

August 25, 2025

To, The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001. BSE Scrip Code: 540776	To, The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051. NSE Symbol: 5PAISA
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Dear Sir / Madam,

Sub Summary of Proceedings of 18th (Eighteenth) Annual General Meeting of the Company:

Ref: Disclosure under Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”):

We wish to inform you that the 18th (Eighteenth) Annual General Meeting of the Company (“AGM”) was held today i.e. on Monday, August 25, 2025 at 11:30 AM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the businesses as set forth in the Notice of the 18th AGM of the Company dated July 08, 2025. The deemed venue of the AGM was the Registered Office of the Company situated at IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane – 400604, Maharashtra, India.

In this regard, pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby submit the proceedings of the 18th AGM of the Company.

The same is available on the website of the Company at <https://www.5paise.com/investor-relations>.

You are requested to kindly take the same on record.

Thanking You,
Yours faithfully,

For 5paise Capital Limited

Gourav Munjal
Whole Time Director and Chief Financial Officer
DIN: 06360031
Email: csteam@5paise.com

Encl: As above

5paise Capital Limited

Proceedings of the 18th (Eighteenth) Annual General Meeting of 5paise Capital Limited

Day, Date, Time and Venue: The 18th (Eighteenth) Annual General Meeting (“AGM”) of the Company was held today i.e. on Monday, August 25, 2025 at 11:30 AM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OVAM”). The AGM commenced at 11:30 AM (IST) and concluded at 01:26 PM (IST) (including the time allowed for E-voting at the AGM). 56 (Fifty-Six) Shareholders attended the AGM through VC / OAVM.

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

The following Directors / Key Managerial Personnels and Other Invitees were present through VC / OAVM:

Sr. No.	Name	Designation
1.	Dr. Archana Hingorani	Chairperson and Independent Director (attended from Mumbai)
2.	Ms. Nirali Sanghi	Independent Director (attended from Mumbai)
3.	Mr. Milin Mehta	Independent Director (attended from Vadodara)
4.	Dr. Sarat Kumar Malik	Additional Independent Director (attended from Mumbai)
5.	Mr. Gaurav Seth	Managing Director and Chief Executive Officer (CEO) (attended from office of the Company situated in Bangalore)
6.	Mr. Gourav Munjal	Whole Time Director and Chief Financial Officer (CFO) (attended from the registered office of the Company situated in Thane)
7.	Mr. Ameya Agnihotri	Whole Time Director and Chief Technology Officer (CTO) (attended from office of the Company situated in Bangalore)
8.	Ms. Asha Patel	Partner of M/s. V. Sankar Aiyar & Co., Chartered Accountants, Statutory Auditors of the Company.
9.	Mr. Nilesh Shah	Partner of M/s. Nilesh Shah & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company.
10.	Ms. Aparna Joshi	Proprietress of M/s. Aparna Paricharak & Associates, as the Scrutinizer to monitor remote e-voting and e-voting at this AGM.

Mr. Gourav Munjal – Whole Time Director and Chief Financial Officer (CFO), attending the meeting from Thane, welcomed all the Shareholders present at the 18th (Eighteenth) Annual General Meeting (“AGM”) of the Company. It was informed that as per the Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), the AGM was being conducted through Video Conferencing. Shareholders were further apprised that, considering the meeting was conducted through Video Conferencing, the proxy related procedures were dispensed with in line with the regulatory requirements.

He further explained the rules and procedures to be followed with regards to participation and voting by the shareholders in the resolutions set out in the Notice of the 18th AGM. He further informed that the cut-off date to exercise their votes on the items of businesses given in the Notice of the AGM through remote e-voting was Monday, August 18, 2025. He further informed that the remote e-voting period commenced on Wednesday, August 20, 2025 at 09:00 AM (IST) and concluded on Sunday, August 24, 2025 at 05:00 PM (IST). He further informed that the statutory registers under the Companies Act, 2013 and other documents and certificates as referred to in the Notice of the 18th AGM and Annual Report were made available in the electronic form for inspection.

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He then requested the Chairperson of the Board – Dr. Archana Hingorani, to take over the meeting. Dr. Archana Hingorani chaired the meeting and the requisite quorum being present, she called the meeting to order. She welcomed all the shareholders and apprised them that the AGM was held through Video Conferencing facility provided by Central Depository Services (India) Limited (“CDSL”) and the Company had taken all the necessary steps for the shareholders to join and participate in the meeting seamlessly.

In line with the requirements of provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chairperson apprised that all the Directors of the Company including the Chairman / Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee along with the Statutory Auditors, Secretarial Auditors of the Company and the Scrutinizer appointed by the Board were also present through-out the AGM through Video Conferencing except Mr. Ravindra Garikipati, Independent Director, who conveyed his inability to attend the meeting due to personal reasons and was granted leave of absence. She further informed that the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. Thereafter, she introduced the Board members and mentioned their place of attendance.

She then introduced Mr. Gaurav Seth who was recently appointed as the Managing Director and Chief Executive Officer (CEO) of the Company and Dr. Sarat Kumar Malik who was recently appointed as an Additional Non-Executive Independent Director of the Company.

Thereafter, with the permission of the Shareholders, the Chairperson took the Notice of 18th (Eighteenth) AGM, along with the Annual Report for FY 2024-25, which was circulated to all the members electronically, as read. She further informed the shareholders that the reports of the Statutory Auditors and the Secretarial Auditors did not contain any adverse qualifications, reservations or remarks. With the permission of the shareholders, the said reports were taken as read.

