rnt.helpdesk@linkintime.co.in and to company at csteam@5paisa.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and SEBI Circular dated May 12, 2020.

8. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
 9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 32.
 10. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc)intending to attend the meetings through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the Meeting electronically at to our RTA at rnt.helpdesk@linkintime.co.in and to company at csteam@5paisa.com.
 11. In terms of Section 152 of the Companies Act, 2013, Mr. Prakarsh Gagdani (DIN –07376258), is liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. Mr. Prakarsh Gagdani (DIN –07376258), is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in Corporate Governance report. Names of companies in which he holds directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided under the explanatory statement.
 12. At the Tenth (10th) AGM held on July 19, 2017, the members approved the appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), as Statutory Auditors of the Company at a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors for a period of five consecutive years from the conclusion of that AGM till the conclusion to Fifteenth (15th) AGM, subject to ratification of their appointment by Members at each AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors till the Fifteenth AGM.
- In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
13. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, June 23, 2020 to Monday, June 29, 2020 (both days inclusive).
 14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection for the members at the Registered Office of the Company during business hours on working days and through electronic means. Members can request the same by sending an email to csteam@5paisa.com till the Annual General Meeting.
 15. Share transfer documents and all correspondence relating thereto, should be addressed to RTA at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or at their designated email id i.e. rnt.helpdesk@linkintime.co.in.
 16. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at rnt.helpdesk@linkintime.co.in and csteam@5paisa.com.
 17. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.

18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or RTA for assistance in this regard.
19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
25. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
26. Additional information of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting, as required under regulation 26(4) and 36(3) of SEBI Listing Regulation and 1.2.5 of SS-2, are annexed to the notice.
27. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/ varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
28. The Company has designated an exclusive e-mail ID called csteam@5paisa.com to redress shareholders'

complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.

29. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions to the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
30. Members can raise questions during the meeting or in advance at csteam@5paisa.com or ir@5paisa.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
31. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
32. The information and instructions for shareholders for remote e-voting are as under:
 - I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Monday, June 22, 2020. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Monday, June 22, 2020, only shall be entitled to avail the facility of e-voting.
 - V. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer, after scrutinizing the votes will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company www.5paisa.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- VII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Monday, June 29, 2020.
- VIII. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- IX. Information and other instructions relating to e-voting are as under:
 - (i) The voting period begins at 09:00 a.m. (IST) on Wednesday, June 24, 2020 and ends at 05:00 p.m. (IST) on Sunday, June 28, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, June 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next, enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Account Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) of 5paisa Capital Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the Corporate module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorised to vote, to the Scrutinizer or Company or Registrar and Transfer Agent at the email address viz; nilesh@ngshah.com or csteam@5paisa.com or rnt.helpdesk@linkintime.co.in, and if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA / Company email id at rnt.helpdesk@linkintime.co.in or csteam@5paisa.com.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at rnt.helpdesk@linkintime.co.in or csteam@5paisa.com.

1. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:-

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

1. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
2. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
5. The shareholders who have not registered themselves can put the question on the chatbot available on the screen at the time of AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Members who need technical assistance before or during the AGM can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-

i. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration and further heading and following the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: <https://linkintime.co.in/emailreg/>

email_register.html on their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration and further heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd , by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration and further heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number , PAN, e - mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying notice

Item No. 3

Mr. Santosh Jayaram, aged 30 years, holds a B. Tech degree and a Master's degree in business management from NMIMS University, Mumbai. He has been associated with 5paisa Capital Limited and IIFL Group since May 2011. He has an experience in area of business process re-engineering, digitisation, product development, mobile application development and user experience management. The other details of Mr. Santosh Jayaram in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard-2 are provided in this Notice.

Further pursuant to Section 2(94) and 196 of the Companies Act, 2013, Mr. Santosh Jayaram was appointed as Wholetime Director of the Company at the Annual General Meeting of the Company held on July 17, 2018 for a period of 3 year ending on January 10, 2021. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on May 07, 2020, had approved the re-appointment of Mr. Santosh Jayaram as Wholetime Director of the Company for a further period of 3 years commencing from January 11, 2021 on the terms and conditions and remuneration as set out in resolution no. 3 of this Notice.

