

SCRUTINIZER'S REPORT

To,
The Chairperson,
5paisa Capital Limited
(CIN: L67190MH2007PLC289249)
IIFL House, Sun Infotech Park, B-23,
Road No. 16V, MIDC, Wagle Estate,
Thane Industrial Area, Thane – 400604.

Scrutinizer's Report on postal ballot process conducted to obtain the approval of Shareholders of 5paisa Capital Limited ("the Company") through electronic voting system in accordance with the provisions of section 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 20 and rule 22 of Companies (Management and Administration) Rules, 2014.

Dear Madam,

We are pleased to present the report on the Postal Ballot conducted by **5paisa Capital Limited ("the Company")** seeking consent of its members for the Ordinary Resolutions as contained in the Notice of Postal Ballot dated 12th February 2025.

1. In terms of provisions 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I, CS Aparna Joshi (Membership No. F7172/CP No. 6738), Proprietress of M/s. Aparna Paricharak and Associates, Practicing Company Secretary, Thane was appointed as the Scrutinizer by the Company on 12th February 2025 to conduct the Postal Ballot in respect of Ordinary Resolutions as contained in the Notice dated 12th February, 2025.
2. In terms of section 110 and 108 of the Companies Act, 2013 and other applicable provisions, if any of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020 read with all the subsequent circulars in this regard, and latest being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI 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 Company has sent the Postal Ballot Notice dated 12th February, 2025 on 18th February, 2025 by email only to those members who have registered their e-mail address with the Company / Depositories.
3. Physical copies of the notice, Postal Ballot forms and other requisite documents were not dispatched to the members for this Postal Ballot. Accordingly, the communication of the assent and dissent of the members had taken place through the remote e-voting system only.
4. The members of the Company holding equity shares as on the 'cut-off date' i.e. Friday, 14th February, 2025 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 12th February, 2025, through remote e-voting only.

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by APARNA
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JOSHI Date: 2025.03.25
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5. The Company has published an advertisement on 19th February, 2025 in The Free Press Journal, an English Newspaper, Business Standard, an English Newspaper and in Nav Shakti, a vernacular (Marathi) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 12th February, 2025, and also specifying therein the matters prescribed in the Rules with regard e-voting. The Postal Ballot Notice is placed on www.5paisa.com, www.bseindia.com, www.nseindia.com and www.evotingindia.com.
6. The Company had appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting facility was kept open from Thursday, 20th February, 2025 (9:00 a.m.) to Saturday, 22nd March, 2025 (5:00 p.m.). The e-voting facility was blocked forthwith thereafter.
7. The votes cast by the members electronically were unblocked on Saturday, 22nd March 2025. The report of the members' e-voting was downloaded thereafter.
8. The electronic votes recorded from Thursday, 20th February, 2025 (9:00 a.m.) to Saturday, 22nd March, 2025 (5:00 p.m.), being last date and time fixed by the Company for remote e-voting received as available in the CDSL website have been considered in our scrutiny.
9. The summary of remote e-voting received of the following resolutions are as under:-

Item No. 1: as an Ordinary Resolution:

Approval for appointment of Mr. Gaurav Seth as a Director of the Company, liable to retire by rotation

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	109	2,12,26,722	100%
Dissent	8	703	0
Not Voted	0	0	0
Total	117	2,12,27,425	100%

Item No. 2: – as an Ordinary Resolution:

Approval for the appointment and remuneration of Mr. Gaurav Sheth (DIN: 10415364) as a Managing Director & Chief Executive Officer (CEO) of the Company.

Particulars	Number of Valid Votes		Percentage (%)
	Remote e-voters	Remote e-votes	
Assent	105	2,11,38,376	99.58%
Dissent	12	89,049	0.42%

Not Voted	0	0	0
Total	117	2,12,27,425	100%

10. You may accordingly declare the results of the postal ballot process conducted through electronic voting system.
11. Based on the aforesaid result, we report that, the Ordinary Resolution as contained in the Notice of Postal Ballot dated 12th February, 2025 has been passed with requisite majority.

Thanking you,

For Aparna Paricharak and Associates
Practising Company Secretaries
 Peer Review Registration No.3987/2023

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 by APARNA
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JOSHI Date: 2025.03.25
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CS Aparna Joshi
Proprietress
FCS – 7172 | CP – 6738
 Scrutinizer for postal ballot process
 conducted through electronic voting system
UDIN: F007172F004147913

Place: Thane
 Date: 25th March 2025

Witness

Countersigned and received the report

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CS Namita Godbole
 Company Secretary and Chief Compliance Officer
 5paisa Capital Limited

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