5paisa

July 29, 2026

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

Dear Sir/Madam,

Subject: Revision of Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the Board Meeting

In continuation of the outcome of the meeting of the Board of Directors submitted to the Stock Exchanges on July 28, 2026, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that an inadvertent error occurred in the outcome submitted to the Stock Exchanges.

The following paragraph was inadvertently included in the outcome and does not form part of the approval granted by the Board:

"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 promoters of 5paisa have expressed their willingness to 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 Company wishes to clarify that, as disclosed in the Postal Ballot Notice and other documents previously filed with the Stock Exchanges, the proposed acquisition of the shares of GDPL shall be undertaken by the Company itself, with the consideration being discharged through a combination of cash consideration and share swap, in the manner and to the extent set out in the relevant disclosures and the annexures thereto. There is no proposal for the promoters of the Company to acquire shares of GDPL from its existing shareholders as part of the approved transaction.

Accordingly, a revised Outcome of the Board Meeting dated July 28, 2026, is enclosed herewith as **Annexure A.** Kindly note that all other disclosures contained in the Outcome of the Board Meeting dated July 28, 2026, remain unchanged and have been re-annexed for kind perusal.

Please take the same on your records.

Thanking you,

For 5paisa Capital Limited

GOURAV MUNJAL
Digitally signed by GOURAV MUNJAL
Date: 2026.07.29 13:44:52 +05'30'

Gourav Munjal
Whole-time Director & CFO
DIN: 06360031
Email: csteam@5paisa.com
Place: Thane

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 Limited, Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Symbol: 5PAISA

Dear Sir/Madam,

Subject: Intimation of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Outcome of Board Meeting

In furtherance of the prior Intimation given to the stock exchanges on July 23, 2026, and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its meeting held on Tuesday, July 28, 2026, *inter-alia*, considered and unanimously:

1. Approved the acquisition of 100% of the equity share capital of Giskard Datatech Private Limited ("Giskard" or "Target Company") through a combination of cash consideration and a share swap arrangement. The Company proposes to acquire up to 1,03,082 (One Lakh Three Thousand Eighty-Two) equity shares (58.68%) of the diluted paid-up equity share capital) of the Target Company for an aggregate cash consideration not exceeding Rs. 1,21,57,49,108 (Rupees One Hundred Twenty-One Crore Fifty-Seven Lakh Forty Nine Thousand One Hundred and Eight Only) and up to 66,148 (Sixty-Six Thousand One Hundred and Forty Eight) equity shares (37.65%) of the diluted paid-up equity share capital) through issuance of equity shares of the Company on a preferential basis for consideration other than cash in the share exchange ratio of 1:31.

   Upon completion of the transaction and subject to receipt of necessary approvals and execution of definitive documents, Giskard shall become a wholly owned subsidiary of the Company.

2. Approved the preferential issue of 20,50,588 (Twenty Lakh Fifty Thousand Five Hundred Eighty-Eight) Equity shares of 5paisa Capital Limited ("Company") by consideration other than cash, in lieu of acquiring shares of Giskard, in accordance with the terms and conditions of the Shareholders' Cum Purchase Agreement ("SCPA"), 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, by way of a preferential issue on a private placement basis ("Preferential Issue"), as amended and other applicable laws, subject to the receipt of necessary approvals including approval of the Shareholders of the Company and other regulatory / statutory approvals, as may be required, in this regard.

   The proposal to conduct Postal Ballot process for seeking approval of the shareholders of the Company for the aforesaid agenda item and approved the draft notice dated July 28, 2026, for the same. The Notice of the said Postal Ballot shall be submitted to the Stock Exchanges in due course in compliance with provisions of the SEBI Listing Regulations.

The details as required pursuant to Regulation 30 of the SEBI Listing Regulations as amended from time to time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as 'Annexure(s)' to this letter.

The Board Meeting commenced at 8:30 p.m. and concluded at 09:30 p.m.

Please take the same on your records.