In terms of the provisions of the 5paisa Capital Limited Employee Stock Option Scheme – 2017, 50,000 Stock Options have been granted to Mr. Santosh Jayaram till the date of the report.

Mr. Santosh Jayaram has given:- (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

In compliance with Section 190 of the Companies Act, 2013, terms of service and remuneration of the above mentioned Director would be available for inspection of the Members in physical or in electronic form at the Registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours on any working day.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that the re-appointment of Mr. Santosh Jayaram as a Whole Time Director will be beneficial to the Company and has recommended the Resolution at Item No. 3 of this

Notice relating to the appointment of Mr. Santosh Jayaram as a "Wholetime Director", liable to retire by rotation for a period of 3 years commencing from January 11, 2021, for approval of shareholders of the Company.

Mr. Santosh Jayaram is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Santosh Jayaram may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Mr. Santosh Jayaram is not related to any Director and Key Managerial Personnel of the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at item no. 3 of the Notice for approval by the members.

Item No. 4 and 5

Mr. Gourav Munjal (DIN 06360031) aged 31 years, is the Chief Financial Officer of the Company since January 16, 2019. He holds a bachelor's degree in commerce from Kurukshetra University and is a qualified Chartered Accountant, Company Secretary and diploma holder in IFRS from the Association of Chartered Certified Accountants (ACCA). He has 9 years of experience in the field of accounts and finance. Before joining the Company, he was associated with IIFL Group and has handled finance and accounts functions in the Company. The other details of Mr. Gourav Munjal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard-2 are provided in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Gourav Munjal (DIN: 06360031) was appointed as an Additional Director on the Board of the Company with effect from January 16, 2020 by the Board of Directors at their meeting held on January 16, 2020 under Section 161 of the Act and Article 146 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Gourav Munjal (DIN 06360031) holds office up to the date of the Annual General Meeting but is eligible for being appointed as a Director. In accordance with above, the Company has received a notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Gourav Munjal (DIN 06360031) for his appointment as a Director. Accordingly, the appointment of Mr. Gourav Munjal (DIN 06360031) as a Director recommended for approval of shareholders of the Company.

Further, pursuant to Section 2(94) and 196 of the Companies Act, 2013, Mr. Gourav Munjal was also appointed as a Wholetime Director of the Company, subject to the approval of shareholders, for a period of 3 years with effect from January 16, 2020. Mr. Gourav Munjal has given:- (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI). In terms of the clause of the 5paisa Capital Limited Employee Stock Option Scheme – 2017, 40,000 Stock Options have been granted to Mr. Gourav Munjal till the date of the report.

In compliance with Section 190 of the Companies Act, 2013, terms of service and remuneration of the above mentioned Director would be available for inspection of the Members in physical or in electronic form at the Registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours on any working day.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that the appointment of Mr. Gourav Munjal as a Whole Time Director will be beneficial to the Company and has recommended the Resolution at Item No. 4 and 5 of this Notice relating to the appointment of Mr. Gourav Munjal as a "Wholetime Director", liable to retire by rotation for a period of 3 years commencing from January 16, 2020 on the terms and conditions and remuneration as set out in resolution no. 4 and 5 of this Notice, for approval of shareholders of the Company.

Mr. Gourav Munjal is interested in the resolution set out at Item No. 4 and 5 of the Notice. The relatives of Mr. Gourav Munjal may be deemed to be interested in the resolution set out at Item No. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Mr. Gourav Munjal is not related to any Director and Key Managerial Personnel of the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 4 and Special Resolution for item no. 5 of the Notice for approval by the members.

Item No. 6

Mr. Milin Mehta, is a Chartered Accountant and is a senior partner of K. C. Mehta & Co. Chartered Accountants

(Baroda, Mumbai, Ahmedabad and Bangalore), for about 3 decades. He is a fellow member of the Institute of Chartered Accountants of India. He is also a Law Graduate and has obtained a Master's Degree in Commerce. Mr. Mehta has also been invited as special invitee to the Committee of the Institute of Chartered Accountants for making representation before the Central Board of Direct Taxes / Standing Committee of the Parliament on formation of new Direct Tax Code.

