5paisa

July 28, 2026

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**

Dear Sir / Madam,

Sub: Notice of Postal Ballot – Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the provisions of section 108, 110 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, together with the Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), enclosed herewith is the Postal Ballot Notice (the "Notice") dated July 28, 2026, along with the Explanatory Statement seeking approval of the Members of the Company on following resolutions through the process of Postal Ballot by voting through electronic means i.e., Remote e-Voting:

Sr. No.	Type of Resolution	Description of Resolution
1.	Special Resolution	To consider and approve issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto.

In compliance with the Companies Act, 2013 and MCA Circulars, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company or its Registrar to an Issue and Share Transfer Agent of the Company or with the Depository(ies)/ Depository Participant(s) and whose name appear in the Register of Members or in the list of Beneficial Owners of the Company provided by the Depositories as on the Cut-off Date i.e. **Friday, July 24, 2026.**

The Remote e-Voting facility will be available during the following period:
Commencement of Remote e-Voting: From 9:00 a.m. (IST) on Wednesday, July 29, 2026
End of Remote e-Voting: Till 5:00 p.m. (IST) on Thursday, August 27, 2026

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide the facility of Remote e-Voting for the purpose of conducting this Postal Ballot.

This intimation is also being uploaded on the Company's website at https://www.5paisa.com/investor-relations.

Kindly take the same on record and oblige.

Thanking You,

For 5paisa Capital Limited

GOURAV MUNJAL
Digitally signed by GOURAV MUNJAL
Date: 2026.07.28 23:24:15 +05'30'

Gourav Munjal
Whole Time Director & CFO
DIN: 06360031
Place: Thane
Email: csteam@5paisa.com
Encl: as above

5PAISA CAPITAL LIMITED

CIN: L67190MH2007PLC289249
Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604.
Telephone: (+91) 22 4103 5000 / (+91) 22 2580 6654
E-mail: csteam@5paisa.com **Website:** www.5paisa.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **(the "Act")**, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **(the "Rules")**, Secretarial Standard on General Meetings **("SS–2")** issued by the Institute of Company Secretaries of India, as amended from time to time and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs **("MCA")** *vide* General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; and subsequent circulars issued in this regard, including the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the **"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "Listing Regulations")** and all other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution(s) set out below is proposed to be passed by the Members of 5paisa Capital Limited (**"the Company"**) by means of Postal Ballot, only by voting through electronic means **("remote e-voting")**.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice **("Notice")** is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar to an Issue and Share Transfer Agent (**"RTA"**) of the Company or with the Depository(ies)/ Depository Participant(s), as the case may be and whose names appear in the Register of Members/ List of Beneficial Owners of the Company provided by the Depositories as on Friday, July 24, 2026 (i.e. the **"Cut-off Date"**). Members may note that the Notice shall be available on the website of the Company i.e. https://storage.googleapis.com/5paisa-prod-storage/files/investor_relations/2026-07/Postal%20Ballot%20Notice.pdf, website of BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**) at www.bseindia.com and www.nseindia.com, respectively, website of Central Depository Services (India) Limited (**"CDSL"**) at www.evotingindia.com, and website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (**"MUFG Intime"**), RTA of the Company at https://in.mpms.mufg.com.

An Explanatory Statement pursuant to the provisions of Section 102(1) and all other applicable provisions of the Act pertaining to the proposed resolution(s) setting out all the material facts and additional information as required under the Listing Regulations and SS-2, is annexed to this Notice.

Members holding Equity Shares of the Company as on the Cut-off Date specified in this Notice are entitled to vote on the proposed resolution(s) and to record their assent ("FOR") or dissent ("AGAINST") through remote e-voting. The communication of assent, dissent or abstention by the Members on the resolution(s) proposed in the Notice will only take place through the remote e-voting system only i.e., by casting votes electronically. Members are requested to read the instructions provided in the Notes to this Notice to cast their votes electronically.

The Company has engaged the services of CDSL to provide the remote e-voting facility to its Members. The remote e-voting facility shall be available during the following period and shall be disabled by the CDSL thereafter:

Commencement of remote e-voting: From 9:00 a.m. (IST) on Wednesday, July 29, 2026.
End of remote e-voting: Till 5:00 p.m. (IST) on Thursday, August 27, 2026.

