5paisa

August 7, 2026

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

Dear Sir / Madam,

Subject: Notice of the 19th (Nineteenth) Annual General Meeting of 5paisa Capital Limited for FY 2025-26.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), we hereby enclose, Notice of the 19th (Nineteenth) Annual General Meeting ("AGM") of the Company scheduled to be held on Tuesday, September 1, 2026 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder read with Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in this regard, from time to time.

The Notice is being sent through electronic mode to all the Members of the Company, whose e-mail addresses are registered with the Company / Depository(ies) / Registrar & Share Transfer Agent ("RTA") and is also available on the website of the Company at https://www.5paisa.com/investor-relations.

Further, in accordance with Regulation 36 of the SEBI Listing Regulations, a letter providing the weblink and Quick Response ("QR") Code for accessing the Notice along with Annual Report for FY 2025-26 is being sent to all those Members who have not registered their email addresses with the Company/Depository Participant(s)/RTA.

Kindly take the above on record and oblige.

Thanking You,

For **5paisa Capital Limited**

Mehul Harshad Somaiya

Digitally signed by Mehul Harshad Somaiya
Date: 2026.08.07 19:44:24 +05'30'

Mehul Somaiya
Company Secretary & Compliance Officer
ACS - 43026

Email: csteam@5paisa.com
Place: Thane

Encl: As above

5PAISA CAPITAL LIMITED

CIN: L67190MH2007PLC289249

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area Wagle Estate, Thane – 400 604
Tel: (91-22) 4103 5000, Fax: (91-22) 2580 6654
E-mail: csteam@5paisa.com, Website: www.5paisa.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH (NINETEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF 5PAISA CAPITAL LIMITED (THE "COMPANY") WILL BE HELD ON TUESDAY, 1ST DAY OF SEPTEMBER, 2026, AT 11:30 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt:**

   (a) The Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Standalone financial statement(s) of the Company for the Financial Year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

   (b) The Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2026, together with the Report of the Statutory Auditors thereon.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Consolidated financial statement(s) of the Company for the Financial Year ended March 31, 2026, along with the reports of the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Gourav Munjal (DIN: 06360031), who retires by rotation and being eligible, offers himself for re-appointment.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Mr. Gourav Munjal (DIN: 06360031), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, whose office shall be liable to retirement by rotation."

SPECIAL BUSINESSES:

3. To approve material related party transactions with IIFL Finance Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

4. To approve material related party transactions with IIFL Home Finance Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Home Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Home Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

5. To approve material related party transactions with IIFL Capital Services Limited (Formerly IIFL Securities Limited), and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Capital Services Limited (Formerly IIFL Securities Limited), a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Capital Services Limited (Formerly IIFL Securities Limited) and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

6. To approve material related party transactions with IIFL Facilities Services Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Facilities Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Facilities Services Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

7. To approve material related party transactions with Livlong Insurance Brokers Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/ arrangement(s)/ transaction(s) if any, or otherwise with Livlong Insurance Brokers Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with Livlong Insurance Brokers Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

8. To approve material related party transactions with IIFL Management Services Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/ arrangement(s)/ transaction(s) if any, or otherwise with IIFL Management Services Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Management Services Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

   RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

9. To approve material related party transactions with IIFL Samasta Finance Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Samasta Finance Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Samasta Finance Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

   RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) /

modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

10. To approve material related party transactions with India Infoline Foundation, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with India Infoline Foundation, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with India Infoline Foundation, and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

    RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

11. To approve material related party transactions with Livlong Protection & Wellness Solutions Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with Livlong Protection & Wellness Solutions Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with Livlong Protection & Wellness Solutions Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

    RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) /

transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

12. To approve material related party transactions with IIFL Commodities Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Commodities Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Commodities Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

    RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

13. To approve material related party transactions with IIFL Fintech Private Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

    "RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIFL Fintech Private Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIFL Fintech Private Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

    RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

14. To approve material related party transactions with IIHFL Sales Limited, and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations"), and the Company's Policy on Related Party Transaction(s), and all applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, or otherwise with IIHFL Sales Limited, a Related Party as defined in Listing Regulations, relating to transactions as detailed in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount / value of all such arrangements / transactions / contracts that may be entered into by the Company with IIHFL Sales Limited and remaining outstanding at any one point in time shall not exceed the limit as prescribed in the table provided in the Explanatory statement below, for a period up to the 20th Annual General Meeting of the Company to be held in the year 2027, wherein fresh approval of the shareholders shall be obtained in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s) / re-negotiation(s) / modification(s) / ratification(s) / amendment(s) to or termination(s) thereof, of the subsisting arrangement(s) / transaction(s) / contract(s) or any future arrangement(s) / transaction(s) / contract(s) and to make or receive / pay monies or to perform all other obligations in terms of such arrangement(s) / transaction(s) / contract(s), filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

15. To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies(Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and subject to the relevant provisions of the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and other applicable regulations, to the extent applicable, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board", which shall be deemed to include any Committee that the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to offer or invite subscriptions for Non-Convertible Securities (NCS) including but not limited to Secured / Unsecured / Listed / Unlisted / Rated / Unrated / Non-Convertible / Market Linked / Subordinate Debt / Perpetual Securities / Fixed Maturity Securities/ Sustainability or Securitized Social Bonds, in one or more series/tranches, either at par, premium or discount, up to ₹ 250 Crore (Rupees Two Hundred and fifty Crore Only), on a private placement basis, to such eligible persons and on such terms and conditions as the Board and/or any Committee thereof, may, from time to time, determine and consider proper and beneficial to the Company, including, but without limitation, consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto, provided that the borrowings by way of issue of NCS be within the overall limit of borrowing approved by the Members of the Company from time to time;

RESOLVED FURTHER THAT the Board and/or any Committee thereof be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

16. To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors up to 1% (one percent) of Net Profit of the Company and to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

    "RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 (the "Act") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and basis the approval and recommendation of the Nomination and Remuneration Committee and Board of Directors (the "Board"), consent of the Members be and is hereby accorded for payment of commission to the Non-Executive Directors ("NEDs"), including Independent Directors of the Company, to be determined by the Board for FY 2026-27 and distributed between such NEDs in such manner as may be determined from time to time;

    RESOLVED FURTHER THAT the commission shall be in addition to fees payable to the NEDs for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings;

    RESOLVED FURTHER THAT the commission to be paid to NEDs shall be within the overall maximum limit of 1% of the net profits of the Company for FY 2026-27 computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard,;

    RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in during the term mentioned above, the NEDs shall be paid remuneration by way of commission as may be decided by the Board and/or any Committee thereof, notwithstanding that it may exceed 1% of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions and Schedule V of the Act, from time to time;

    RESOLVED FURTHER THAT the Board and/or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc., as may be considered necessary, desirable, or expedient to give effect to the aforesaid resolution."

By Order of the Board of Directors
5paisa Capital Limited

Gourav Munjal
Whole-time Director & Chief Financial Officer
DIN: 06360031

Registered Office:
IIFL House, Sun Infotech Park,
Road No. 16V, Plot No. B-23,
Thane Industrial Area, Wagle Estate,
Thane – 400604
CIN: L67190MH2007PLC289249
E-mail: csteam@5paisa.com
Telephone No.: 022-41035000

Date: April 30, 2026
Place: Thane

Notes:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and various subsequent circulars, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), has permitted companies to convene Annual General Meetings ("AGM" or "Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the MCA Circulars, the AGM of the Company is being convened and conducted through VC/OAVM. The deemed venue of the Meeting shall be the Registered Office of the Company.

2. In compliance with the aforesaid MCA Circulars and applicable Circulars issued by the Securities Exchange Board of India, including the latest Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), (collectively referred to as "Depositories") as on Friday, July 31, 2026. Further, a letter providing a weblink and QR Code for accessing the Notice of the AGM and Annual Report for the FY 2025-26 will be sent to those Members who have not registered their email address. Members may note that the Notice of AGM along with the Annual Report has also been uploaded on the website of the Company at www.5paisa.com, 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. The Notice of the AGM and Annual Report is also available on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime"), Registrar to an Issue and Share Transfer Agent ("RTA") of the Company at https://instavote.linkintime.co.in. Members who wish to obtain hard copy of the Notice of the Meeting along with Annual Report for FY 2025-26 can send a request to the Company at csteam@5paisa.com mentioning their DP ID and Client ID/Folio No. or raise a service request with MUFG Intime at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. Members (Physical / Demat) who have not registered their email addresses with the Company can get the same registered with the Company by requesting to MUFG Intime, RTA of the Company, at rnt.helpdesk@in.mpms.mufg.com and to Company at csteam@5paisa.com.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business is annexed hereto. Further, the relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India are also annexed to this Notice.