Mr. Mehta was also a member of the Committee set up by the Central Board of Direct Taxes for framing "Tax Accounting Standards" which are renamed as "Income-tax Computation and Disclosure Standards". Presently he is member of the Committee appointed by the Finance Minister under the CBDT for considering the MAT Impact on introduction of IndAS and also to notify further ICDS due to introduction of IndAS. He has held the position of Treasurer and Vice Chairman of the Western India Regional Council of the Institute of Chartered Accountants of India covering Gujarat, Maharashtra and Goa. He has also co-authored a book on "Minimum Alternate Tax" published by the Bombay Chartered Accountants' Society. The other details of Mr. Milin Mehta in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard-2 are provided in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Milin Mehta as an Additional Non-executive Independent Director of the Company to hold office for a period of five consecutive years ending on March 31, 2025, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). In terms of Section 161(1) of the Act, Mr. Milin Mehta, an Additional Non-Executive Independent Director, holds office only upto the date of the forthcoming Annual General Meeting, but is eligible for being appointed as an Independent Director. In accordance with above, the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Milin Mehta as an Independent Director of the Company. Mr. Milin Mehta has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:- (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions would be available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to csteam@5paisa.com.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Milin Mehta vast knowledge and varied experience would be immense benefit to the Company and it is desirable to avail services of Mr. Milin Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Milin Mehta as an Independent Director for a period of 5 (Five) years with effect from April 01, 2020 and not liable to retire by rotation, for approval of shareholders of the Company.

Mr. Milin Mehta is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Milin Mehta may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Mr. Milin Mehta is not related to any Director and Key Managerial Personnel of the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the members.

As an Additional Director, Mr. Milin Mehta holds office till the date of the AGM and is eligible for being appointed as an Independent Director.

None of the Directors, Key Managerial Personnel or their respective relatives, concerned or interested, financially

or otherwise, in the resolution set out at Item No. 6 of the Notice, except the Independent Directors and their relatives to the extent of the shareholding and commission that may be received by them, including for Financial Year 2019-20.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 6 of the Notice for approval of the Members.

Item No. 7,8,9,10 and 11

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of the Company for the financial year 2019-20 is ₹ 108.28 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 10.83 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the members' approval for the following arrangements/transactions/contracts which may be entered into by the Company with its related parties from time to time:

Name of the Company	Nature of Relationship	Nature of Transactions	Amount (₹ in Crores)
IIFL Facilities Services Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter- Corporate Deposits/Guarantees	300 Cr
		Availing or rendering of services/lease/ Marketing Support Fees/Commission/ Referral Income/Brokerage/Delayed Payin Income/Upfront & Trail Commission & others	15 Cr
IIFL Finance Limited (Formerly known as IIFL Holdings Limited)*	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees	400 Cr
		Availing or rendering of services/lease/ Marketing Support Fees/Commission/ Referral Income/Brokerage/Delayed Payin Income/Upfront & Trail Commission & others	15 Cr

*India Infoline Finance limited (Merged with IIFL Finance Limited w.e.f. March 30, 2020)

Name of the Company	Nature of Relationship	Nature of Transactions	Amount (₹ in Crores)
IIFL Securities Limited	Related party as per Accounting Standards and Listing Regulations	Availing or rendering of services/lease/Marketing Support Fees/Commission/Referral Income/Brokerage/Delayed Payin Income/Upfront & Trail Commission & others	25 Cr
IIFL Management Services Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees	200 Cr
		Availing or rendering of services/lease/Marketing Support Fees/Commission/Referral Income/Brokerage/Delayed Payin Income/Upfront & Trail Commission & others	1 Cr
IIFL Home Finance Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/Availing or rendering of services/lease/Marketing Support Fees/Commission/Referral Income/Brokerage/Delayed Payin Income/Upfront & Trail Commission & others	15 Cr

The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point in time.