A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holders who are higher in the order of names will be entitled to vote.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Board of Directors of the Company at its Meeting held on July 28, 2026, have appointed CS Swapneel Vinod Patel (Membership No. A41106 / CP No. 15628), Partner, M/s. Shah Patel and Associates, Practising Company Secretaries, Mumbai, as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. They have communicated their willingness for appointment and availability for the said purpose. The decision of the Scrutinizer on the validity of the votes cast, the Postal Ballot process, and the declaration of results shall be final and binding on the Company and the Members.

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable Members to register their e-mail addresses. Members who have not yet registered their e-mail addresses are requested to register the same in the manner specified in the Notes to this Notice in order to receive this Notice and participate in the remote e-voting process.

The Scrutinizer shall, after completion of scrutiny of the votes cast, submit Scrutinizer's report, to the Chairperson of the Company or to a person so authorised. In accordance with Regulation 44(3) of the Listing Regulations, the results of the Postal Ballot through remote e-voting will be announced within two (2) working days from the conclusion of the remote e-voting period. i.e. on or before Monday, August 31, 2026, at the Registered Office of the Company and the same, along with the Scrutinizer's Report, will be placed on the website of the Company i.e. www.5paisa.com and on the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges. The proposed resolutions, if approved, shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e., Thursday, August 27, 2026, by the requisite majority of Members through Postal Ballot.

SPECIAL BUSINESS:

Item No. 1: To consider and approve issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto:

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 179, 186 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) read with the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SEBI SAST Regulations"**) and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (hereinafter referred as **"SEBI"**) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (hereinafter referred as **"FEMA"**) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**) (collectively referred as **"Recognized Stock Exchange"**) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, approval of SEBI for change in control/ surrender of license of Research Analyst of Giskard Datatech Private Limited and/or any other statutory or regulatory authorities, as may be required, and to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and subject to the completion of the conditions precedent or waiver thereof as per the offer letters as executed between the Company and each of the Proposed Investor Allottees (as defined below) and based on the approval of the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded to offer, issue and allot 20,50,588 (Twenty lakh Fifty Thousand Five Hundred and Eighty Eight) equity shares of 5paisa Capital Limited ("**the Company**") having face value of ₹10/- (Indian Rupees Ten) each ("**Equity Shares**") at a price of ₹380/- (Indian Rupees Three Hundred and Eighty only) per Equity Share [which includes a premium of ₹370/- (Rupees Three Hundred and Seventy Only) per Equity Share] ("**Issue Price**"), aggregating up to ₹77,92,23,440/- (Indian Rupees Seventy Seven crore Ninety Two Lakh Twenty Three Thousand Four Hundred and Forty Only) to the following proposed allottees (**"Investors"**), by consideration other than cash towards the acquisition of shares (**"Swap Shares"**) of Giskard Datatech Private Limited (**"Target Company/GDPL"**) from eligible shareholders of the Target Company, in accordance with the terms and conditions of the Share Subscription and Share Purchase Agreement (**"SSPA"**) proposed to be entered into by and amongst the Company, Target Company and Investors, pursuant to a share swap arrangement determined at 1:31, i.e., for every 1 (One) share of GDPL, the eligible shareholders will get 31 (Thirty One) equity shares of the Company, by way of a preferential issue on a private placement basis (**"Preferential Issue"**), and on such terms and conditions as may be determined by the Board of Directors of the Company in accordance with the SSPA, provisions of Chapter V of SEBI

ICDR Regulations and other applicable laws and subject to the Investors complying with the requirements of allotment, including opening of respective demat accounts:

Equity Shareholders	Shares held in GDPL*	% of holding	Existing Shares of the Company	% of holding	Allotment through Swap	Post Swap, Shares held in the Company	% Post allotment
Public							
Mr. Amber Pabreja	38,148	21.71	-	-	11,82,588	11,82,588	2.42
Ms. Devi Yeshodharan	28,000	15.94	-	-	8,68,000	8,68,000	1.77
TOTAL					**20,50,588**	**20,50,588**	**4.19**

** Pursuant to the share swap ratio considered at 1:31, there would be a balance fractional entitlement which would be paid in cash as the actual calculation comes to 1:31.0368.*