4. Pursuant to Section 105 of Companies Act, 2013, a Member is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC / OAVM, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

5. Pursuant to the provisions of Section 113 of the Act, Corporate Members are entitled to appoint authorized representatives to attend and vote on their behalf at the AGM, including for remote e-voting and voting during the AGM conducted through VC/OAVM.

   Corporate Members intending to attend the AGM through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and if applicable, a Power of Attorney, authorizing such representative to attend and vote at the AGM. The said documents should be submitted in PDF or JPEG format from their registered e-mail address to csteam@5paisa.com. Institutional Investors are encouraged to attend and vote at the AGM.

6. Relevant documents referred to in the Notice, Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode up to the date of the Meeting i.e. Tuesday, September 1, 2026. Members can inspect the same by sending an email to the Company at csteam@5paisa.com.

7. The businesses set out in this Notice shall be transacted through electronic voting, and the Company is pleased to provide its Members with the facility of voting by electronic means. The instructions and other information relating to remote e-voting are provided in Note Nos. 18 & 19 forming part of this Notice.

8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations read with MCA Circulars, the Company is pleased to provide its Members the facility of remote e-voting to its Members to cast their vote in respect of the business proposed to

be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by the CDSL. For further details, please read the Note Nos. 18 & 19.

9. Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. Share transfer documents and all correspondence relating thereto, should be addressed to MUFG Intime at C101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai – 400083 or at their designated email id i.e. rnt.helpdesk@in.mpms.mufg.com.

11. 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 Member, 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 rnt.helpdesk@in.mpms.mufg.com

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for extended period. It is advisable that periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated Listed Companies to issue securities in demat form only while processing service requests such as the issue of duplicate securities certificates, claims from unclaimed suspense accounts, renewal/ exchange of securities certificates, endorsement, sub-division/splitting of securities certificates, consolidation of securities certificates/folios, transmission, and transposition. Further, SEBI, through Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022, simplified the procedure and standardized the format of documents for the transmission of securities. Accordingly, Members are requested to submit service requests by duly filling and signing Form ISR-4 or Form ISR-5 (for transmission). These forms shall be made available on requests.

    Members holding equity shares of the Company in physical form are requested to get their equity shares converted into demat/electronic form to avail the inherent benefits of dematerialization. Please note that, as per SEBI Regulations, physical transfer of equity shares and issuance of equity shares in physical form has been disallowed.

    Members are accordingly requested to get in touch with any DP having registration with SEBI to open a Demat account or alternatively, contact MUFG Intime to seek guidance in relation to the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited at https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited at https://www.cdslindia.com/Investors/faqs.html for further understanding the demat procedure.

14. Pursuant to provisions of the Act, Rules made thereunder and SEBI Circular Nos. SEBI/HO/MIRSD/ POD-1/P/CIR/2023/181 dated November 17, 2023, and SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI has mandated the furnishing of PAN, KYC details (including postal address with pin code, email address, mobile number, bank account details, and specimen signature), and nomination details (including cancellation or variation of nomination) by holders of securities. Relevant details and forms prescribed by SEBI are available on the website of MUFG Intime. In view of the above, Members holding shares in physical form are requested to submit the required forms, along with the supporting documents. Form ISR-1/ Form ISR-2/ Form ISR-3/ Form SH-13 and Form SH-14, as the case may be, can be submitted to MUFG Intime. These forms shall be made available on request. Further, Members holding shares in dematerialized form and wishing to update their PAN, KYC, bank details, and nomination are requested to contact their respective DPs.

15. The Company has designated an exclusive e-mail ID csteam@5paisa.com to redress shareholder's complaints / grievances. In case shareholders have any queries / complaints or grievances, they may write to us at csteam@5paisa.com.

16. Members seeking any information/desirous of asking any questions at the AGM with regard to the Financial Statements or any matter to be placed at the AGM are requested to send email mentioning their names, DP ID and Client ID/Folio No. and Mobile No. to the Company at csteam@5paisa.com, at least 7 days before the AGM. The same will be replied by the Company suitably.