Thanking you,

For 5paisa Capital Limited

GOURAV MUNJAL
Digitally signed by GOURAV MUNJAL
Date: 2026.07.29 13:45:45 +05'30'

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Gourav Munjal
Whole-time Director & CFO
DIN: 06360031
Email: csteam@5paisa.com
Place: Thane

Annexure - A

Point 1.1 of Para A Part A Schedule III of SEBI Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 – Acquisition (including agreement to acquire)

The Company has a digital financial services platform in India that provides online investment and trading services to retail customers and is a SEBI Registered Research Analyst. It is proposed to strengthen its digital investment ecosystem and also develop advanced research capabilities for which the Company has come across a Company which is involved in such activities and can contribute to the digital growth.

Giskard Datatech Private Limited ("Target Company" or "Giskard" or "GDPL") specializes in data-driven technology solutions, including software development, data processing, analytics, and technology infrastructure services. It focuses on building and supporting data platforms, information systems, and analytical tools, particularly for handling large datasets and generating actionable insights.

Considering the potential of Giskard and the benefits which can be derived to the Company, it is proposed to acquire the equity share capital of the Target Company 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 Giskard 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 acquisition is proposed to be implemented through a combination of cash consideration and issuance of equity shares of the Company by way of a share swap arrangement in the ratio of 1:31, i.e., for every 1 equity shares held in the Target Company, the eligible shareholders shall receive 31 equity shares of the Company, with the balance consideration, wherever applicable, being discharged in cash.

5paisa Capital Limited ("5paisa" or "Company") shall undertake the necessary steps for obtaining corporate, board, shareholder, stock exchange and other applicable regulatory approvals for the proposed preferential issue of equity shares. Upon receipt of such approvals, certain shares of GDPL are proposed to be swapped against equity shares of 5paisa, in accordance with the agreed transaction structure and applicable laws.

The valuation of the equity shares has been determined based on the Discounted Cash flow method as set out in the valuation report issued on June 18, 2026, by Mr. Raghav Mandhana, bearing IBBI Registration No. IBBI/RV/06/2025/15965, independent registered valuer. Based on such valuation, the value of each equity share of Giskard has been determined at ₹11,794 (Rupees Eleven Thousand Seven Hundred Ninety-Four Only) per equity share.

Sr. No.	Particulars	Details
a)	**Name of the target entity, details in brief such as size, turnover etc.**	Name: Giskard Datatech Private Limited Turnover: ₹15.75 crore
b)	**Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired**	The proposed acquisition does not fall within the purview of related party transaction.
c)	**Industry to which the entity being acquired belongs**	Technology and Data Analytics
d)	**Objects and impact of acquisition (including but not limited to disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)**	The acquisition is proposed with an objective to strengthen the Company's digital capabilities, expand its technology offerings, achieve strategic synergies and enhance long-term shareholder value.
e)	**Brief details of any governmental or regulatory approvals required for the acquisition.**	The proposed acquisition is subject to receipt of necessary corporate, statutory and regulatory approvals, including the approval of the Securities and Exchange Board of India ("SEBI"), as may be required. Since the Target Company holds a Research Analyst registration under the SEBI (Research Analysts) Regulations, 2014, prior approval of SEBI shall be required in the event of a change in control of the Target Company or surrender of such registration, as may be applicable. Accordingly, the Target Company shall initiate the necessary process for obtaining such approval or taking such action as may be required under the applicable SEBI regulations and circulars.
f)	**Indicative time period for completion of acquisition**	Upto 6 months subject to necessary regulatory and statutory approvals
g)	**Nature of consideration – whether cash consideration or share swap or any other form and details of the same**	The acquisition is proposed to be undertaken through a combination of: cash consideration not exceeding ₹1,21,57,49,108 for acquisition of up to 1,03,082 equity shares representing 58.68% of the diluted paid-up equity share capital of Giskard and issuance of equity shares of the Company on a preferential basis for consideration other than cash through a share swap arrangement for acquisition of up to 20,50,588 equity shares representing 37.65% of the diluted paid-up equity share capital of Giskard. The share swap ratio shall be 1:31, i.e., for every 1 equity shares held in Giskard, the eligible shareholders shall receive 31 equity shares of the Company, and the balance consideration, wherever applicable, shall be discharged in cash.
h)	**Cost of acquisition and/or the price at which shares are acquired**	a. Aggregate cash consideration for the proposed acquisition is ₹1,21,57,49,108 and