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to be allotted, shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals and receipt of in-principle approvals from the Stock Exchanges as the case may be;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

c) The Equity Shares shall be allotted in dematerialized form only, within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or any other requisite approvals, as may be applicable.
Hence, the allotment of Equity Shares is subject to receipt of approval of Members, any approval from Recognized Stock Exchanges and/ or any other competent authorities including receipt of approval of SEBI for change in control/ surrender of license of Research Analyst of the Target Company (GDPL), as may be applicable, and accordingly, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lockin for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations.

e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

f) The price determined and the number of Equity Shares to be allotted and issue price per Share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of the Act and SEBI ICDR Regulations and any other applicable laws for the proposed issue.

g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.

h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Swap Shares and the transfer of such Swap Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this Resolution.

i) All other terms and conditions set out in the respective Investor Offer Letters.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the (**"Relevant Date"**) for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as Tuesday, July 28, 2026, being the date 30 days prior to the last date of remote e-voting, i.e. Thursday, August 27, 2026.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to record the names and addresses of the Proposed Investor Allottees in the prescribed form PAS-5, pursuant to Sub-Rule 4 of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Investor Allottees, pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Equity Shares, in accordance with the provisions of the Act and that Mr. Gaurav Seth, Managing Director & CEO, Mr. Gourav Munjal, Whole Time Director & CFO, Mr. Ameya Agnihotri, Whole Time Director & CTO and Mr. Mehul Somaiya, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to make any changes, as may be required, in the Offer Letter and circulate the same to the Proposed Investor Allottees.

RESOLVED FURTHER THAT if Proposed Allottees fail to transfer the capital held by them in GDPL to the Company or are found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to Proposed Allottees.

RESOLVED FURTHER THAT the Board and any person authorised by the Board, be and are hereby severally authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and any other person authorised by the Board, be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving and settling any questions/ difficulties that may arise in the Preferential Issue, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution in accordance with applicable law including the SEBI ICDR Regulations, SEBI

Listing Regulations and Foreign Exchange Management Act, 1999 and to take all such steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these Resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Date: July 28, 2026
Place: Thane

By order of the Board of Directors
For **5paisa Capital Limited**

Sd/-
Mehul Somaiya
Company Secretary & Compliance Officer
ACS - 43026
Email: csteam@5paisa.com

Registered Office:
IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604.

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")**, read with the rules framed thereunder and the Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India, setting out the material facts in respect of the proposed resolution(s) is annexed hereto and forms part of the Notice of Postal Ballot (the **"Notice"**).

2. Pursuant to Sections 108, 110 and all other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Cut-off date for determining the Members who shall be entitled to receive the Notice and exercise their voting rights as on Friday, July 24, 2026 (**"Cut-off Date"**). A person who is not a Member as on the Cut-off Date should treat this Notice for informational purposes only. Physical copies of this Notice along with Postal Ballot forms and pre-paid business reply envelopes are not sent to Members. Accordingly, the Members are required to communicate their assent, dissent or abstention through remote e-voting system only.

3. In accordance with the Act, the Rules framed thereunder and the General Circulars issued by the Ministry of Corporate Affairs **("MCA")**, this Notice is being sent electronically to those Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date, i.e., Friday, July 24, 2026, as received from the Depositories, i.e., Central Depository Services (India) Limited **("CDSL")** and National Securities Depository Limited **("NSDL")** and whose email addresses are registered with the Company / Depositories / Depository Participants / Registrar and Share Transfer Agent.

   Members whose email addresses are not registered, physical copies of the Notice will be sent to such Members upon request.

4. The Company has engaged the services of Central Depository Services (India) Limited **("CDSL")** as the agency to provide remote e-voting facility to the Members for facilitating remote e-voting to enable the Members to cast their votes electronically.

5. The Notice will also be available on the Company's website at https://storage.googleapis.com/5paisa-prod-storage/files/investor_relations/2026-07/Postal%20Ballot%20Notice.pdf, on the 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, and on the website of CDSL at www.evotingindia.com.

6. Voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member as on the cut-off date, i.e., Friday, July 24, 2026.

7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules framed thereunder, Circulars issued by MCA in this regard, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as amended from time to time, the Company is pleased to provide remote e-voting facility to the Members to exercise their right to vote on the proposed resolution(s) electronically.

   The remote e-voting period will be available during the following period:

   Commencement of remote e-voting: From 9:00 A.M. (IST) on Wednesday, July 29, 2026
   End of remote e-voting: Till 5:00 P.M. (IST) on Thursday, August 27, 2026

The remote e-voting shall not be allowed beyond the aforesaid date and time.