Thereafter, she apprised the shareholders about the performance, growth and overall progress of the Company for the period under review, further highlighting its key achievements and the opportunities available for future growth across all business spheres. She emphasized that, considering the evolving regulatory landscape, the Company remains committed to managing change with clarity, foresight and purpose. While pursuing new growth opportunities, the focus continues to be on delivering sustainable progress in the right way. Recognizing the power of intelligent innovation, she highlighted the Company’s belief in technology that listens, learns and leads with intent. Looking ahead, she expressed that the Company is building forward mindfully, with deep gratitude and unwavering conviction. Reflecting on the journey so far and the road ahead, she conveyed that the Company moves forward with gratitude for its past and strong conviction in its purpose.

She then requested Mr. Gaurav Seth – Managing Director and Chief Executive Officer (CEO) of the Company to address the shareholders. Mr. Gaurav Seth – Managing Director and Chief Executive Officer apprised the shareholders about Company’s performance and achievements during Financial Year 2025, while also outlining the future strategy and priorities for sustaining growth in Financial Year 2026 and beyond.

Thereafter, the Chairperson informed the shareholders that since the AGM was being held through Video Conferencing and the resolutions mentioned in the Notice of the 18th AGM were already put to vote through e-voting, there was no requirement to propose or second any of the resolutions mentioned in the said Notice.

She thereafter moved on to the agenda items as per the Notice of the AGM dated July 08, 2025, as provided below:

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Sr. No.	Particulars	Type of Resolution
ORDINARY BUSINESSES:		
1.	To receive, consider and adopt: (a) The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2025, together with the Report of the Statutory Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. Ameya Agnihotri (DIN: 07680132), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
SPECIAL BUSINESSES:		
3.	To appoint M/s. Nilesh Shah & Associates, Practicing Company Secretaries, (Firm Registration No.: P2003MH008800 and Peer Review No.: 6454 / 2025) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years w.e.f. April 01, 2025 to March 31, 2030.	Ordinary Resolution
4.	To Appoint Dr. Sarat Kumar Malik (DIN: 09791314) as an Independent Director of the Company.	Special Resolution
5.	To approve material related party transactions with IIFL Facilities Services Limited.	Ordinary Resolution
6.	To approve material related party transactions with IIFL Finance Limited.	Ordinary Resolution
7.	To approve material related party transactions with IIFL Management Services Limited.	Ordinary Resolution
8.	To approve material related party transactions with IIFL Capital Services Limited (formerly known as IIFL Securities Limited).	Ordinary Resolution
9.	To approve material related party transactions with IIFL Samasta Finance Limited.	Ordinary Resolution
10.	To approve material related party transactions with IIFL Home Finance Limited.	Ordinary Resolution
11.	To approve material related party transactions with Livlong Insurance Brokers Limited.	Ordinary Resolution
12.	To approve material related party transactions with India Infoline Foundation.	Ordinary Resolution
13.	To approve material related party transactions with 5paisa P2P Limited.	Ordinary Resolution
14.	To approve material related party transactions with 5paisa Trading Limited.	Ordinary Resolution
15.	To approve material related party transactions with 5paisa Corporate Services Limited.	Ordinary Resolution
16.	To approve material related party transactions with 5paisa International Securities (IFSC) Limited.	Ordinary Resolution
17.	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis.	Special Resolution
18.	To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company.	Special Resolution

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Thereafter, the Chairperson requested Mr. Gourav Munjal, Whole-time Director & Chief Financial Officer to invite the members who had registered themselves as speakers to express their views or ask any question(s) to the Board of Directors. Sixteen (16) Members who had registered themselves as speaker-shareholders expressed their views and raised certain questions. Thereafter, Mr. Gaurav Seth – Managing Director and Chief Executive Officer (CEO) and Mr. Gourav Munjal – Whole Time Director and Chief Financial Officer (CFO), replied to the questions raised by the Members by providing appropriate explanation / clarification to the satisfaction of Shareholders.

The Chairperson then requested members who had not voted, to cast their vote on all or any of the Ordinary and Special Businesses, using the e-voting system provided by CDSL, as per the instructions given in the Notice of the 18th AGM. She further informed that members who had already voted electronically through remote e-voting were not eligible to vote in the AGM. She further informed that the e-voting window would remain open for further 15 (fifteen) minutes after the conclusion of the Meeting and requested such members who had not casted their vote through remote e-voting, to vote through e-voting system within the prescribed time. She further informed that the Company had appointed CS Aparna Joshi, Proprietress – M/s. Aparna Paricharak and Associates, Practicing Company Secretary, as the scrutinizer for remote e-voting pursuant to Section 108 of the Companies Act, 2013 for the 18th AGM. She further informed that the voting results for the resolutions would be declared within two (2) working days of the conclusion of the Meeting and the Results / Scrutinizer's report would be available on the website of the Company and the same would also be submitted to the Stock Exchanges in compliance with the provisions of the Act and Listing Regulations.

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

Thereafter, the e-voting facility was open for next 15 minutes, only for those members who had not voted through remote e-voting.

The 18th AGM then concluded at 01:26 PM (IST) (including the time allowed for E-voting at the AGM).

All the resolutions as set forth in the Notice of the 18th AGM are deemed to be passed on August 25, 2025, subject to receipt of requisite majority.

Thanking You,
Yours Faithfully,

For 5paisa Capital Limited

Gourav Munjal
Whole Time Director and Chief Financial Officer
DIN: 06360031
Email: csteam@5paisa.com

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Notes:

- i. *The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to the stock exchanges and also upload on the website of the Company and Central Depository Services (India) Limited, the authorized agency which provided e-voting facility.*
- ii. *This document does not constitute minutes of the proceedings of the 18th Annual General Meeting of the Company.*

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