

December 16, 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, 5 <sup>th</sup> 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: Submission of Scrutinizers Report:**

**Ref: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 108 & Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014:**

We wish to inform you that the Special Resolution for the appointment of Mr. Zor Gorelov (DIN: 11329941) as a Non-Executive Independent Director of the Company, as proposed in the Postal Ballot Notice dated November 07, 2025, has been passed by the Shareholders with the requisite majority on December 13, 2025 (the last date of remote e-voting).

In this regard, we hereby submit the Scrutinizer’s Report pursuant to Rule 20(4), Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the SEBI Listing Regulations.

The Voting Results along with the Scrutinizers Report is available on the website of the Company i.e. [www.5paisa.com](http://www.5paisa.com) and will also be made available on the website of Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com).

We request you to kindly take the same on record.

Thanking You,  
Yours faithfully,

**For 5paisa Capital Limited**

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**Charvi Panchmatia**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No.: A49189**  
**Email: [csteam@5paisa.com](mailto:csteam@5paisa.com)**

*Encl: As above*

**5paisa Capital Limited**

Registered Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane - 400604  
Tel.: +91 22 41035000 | E-mail: [support@5paisa.com](mailto:support@5paisa.com) | Website: [www.5paisa.com](http://www.5paisa.com) | CIN: L67190MH2007PLC289249

# SHAH PATEL & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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## SCRUTINIZER'S COMBINED REPORT ON E-VOTING

*[Pursuant to section 108 and 109 of the Companies Act, 2013 and the Companies  
(Management and Administration) Rules, 2014 as amended]*

**M/S. 5paisa Capital Limited**

**Scrutinizers:**

**M/s. Shah Patel & Associates  
(Practising Company Secretaries)**

198/A, Jaya Niwas CHS,

Jain Society, Sion West,

Mumbai - 400 022

[cs@spassociates.co](mailto:cs@spassociates.co)

+91 9870670676/ +91 9769086522

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198/A, Jaya Niwas, Ground Floor, Block-1, Gujarat Society, Sion West, Mumbai 400022

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# SHAH PATEL & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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Date: December 15, 2025

To,  
The Chairperson  
**SPAISA CAPITAL LIMITED**  
*IIFL House, Sun Infotech Park,  
Road No.16V, Plot No. B-23,  
Wagle Estate, Thane - 400604.*

**Ref: Postal Ballot only through remote e-voting mode in respect of Special Resolution contained in the Notice of Postal Ballot dated November 07, 2025.**

Dear Sir,

I, Mr. Swapneel Vinod Patel, Practicing Company Secretary, Partner of M/s. Shah Patel & Associates, having its office at 198/A, Jaya Niwas CHS, Jain Society, Sion West, Mumbai - 400 022, was appointed as a Scrutinizer, to conduct the postal ballot process in fair and transparent manner in respect of Special Resolution contained in the notice of postal ballot dated November 07, 2025 issued under provisions of Section 110 read with 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 Rule 20 and Rule 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 20/2020 dated May 05, 2020, read with 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 "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 Notice dated November 07, 2025 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent through electronic mode to those Members whose e-mail addresses were registered with the Company / Registrar and Share Transfer Agent of the Company / Depositories as on Friday, November 07, 2025 ("Cut-Off Date"). The Company had engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its members.

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# SHAH PATEL & ASSOCIATES

## PRACTISING COMPANY SECRETARIES

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The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting on the Special Resolution contained in the Notice of Postal Ballot.

My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution contained in the Notice of Postal Ballot, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I hereby submit scrutinizer's report on the results of the voting by postal ballot only through remote e-voting in respect of the Special Resolution set out in the Notice of the Postal Ballot:-

- a) The e-voting period remained opened from Friday, November 14, 2025 (9:00 a.m. IST) and ended on Saturday, December 13, 2025 (5:00 p.m. IST).
- b) The shareholders holding shares as on the Cut-Off Date i.e. Friday, November 07, 2025 were entitled to vote on the proposed Special Resolution set out in the Notice of the Postal Ballot.
- c) The votes were unblocked on December 15, 2025, after conclusion of remote e-voting, at 12:23 p.m., in the presence of two witnesses who are not in the employment of the Company.
- d) Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of CDSL and based on that such report is generated.
- e) Corporate members who had participated in the remote e-voting have provided scanned copy of the resolution/authority letters passed by their Board of Directors Meeting for authorization to exercise their votes through e-voting and those who have not provided such resolution/authorisation letter have been considered as invalid.

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# SHAH PATEL & ASSOCIATES

## PRACTISING COMPANY SECRETARIES

The Result of remote e-voting on the Special Resolution contained in the Notice of Postal Ballot is as under:-

Mode of voting	Total Valid Votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No. of ballot / e-voting entry	Nos	% to total valid votes	No. of ballot / e-voting entry	Nos	% to total valid votes	No. of ballot / e-voting entry	Nos
Item No 1: Appointment of Mr. Zor Gorelov (DIN: 11329941) as a Non-Executive Independent Director.									
E-voting	1,94,75,166	109	1,94,74,444	99.9963	11	722	0.0037	-	-
Poll	-	-	-	-	-	-	-	-	-
Total	1.94.75.166	109	1.94.74.444	99.9963	11	722	0.0037	-	-

Based on the aforesaid results, we report that the Special Resolution as contained in the Notice of the Postal Ballot dated November 07, 2025, has been passed with the requisite majority.

You may accordingly declare the results of the postal ballot process conducted through the electronic voting system.

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Postal Ballot and thereafter the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For **SHAH PATEL & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

Swapneel  
Vinod Patel

Digitally signed by  
Swapneel Vinod Patel  
Date: 2025.12.15  
19:02:35 +05'30'

**SWAPNEEL PATEL**  
**PARTNER**

**COP 15652**

Place: Mumbai

Dated: December 15, 2025

UDIN: A041106G002433100

198/A, Jaya Niwas, Ground Floor, Block-1, Gujarat Society, Sion West, Mumbai 400022

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