The remote e-voting module shall become inoperative upon expiry of the aforesaid period. During this period, the Members of the Company (including those Members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the Cut-off date, may cast their vote by electronic means through the remote e-voting facility provided by CDSL in the manner as set out here in Note No. 15 below. Once the vote on Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) with the Company or its RTA, in case the shares are held in physical form.

8. The Board of Directors has appointed CS Swapneel Vinod Patel (Membership No. A41106 / CP No. 15628), Partner, M/s. Shah Patel and Associates, Practising Company Secretaries, Mumbai, as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.

9. The Scrutinizer will submit its report, after completion of scrutiny of the votes, to the Chairperson of the Company or any person authorized by him. In accordance with Regulation 44(3) of the Listing Regulations, the results of the Postal Ballot conducted through remote e-voting shall be announced within two (2) working days from the conclusion of the remote e-voting period i.e. on or before Monday, August 31, 2026, at the Registered Office of the Company and the same along with the Scrutinizer's Report, will be placed on the website of the Company i.e. www.5paisa.com and on the website of CDSL at www.evotingindia.com and shall also be simultaneously communicated to the Stock Exchanges.

10. The proposed resolutions, if approved, shall be deemed to have been duly passed by the requisite majority of Members by means of Postal Ballot on the last date specified for remote e-voting, i.e. Thursday, August 27, 2026.

11. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if they were adopted at a General Meeting of the Members.

12. Pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the relevant Circulars issued by the MCA in this regard and the Listing Regulations, as amended from time to time, details of this Notice shall be published in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, having wide circulation in that district, and in an English newspaper having wide circulation in the same district, intimating the dispatch of the Postal Ballot through electronic means.

13. 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.

    For shares held in electronic form: to their Depository Participants (DPs).

For shares held in physical form: to the Company/RTA with details such as Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to csteam@5paisa.com or raise an email query at rnt.helpdesk@in.mpms.mufg.com.

14. All relevant material documents referred to in the Notice and the Explanatory Statement shall be available for inspection in electronic mode without any fee for the Members from the date of circulation of this Notice until the last date of remote e-voting i.e. Thursday, August 27, 2026. Members can inspect such documents by sending an email from their registered e-mail address mentioning their Name, Folio Number/ DP ID and Client ID to the Company at csteam@5paisa.com.

15. The procedure and instructions for remote e-voting are as follows:

    Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

    Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

    (i) The remote e-voting period begins from 9:00 a.m. (IST) on Wednesday, July 29, 2026 till 5:00 p.m. (IST) on Thursday, August 27, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 24, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

    Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

    In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

    Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

    (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for remote e-voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank 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. • 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.

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

(vi) 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 to be also 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for **"5paisa Capital Limited"**.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. csteam@5paisa.com, 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.**

If you have any queries or issues regarding remote e-voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 21 09911.

Some of the important details regarding the remote e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through remote e-voting	Friday, July 24, 2026
Commencement of remote e-voting period	Wednesday, July 29, 2026
End of remote e-voting period	Thursday, August 27, 2026

The remote e-voting module will be disabled by CDSL after 05:00 P.M. on Thursday, August 27, 2026.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESSES TO BE TRANSACTED THROUGH POSTAL BALLOT

Item No. 1

The Board of Directors of the 5paisa Capital Limited (**"Company/5Paisa"**) at its meeting held on July 28, 2026 have, subject to approval of shareholders, approved to offer, issue and allot 20,50,588 (Twenty lakh Fifty Thousand Five Hundred and Eighty Eight) equity shares of 5paisa Capital Limited ("the Company") having face value of ₹10/- (Indian Rupees Ten) each ("Equity Shares") at a price of ₹380/- (Indian Rupees Three Hundred Eighty only) per Equity Share [which includes a premium of ₹370/- (Rupees Three Hundred and Seventy Only) per Equity Share] ("Issue Price"), aggregating up to ₹77,92,23,440/- (Indian Rupees Seventy Seven crore Ninety Two Lakh Twenty Three Thousand Four Hundred and Forty Only) to following allottees:

It was further confirmed that any fractional shares arising due to the share swap ratio shall be settled in cash to ensure equitable and practical implementation of the transaction.