<table>
<tr><td></td><td></td><td>b. Consideration by way of issuance of 20,50,588 equity shares pursuant to the share swap arrangement, as determined based on valuation reports and definitive transaction documents.</td></tr>
<tr><td>i)</td><td>Percentage of shareholding/control acquired and/or number of shares acquired</td><td>The Company proposes to acquire 100% of the equity share capital of Giskard Datatech Private Limited. Upon completion of the transaction, Giskard shall become a wholly owned subsidiary of the Company.</td></tr>
<tr><td>j)</td><td>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last three years turnover, country in which the acquired entity has presence and any other significant information</td><td>Giskard Datatech Private Limited was incorporated on June 13, 2016, under the Companies Act, 2013 and is engaged in the business of data-driven technology solutions, including software development, data processing, analytics, and technology infrastructure services. It focuses on building and supporting data platforms, information systems, and analytical tools, particularly for handling large datasets and generating actionable insights.

The turnover of the Company for the last three financial years is as follows:<table>
<tr><th>Sr. No.</th><th>Financial Year</th><th>Turnover (Rupees in Crore)</th></tr>
<tr><td>1</td><td>FY 2022-23</td><td>7.66</td></tr>
<tr><td>2</td><td>FY 2023-24</td><td>12.07</td></tr>
<tr><td>3</td><td>FY 2024-25</td><td>15.75</td></tr>
</table>
Presently, Giskard primarily operates in India and does not have any known overseas operations or presence as on the date of this disclosure.</td></tr>
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Annexure - B

Point 2.1 of Para A Part A Schedule III of SEBI Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 – Issuance of Securities

Sr. No.	Particulars	Details
a)	**Type of securities proposed to be issued (viz. equity shares, convertibles etc.)**	Equity Shares
b)	**Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)**	Preferential Issue of Equity shares for consideration other than cash (share swap)
c)	**Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)**	20,50,588 (Twenty Lakh Fifty Thousand Five Hundred and Eighty-Eight) equity shares of the Company shall be issued to the identified shareholders of Giskard Datatech Private Limited in accordance with the share exchange ratio of 1:31.
d)	**In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):**	
i.	**Names of the Investors**	**No. of Investors:** 2 Mr. Amber Pabreja Ms. Devi Yeshodharan For other details refer to Annexure A1
ii.	**Post allotment of securities - outcome of the subscription, ~~issue price / allotted price (in case of convertibles), number of investors~~**	Outcome of the subscription:

Equity Shareholders	Giskard Shares available for swap*	Rounded off allotment through swap	% of holding	Existing 5paisa Capital (Shares)	% of holding	Allotment	Post Swap Shareholding in 5paisa Capital	% Post allotment
Mr. Amber Pabreja	38,148	38,148	21.71	-	-	11,82,588	11,82,588	2.42
Ms. Devi Yeshodharan	28,000	28,000	15.94	-	-	8,68,000	8,68,000	1.77
					TOTAL	**20,50,588**	**20,50,588**	**4.19**

**The balance shares which cannot be swapped due to the determined ratio would be paid out in cash.*

No. of Investors: 2

iii.	**In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument**	Not Applicable since preferential issue is of equity shares.
e)	**In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)**	Not Applicable.
f)	**In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose additional details to the stock exchange(s)**	Not Applicable.

g)	**In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose additional details to the stock exchange(s)**	Not Applicable.
h)	**any cancellation or termination of proposal for issuance of securities including reasons thereof.**	Not Applicable.

ANNEXURE A1:

The Name of the proposed allottee of Equity Shares to the Non-Promoter Public Category Individuals, to be allotted on Preferential Basis:

Equity Shareholders	Category	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	Non-Promoter Public Category Individuals	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.*