17. Information of Director seeking appointment or re-appointment at the Meeting, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, is annexed to the Notice.

18. The information and instructions relating to remote e-voting/e-voting are as under:

    I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations read with MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.

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

    Commencement of remote e-voting period: From 09:00 a.m. (IST) on Thursday, August 27, 2026

    Conclusion of remote e-voting period: Up to 05:00 p.m. (IST) on Monday, August 31, 2026

    The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of the aforesaid period.

    III. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the Members.

    IV. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Tuesday, August 25, 2026 only shall be entitled to avail the facility of e-voting.

    V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, August 25, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

    VI. Members who are holding shares in physical form or non-individual Members who acquire shares of the Company and become a Member of the Company after the Notice has been sent electronically by the Company, and hold shares as on the cut-off date i.e. Tuesday, August 25, 2026 may obtain the User ID and Password by sending a request at rnt.helpdesk@in.mpms.mufg.com.

    Note: To raise an email query following is the link: https://web.in.mpms.mufg.com/helpdesk. However, if they are already registered with MUFG Intime for remote e-voting, then they can use their existing User ID and Password for casting the vote.

    VII. In case of individual Member holding securities in demat mode and who acquires shares of the Company after the Notice has been sent electronically by the Company and holds shares as on the cut-off date i.e. Tuesday, August 25, 2026 may follow steps mentioned in the Notice of the AGM under "Information and other instructions relating to remote e-voting."

    VIII. Members will be provided with the facility for voting through an electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.

    IX. Once the vote on a resolution is cast by the Member, the Member will not be allowed to change it subsequently or cast the vote again.

    X. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

    XI. Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Board of Directors have appointed CS Swapneel Vinod Patel (Membership No. A41106 / CP No. 15628), Partner of M/s. Shah Patel and Associates, Mumbai as Scrutinizer for conducting the 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, process of e-voting, and the declaration of results shall be final and binding on the Company and the Members.

    XII. The Scrutinizer, after scrutinizing the votes, within two working days from the conclusion of the AGM; make a consolidated scrutinizer's report which shall be placed on the website of the Company i.e. www.5paisa.com. The results shall simultaneously be communicated to the Stock Exchanges.

XIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. Tuesday, September 1, 2026.

19. Information and other instructions relating to remote e-voting/e-voting are as under:

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-voting facility.

Pursuant to SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

(i) 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 **e-Voting and joining virtual meetings 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 or joining virtual meeting & voting during the meeting. 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 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.

Type of shareholders	Login Method
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 phone. 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 or joining virtual meeting & voting during the meeting. 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 phone. 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 held 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 or joining virtual meeting & voting during the meeting. 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, 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 or joining virtual meeting & voting during the meeting.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 detail
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 or 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.

(ii) Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form:

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

ii. Click on "Shareholders" module.

iii. 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.

iv. Next, enter the image verification as displayed and Click on Login.

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

vi. 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 Account Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Account 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.

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

vii. 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 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.

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

ix. Click on the EVSN for the 5paisa Capital Limited on which you choose to vote.

x. 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.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the changed 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.

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

xvii. Additional Facility for Non-Individual Shareholders and Custodians-For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 mandatorily required 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 number 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), AADHAR (self-attested scanned copy) 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 & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Seven (7) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at csteam@5paisa.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at csteam@5paisa.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & 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, Senior Manager, Central Depository Services (India) Limited (CDSL), 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 contact at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ALONG WITH INFORMATION PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Item Nos. 3 - 14

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Listing Regulations.

As per the amendment to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Listing Regulations, which have been effective from April 01, 2022, the transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as "related party transactions", and as "material related party transactions", As per the SEBI LODR Regulations, the transactions shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds scale-based threshold basis as prescribed in Schedule XII of the regulation. Further, such material related party transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The maximum value of the transactions with each related party, as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether taken individually and/or in aggregate shall not exceed amount specified in hereinbelow during FY 2026-27 and FY 2027-28, and shall be valid from the date of passing of the resolution set out in Item Nos. 3 to 14 up to the date of the next AGM to be held in FY 2027-28.