Upon effective of Composite Scheme of Arrangement amongst IIFL Finance Limited (formerly known as IIFL Holdings Limited), IIFL Distribution Services Limited, IIFL Wealth Management Limited, IIFL Securities Limited, India Infoline Finance Limited, India Infoline Media and Research Services Limited and their respective Shareholders ("Scheme"), India Infoline Finance Limited is merged with IIFL Finance Limited and now the Company shall enter into material related party transaction with IIFL Finance Limited.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions at their respective meetings held on May 07, 2020 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions are in the Ordinary Course of Business and are at arm's length basis.

With respect to the above matter, the Shareholders/Members are requested to note the following disclosures of Interest:

S.N.	Name of the Related Party	Nature of Concern or Interest
1.	IIFL Finance Limited (IIFL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Promoter and Executive Director of IIFL. Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Finance Limited and both hold along with their relatives & persons acting in concert 9,43,43,490 equity shares i.e. 24.94% in IIFL Finance Limited.
2.	IIFL Securities Limited (IIFL SEC)	Mr. Nirmal Jain is a promoter and Mr. Venkataraman Rajamani is co-promoter and Executive Director of IIFL SEC. Mr. Nirmal Jain and Mr. Venkataraman Rajamani both hold along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 29.77% in IIFL Securities Limited.

S.N.	Name of the Related Party	Nature of Concern or Interest
3.	IIFL Management Services Limited (IIFL MSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL MSL is a subsidiary of IIFL SEC. Together they hold 200 equity shares as nominee of IIFL Securities Limited i.e. 0.06% in IIFL MSL.
4.	IIFL Home Finance Limited (IIFL HF)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Non-Executive Directors of IIFL HF. IIFL Home Finance is a Wholly Owned Subsidiary of IIFL Finance Limited.
5.	IIFL Facilities Services Limited (IIFL FSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL SEC and IIFL FSL is a subsidiary of IIFL SEC.

Except the above Directors, Promoters and their Relatives, none of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at item No. 7 to 11.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 7 to 11 of this Notice for approval of the Members.

Information Pertaining to Director seeking reappointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Santosh Jayaram	Mr. Milin Mehta	Mr. Gourav Munjal	Mr. Prakarsh Gagdani
Date of Birth	January 04, 1988	September 08, 1964	June 16, 1988	September 5, 1981
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	January 11, 2018	April 01, 2020	January 16, 2020	December 22, 2015
Qualifications	B. Tech degree and a Master's degree in business management	Chartered Accountant	Chartered Accountant and Company Secretary	Bachelors in Management Studies, Post graduate diploma degree in Portfolio Management
Expertise in specific functional areas	Business process re-engineering, digitisation, product development, mobile application development and user experience management.	Accounts, Finance and Taxation	Accounts, Finance and Taxation	Cross functional experience in sales, advisory, product development and business development. He has gained expertise in retail equity broking domain and is a keen strategist with expertise in managing the entire business and ensuring optimal utilisation of resources.
Number of shares held in the Company (including Options granted under ESOP)	50,000 options granted under relevant ESOP Scheme	Nil	40,000 options granted under relevant ESOP Scheme	30,490 shares and 4,50,000 options granted under relevant ESOP Scheme

Particulars	Mr. Santosh Jayaram	Mr. Milin Mehta	Mr. Gourav Munjal	Mr. Prakarsh Gagdani
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited 	Annexure 1 attached herewith	Nil	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited • 5paisa Trading Limited
Attendance in number of Board Meetings eligible during the financial year 2019-20	Five of Five	Nil of Five	Nil of Five	Five of Five
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil	Nil
Relationships between Directors inter-se	None	None	None	None
Remuneration details (Including Sitting Fees & Commission)	₹ 3,233,155	₹ Nil	₹ 3,363,989	₹ 10,376,546

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.