Equity Shareholders	**Shares held in GDPL***	**% of holding**	**Existing Shares of the Company**	**% of holding**	**Allotment through Swap**	**Post Swap, Shares held in the Company**	**% Post allotment**
Public							
Mr. Amber Pabreja	38,148	21.71	-	-	11,82,588	11,82,588	2.42
Ms. Devi Yeshodharan	28,000	15.94	-	-	8,68,000	8,68,000	1.77
TOTAL					**20,50,588**	**20,50,588**	**4.19**

** Pursuant to the share swap ratio considered at 1:31, there would be a balance fractional entitlement which would be paid in cash as the actual calculation comes to 1:31.0368.*

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

1. **The date of Passing Board Resolution for approving Preferential Issue & Maximum number of securities offered and the price at which security is being offered**

   The Board of Directors at their meeting held on July 28, 2026, have approved the preferential Issue of 20,50,588 (Twenty lakh Fifty Thousand Five Hundred and Eighty Eight) at an Issue price of ₹380/- (Indian Rupees Three Hundred Eighty only) on a private placement basis to the identified shareholders of GDPL by way of a share swap arrangement. The share exchange ratio has been determined at 1:31, i.e., for every 1 (One) share of GDPL, the eligible shareholders will get 31 (Thirty One) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

2. Object of the preferential issue:

<u>Background</u>

5paisa is a listed fintech-led financial services company operating primarily as a digital discount brokerage platform in India. Its business is linked to online broking, investment products and technology-enabled capital market services.

Giskard Datatech Private Limited ("GDPL") is an unlisted SEBI registered Research Analyst private company incorporated in 2016 having its registered office in Bengaluru. It operates Trendlyne, a stock market analytics and investment research platform used by retail investors, analysts, fund managers and advisers. Trendlyne's platform is described as using a cloud-based proprietary data engine to process large volumes of market data for real-time insights.

In furtherance to the strategic decisions by the Board of both the Companies, 5paisa is proposing a preferential Issue via share swap for consideration other than cash.

<u>Object of the Issue:</u>

<u>The overview, object and impact of said issue including the rationale & justification of total Purchase Consideration are as follows:</u>

Considering the potential of Giskard Datatech Private Limited ("**Target Company/ Giskard/ GDPL**") and the benefits which can be derived to the Company, it is proposed to acquire the equity share capital of Giskard as part of its strategic growth initiatives and to strengthen its digital investment ecosystem. The proposed acquisition will enable the integration of Target Company advanced research and analytics capabilities, including stock screening, portfolio analytics, research reports, investment alerts, proprietary databases, algorithms, and AI-enabled investment solutions into the Company's platform. This integration is expected to enhance the overall customer experience by providing advanced investment research and decision-support tools through a unified platform.

The acquisition is also expected to improve customer engagement and retention while creating cross-selling opportunities across the Company's broking, mutual fund, IPO, derivatives, wealth management, and other financial products. Further, the transaction will strengthen the Company's retail investor ecosystem by combining research, analysis, and execution capabilities under one platform and facilitate the acquisition of valuable technology assets and intellectual property.

Accordingly, the Company proposes to acquire 100% of the equity share capital of GDPL from its existing shareholders as part of a composite acquisition transaction. Upon completion of the proposed transaction, the Target Company shall become a wholly owned subsidiary of the Company, subject to receipt of requisite corporate and regulatory approvals and completion of the transaction documents.

The proposed acquisition shall be implemented through a combination of cash consideration and a share swap arrangement, as follows:

a. Cash consideration: to be paid by the Company to those shareholders of GDPL who have opted for the same. As part of the commercial understanding, the cash component of the consideration is required to be paid immediately and thus to facilitate the said requirement and enable timely completion of the transaction, the Company will acquire certain shares of GDPL directly from the existing shareholders of GDPL against payment of the cash consideration, as may be decided by the Board. *The aforesaid activity is not a part of on-going preferential issue and would be a separate transaction between the Company and shareholders of GDPL*; and

b. Share swap: of equity shares of the Company to the proposed allottees who have opted for equity shares of the Company for a certain proportion of their shareholding in GDPL - by way of a share swap arrangement in the ratio of 1:31, i.e., for every 1 equity share held in the Target Company available for share swap, the eligible shareholders shall receive 31 equity shares of the Company, with the balance consideration for fractional shares that could not be swapped due to swap ratio, and wherever applicable, being discharged in cash.

   5paisa shall undertake the necessary steps for obtaining board, shareholder, stock exchange and other applicable regulatory approvals for the proposed preferential issue of equity shares for swap of shares. Upon receipt of such approvals, the shares of GDPL acquired by the promoters are proposed to be swapped against equity shares of 5paisa, in accordance with the agreed transaction structure and applicable laws.

Further, it is to be noted that the Target Company also has a Research Analyst license and as per the SEBI (Research Analysts) Regulations, 2014, read with the SEBI circulars including Master Circulars thereof, prior approval of SEBI is required in case of any change in the control or surrender of license of the Target Company and accordingly, if the said proposal gets approved by the Board, the Target Company would also initiate the process of prior approval of SEBI for such change/ surrender of license, as may be decided.

Justification for arriving at total Purchase Consideration:

The Purchase Consideration has been determined based on a valuation report issued by an independent registered valuer, considering recognized valuation methodologies including asset-based, market-based and income-based approaches.

The Board believes that the consideration is fair and reasonable and in the best interest of the Company and its shareholders.

3. **Maximum number of specified securities to be issued and the price at which security is being offered and price or price band at/within which the securities offered and allotment is proposed:**

The special resolution contained in Item No. 01 of the Notice dated July 28, 2026, have been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (hereinafter referred as “Act”) and Regulations 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as “SEBI ICDR Regulations”), to issue and allot 20,50,588 (Twenty Lakh Fifty Thousand Five Hundred and Eighty Eight) Equity shares of face value of ₹10/- each (Indian Rupees Ten only), at an issue price of ₹380/- (Indian Rupees Three Hundred and Eighty Only) per Equity share (including a premium of ₹370/- per Equity share) (Indian Rupees Three

Hundred and Seventy Only) ["Issue Price"], aggregating up to ₹77,92,23,440 (Indian Rupees Seventy-Seven Crore Ninety-Two Lakhs Twenty-Three Thousand Four Hundred and Forty Only) such Issue Price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations.

4. Basis on which the price has been arrived:

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price for the shares proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, the clause 10(1)(f) of AOA of the Company states that, *"Where at any time, it is proposed to increase the subscribed capital of the Company by issue of further shares, then, such further shares shall be offered to any persons, if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (a), clause (b), clause (c), clause (d) either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed."*

Apart from this, the AOA is silent on the pricing methodology and does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

In view of the aforesaid, the Company has engaged Mr. Raghav Mandhana (bearing IBBI Registration No.: IBBI/RV/06/2025/15965), as the registered valuer for obtaining the certificate as stated in Regulation 164 of the ICDR Regulations, which provided minimum floor price as ₹376.08/- (Indian Rupees Three Hundred Seventy-Six and Eight Paise Only).

The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited. In accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the equity shares of the Company are frequently traded on the above Stock Exchanges.

For the purpose of computation of the price per equity share, the National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume for the said period and accordingly the same has been considered.

Issue Price of ₹380/- per Equity share, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations, being higher of the following:

In terms of the applicable provisions of SEBI ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

1) the 90-trading days' volume weighted average price (i.e. ₹331.45) of the Company's shares quoted on the stock exchange (NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume,) preceding the "Relevant Date";

or

2) the 10-trading days' volume weighted average price (i.e. ₹376.08) of the Company's shares quoted on the stock exchange (NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume) preceding the "Relevant Date";

or

3) the price determined (i.e. ₹376.08) under the valuation report obtained by the Company from an independent registered valuer.

Additionally, the Company has determined the swap ratio for the preferential issue of equity shares basis the valuation of both the Companies GDPL and 5paisa for which the valuation report dated June 18, 2026, and July 28, 2026, respectively, has been issued by Raghav Mandhana, bearing IBBI Registration No. IBBI/RV/06/2025/15965, independent registered valuer.

5. Relevant Date:

The Relevant Date in accordance with SEBI ICDR Regulations is fixed as July 28, 2026 i.e. 30 days prior to the date on which the resolution is deemed to be passed i.e. August 27, 2026 i.e. the last date for the remote e-Voting.