By Order of the Board of Directors

Namita Godbole
Company Secretary
ACS - 21056

Registered Office: IIFL House,
Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial
Area, Wagle estate, Thane -400604
CIN: L67190MH2007PLC289249
e-mail: csteam@5paisa.com
Telephone No. - 022-41035000

Dated: May 07, 2020
Place: Mumbai

DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF COMPANIES ACT, 2013 IN REFERENCE TO ITEM NO. 3 AND 5 AS MENTIONED ABOVE IS GIVEN HERE UNDER:

I. General Information

Date or Expected Date of Commercial Production	N.A. Since the company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance: -

(₹ in millions)

Particular	For the year/period ended		
	March 31, 2020	*March 31, 2019	March 31, 2018
Total Income	1081.36	606.76	196.52
Depreciation	38.41	14.43	6.67
Total Expenses	1139.32	845.10	521.95
Net Profit before tax	(96.37)	(252.77)	(332.10)
DTA/Tax Expenses	(17.42)	(63.55)	(79.12)
Net Profit after Tax	(78.95)	(189.22)	(252.99)
Paid up Capital	254.78	127.39	127.39
Reserves & Surplus	1127.98	322.21	501.97

* The company has adopted IND AS from 1st April 2019 and comparative financial year figures presented accordingly.

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company except to the extent shares held by Foreign Portfolio Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

i. Information about the Appointees

	Mr. Santosh Jayaram	Mr. Gourav Munjal
Background details	Given in the body of this statement	Given in the body of this statement
Past Remuneration (₹ in lakhs)	32.33	33.63
Recognition and Awards	-	-
Job profile and his suitability	He is the whole Time Director of the Company and devotes his whole attention to the management of the affairs of the company and exercises powers under supervision and superintendence of the Board of the Company	He is the whole Time Director and Chief Financial Officer of the Company and devotes his whole attention to the management of the affairs of the company and exercises powers under supervision and superintendence of the Board of the Company
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and options under ESOP Scheme of the Company, he does not have any other pecuniary relationship with the Company.	Apart from receiving managerial remuneration and options under ESOP Scheme of the Company, he does not have any other pecuniary relationship with the Company.

ii. Comparative remuneration profile with respect to industry, size of company, profile of the position and person

Taking into consideration the size and growth of the company, the profile of Mr. Santosh Jayaram and Mr. Gourav Munjal, the responsibilities shouldered on them and the industry benchmark, the proposed revised remuneration is reasonable, justified and commensurate with remuneration packages paid in the Comparable Companies.

II. Other information:

1. Reasons of loss or inadequate profits:

Your company is a 4 year old start up in relation to the business of providing Financial Products through our online technology platform and our mobile applications. Initial phase of startup goes in creating scalable IT Infrastructure, spending on branding and marketing activities to attract more customers, build skilled manpower for carrying out business operations. All the above activity requires investment. The result of these investments is high growth of customer acquisition. Revenue from the newly acquired customers come subsequently but most of the cost incurred to onboard them is incurred before they are acquired. That's precisely the reason for your company posting operational loss for the FY 2019-20.

2. Steps taken or proposed to be taken for improvement

Your company is taking efforts to improve efficiency and productivity which shall thereby help the company to turn into profits. Our rising customer base, continuous efforts on improving our product and experience and consistent improvement in call centre productivity has helped us bring down acquisition cost considerably. On technology side, our efforts to virtualize servers, Using Cloud Infrastructure helped us bring down the cost. We are also taking efforts in improving support staff efficiency by automating processes. All efforts are helping us grow the business and improve efficiency.

3. Expected increase in productivity and profits in measurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, the company expects the strong growth and the improved Financial performance in coming years.

I. Disclosures:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. Additional information is given in Corporate Governance report.
3. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

By Order of the Board of Directors

Namita Godbole
Company Secretary
ACS - 21056

Registered Office: IIFL House,
Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial
Area, Wagle estate, Thane -400604
CIN: L67190MH2007PLC289249
e-mail: csteam@5paisa.com
Telephone No. - 022-41035000

Dated: May 07, 2020
Place: Mumbai

ANNEXURE -1

Directorship of Mr. Milin Mehta

-
- a) VA TECH WABAG Limited

 - b) Shaily Engineering Plastics Limited

 - c) Deepak Phenolics Limited

 - d) Heubach Colour Private Limited

 - e) Gujarat Life Sciences Private Limited

 - f) Shiva Pharmachem Limited

 - g) Technokraft Products Private Limited

 - h) Rubamin Private Limited

 - i) Vadodara Marathon
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