6. Shareholding Pattern before and after the issue:

Details of pre and post allotment shareholding is mentioned below:

Sr. No.	**Category**	**Pre-Issue**		**Post Issue**		
		No. of Shares Held (A)	**% of shareholding (B)**	**No. of Equity Shares to be Allotted (C)**	**No. of Shares held D= (A+C)***	**% of shareholding (E)***
A	**Promoters and Promoter Group Holding:**					
1	**Indian:**					
a)	Individual/HUF	1,62,59,424	**34.68**	0	1,62,59,424	**33.23**
	Sub Total	**1,62,59,424**	**34.68**	**0**	**1,62,59,424**	**33.23**
b)	Any Other (Bodies Corporate)	8,53,969	**1.82**	0	8,53,969	**1.75**
	Sub Total	**8,53,969**	**1.82**	**0**	**8,53,969**	**1.75**
2	Foreign Promoters	0	0.00	0	0	0.00
	Total (A)	**1,71,13,393**	**36.50**	**0**	**1,71,13,393**	**34.97**
B	**Public Holding/Non-Promoter Holding:**					
1	**Institutions:**					
a)	Mutual Funds	0	**0.00**	0	0	**0.00**
b)	Alternative Investment Funds	0	**0.00**	0	0	**0.00**
c)	Banks	0	**0.00**	0	0	**0.00**
d)	NBFCs registered with RBI	40	**0.00**	0	40	**0.00**
e)	Any Other (Institutions (Domestic))	0	**0.00**	0	0	**0.00**

Sr. No.	Category	Pre-Issue		Post Issue		
		No. of Shares Held (A)	% of shareholding (B)	No. of Equity Shares to be Allotted (C)	No. of Shares held D= (A+C)*	% of shareholding (E)*
f)	Qualified Institutional Buyer (QIB)	0	**0.00**	0	0	**0.00**
g)	Foreign Portfolio Investor	70,84,857	**15.11**	0	70,84,857	**14.48**
h)	Foreign Bodies Corporate	0	**0.00**	0	0	**0.00**
	TOTAL B1	**70,84,897**	**15.11**	0	**70,84,897**	**14.48**
2	**Non-Institution:**					
a)	Private corporate bodies	0	**0.00**	0	0	**0.00**
b)	Directors and relatives (Independent Director and his relatives)	0	**0.00**	0	0	**0.00**
c)	Indian public (Resident Individuals)	61,44,351	**13.11**	20,50,588	81,94,939	**16.75**
d)	Key Managerial Personnel	41,231	**0.09**	0	41,231	**0.08**
e)	Non-Resident Indians (NRIs)	2,35,455	**0.50**	0	2,35,455	**0.48**
f)	Investor Education and Protection Fund (IEPF)	0	**0.00**	0	0	**0.00**
g)	Foreign Companies	1,15,05,195	**24.54**	0	1,15,05,195	**23.51**
h)	Bodies Corporate	5,12,548	**1.09**	0	5,12,548	**1.05**
i)	Any Other (specify)	42,42,187	**9.05**	0	42,42,187	**8.67**
j)	ESOP Trust	3,000	**0.01**	0	3,000	**0.01**
	TOTAL B2	**2,26,83,967**	**48.38**	**20,50,588**	**2,47,34,555**	**50.55**
	Sub Total (B)	**2,97,68,864**	**63.50**	**20,50,588**	**3,18,19,452**	**65.03**
	TOTAL (A+B)	**4,68,82,257**	**100.00**	**20,50,588**	**4,89,32,845**	**100.00**

7. **Name and address of the valuer who performed the valuation:**

   Name: Raghav Mandhana
   IBBI Registered No.: IBBI/RV/06/2025/15965
   Address: Office No. Mandhana Bhawan, Puroshotam Pura, Near Niyon Ki Gali, Balotra, Barme, Rajasthan – 344022.

8. **The class or classes of person to whom allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:**

Proposed Allottees	Class of allottees-Pre preferential issue	Class of allottees-Post preferential issue
Mr. Amber Pabreja	Non-Promoter. Further, there is no pre-preferential holding in the Company.	Non-Promoter and Public Category - Individual
Ms. Devi Yeshodharan	Non-Promoter. Further, there is no pre-preferential holding in the Company.	Non-Promoter and Public Category - Individual

9. Intention of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel or Senior Management are intending to subscribe to the offer.

10. Proposed time limit within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the proposed allottees in dematerialized form only, within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or any other requisite approvals, as may be applicable.

Hence, the allotment of Equity Shares is subject to receipt of approval of Members, any approval from Recognized Stock Exchanges and/ or any other competent authorities including receipt of approval of SEBI for change in control/ surrender of license of Research Analyst of the Target Company (GDPL), as may be applicable, and accordingly, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

11. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment:

There will be no change in the control or management of the Company pursuant to the proposed preferential issue except for 1.53 % reduction in the percentage holding of the promoters of the Company.

12. Material Terms of raising of such securities:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

c) The Equity Shares shall be allotted in dematerialized form only, within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members or any other requisite approvals, as may be applicable.
Hence, the allotment of Equity Shares is subject to receipt of approval of Members, any approval from Recognized Stock Exchanges and/ or any other competent authorities including receipt of approval of SEBI for change in control/ surrender of license of Research Analyst of the Target Company (GDPL), as may be applicable, and accordingly, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lockin for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations.
e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
f) The price determined and the number of Equity Shares to be allotted and issue price per Share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI ICDR Regulations, 2018 and any other applicable laws for the proposed issue.
g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.
h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Swap Shares and the transfer of such Swap Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.
i) All other terms and conditions set out in the respective Investor Offer Letters.

13. Amount which the Company intends to raise by way of such issue of securities:

The shares are being allotted for consideration other than cash by way of swap of shares.

14. Principle terms of assets charged as securities: Not Applicable

15. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

16. Valuation for consideration other than Cash:

It is proposed that the Purchase Consideration for the acquisition shall be discharged by issuing the equity shares of the Company to allottees. The valuation of the said shares of GDPL has been arrived based on valuation report dated June 18, 2026, issued by Raghav Mandhana, bearing IBBI Registration No. IBBI/RV/06/2025/15965, independent registered valuer.

17. Lock-in period:

The Equity Shares proposed to be issued and allotted pursuant to the Preferential Issue shall be subject to lock-in requirements as prescribed under Chapter V of the SEBI ICDR Regulations, as amended from time to time.

Further, the pre-preferential shareholding of the allottees, if any, shall also be subject to lock-in, as applicable, in accordance with the provisions of the SEBI ICDR Regulations.

18. Listing of the proposed shares:

The Company shall make an application to the Stock Exchanges on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

19. Certificate from a Practicing Company Secretary:

The certificate issued by M/s. Makarand Joshi & Co., Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations is available electronically for inspection on the website of the Company from the date of circulation of this Notice up to the last date of remote e-Voting.

The said certificate is available on the website of the company at https://storage.googleapis.com/5paisa-prod-storage/files/investor_relations/2026-07/PCS%20Certicate.pdf.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Not Applicable as the shares are proposed to be allotted to individuals.

Equity Shareholders	Shares held in GDPL*	% of holding	Existing Shares of the Company	% of holding	Allotment through Swap	Post Swap, Shares held in the Company	% Post allotment
Public							
Mr. Amber Pabreja	38,148	21.71	-	-	11,82,588	11,82,588	2.42
Ms. Devi Yeshodharan	28,000	15.94	-	-	8,68,000	8,68,000	1.77
TOTAL					**20,50,588**	**20,50,588**	**4.19**

** Pursuant to the share swap ratio considered at 1:31, there would be a balance fractional entitlement which would be paid in cash as the actual calculation comes to 1:31.0368.*

Also, there will be no change in the control or management of the Company pursuant to the proposed preferential issue except for 1.53 % reduction in the percentage holding of the promoters of the Company.

21. Other Disclosures:

a) None of the Promoters and Directors of the Company nor the Company is categorized as wilful defaulters or fraudulent borrower by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

b) None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) The Proposed Allottee has not sold any equity shares of the Company during the 90 trading days preceding the Relevant date.

d) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.

e) The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so.

f) The Company undertakes if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

g) The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.

Given that the Proposed Preferential Issue is for a non-cash consideration (being swap of the Purchase Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI ICDR Regulations is not applicable.

The approval of the shareholders by way of a Special Resolution is required for the proposed issue and allotment of equity shares to allottees on a preferential basis pursuant to the applicable provisions of the Act read with applicable rules made there under and SEBI ICDR Regulations.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 1 of the accompanying Notice relating to the issue and allotment of equity shares on a Preferential basis.