Given the nature of the Company's business and operational requirements, the Company may occasionally enter into Related Party Transactions in the ordinary course of business. Accordingly, the Company and / or its subsidiaries lends / borrows funds from its group entities from time to time including IIFL Finance Limited, IIFL Home Finance Limited, IIFL Capital Services Limited (Formerly IIFL Securities Limited), IIFL Facilities Services Limited, Livlong Insurance Brokers Limited, IIFL Management Services Limited, IIFL Samasta Finance Limited, India Infoline Foundation, Livlong Protection & Wellness Solutions Limited, IIFL Commodities Limited, IIFL Fintech Private Limited, and IIHFL Sales Limited, as and when there is requirement of funds for working capital needs. The said transactions are in the ordinary course of business and at arms' length and are duly approved by all Independent Directors who are part of Audit Committee and the Board of Directors.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise to be undertaken whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, as provided in hereinbelow.

The Company proposes to obtain approval of its Members to authorize the Board for carrying out and/ or continuing with the arrangement(s)/ transaction(s)/ contract(s) or otherwise. These transactions are in the ordinary course of business and on an arm's length basis.

Further, pursuant to Circular(s) issued by SEBI in relation to Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"), the details as required in the aforesaid Circular(s) is as under:

1. IIFL Finance Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	IIFL Finance Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Offering financing through varied Loan products

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Finance Limited is a group company of 5paisa Capital Limited, with common promoters.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.	
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	**Sr. No.**	**Nature ofTransactions**	**FY 2024-25 (Millions)**
		1	Allocation / Reimbursement of expenses Paid	16.34
		2	Allocation / Reimbursement of expenses Paid Others	0.26
		3	Allocation / Reimbursement of expenses Received	4.53
		4	Allocation / Reimbursement of expenses Received Others	0.94
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Sr. No.**	**Nature of Transactions**	**FY 2025-26 (Millions)**
		1	Allocation / Reimbursement of expenses Paid	12.43
		2	Allocation / Reimbursement of expenses Paid Others	0.26
		3	Allocation / Reimbursement of expenses Received	4.87
		4	Allocation / Reimbursement of expenses Received Others	0.3
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A		

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information providedby the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	8,300 millions
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	230.65%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	8%
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** — **FY 2025-26 (Millions)** Turnover — 74,671.10 Profit After Tax — 11,535.20 Net worth — 75,607.10

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Avail of Service, Rent expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA

Sr. No.	Particulars of the information	Information provided by the management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	a) Ease in doing Business, b) Bulk purchase of service creates better pricing and hence cost efficiency, c) Saves time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Networth
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	N.A
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A

Sr. No.	Particulars of the information	Information provided by the management
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing Note: This shall include all costs associated with the borrowing.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party. Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	Crisil AA/Stable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

2. IIFL Home Finance Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	IIFL Home Finance Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Housing Finance

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Home Finance Limited is a Subsidiary of IIFL Finance Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.	

A(3)

Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="4">1</td><td rowspan="4">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2024-25 (Millions)</td></tr>
<tr><td>1</td><td>Allocation / Reimbursement of expenses Paid</td><td>0</td></tr>
<tr><td>2</td><td>Allocation / Reimbursement of expenses Paid Others</td><td>0.11</td></tr>
<tr><td>3</td><td>Allocation / Reimbursement of expenses Received</td><td>0.09</td></tr>
<tr><td rowspan="4">2</td><td rowspan="4">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Millions)</td></tr>
<tr><td>1</td><td>Allocation / Reimbursement of expenses Paid</td><td>0</td></tr>
<tr><td>3</td><td>Allocation / Reimbursement of expenses Received</td><td>0.6</td></tr>
<tr><td>4</td><td>Allocation / Reimbursement of expenses Received Others</td><td>0</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="3">N.A</td></tr>
</table>

A(4)

Amount of the proposed transaction(s)

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td colspan="2">7,200 million</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="2">Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td colspan="2">200%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td colspan="2">N.A</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td colspan="2">19%</td></tr>
<tr><td rowspan="4">6</td><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars</td><td>FY 2025-26 (Millions)</td></tr>
<tr><td>Turnover</td><td>38,075.99</td></tr>
<tr><td>Profit After Tax (PAT)</td><td>7,458.13</td></tr>
<tr><td>Net worth</td><td>80,646.81</td></tr>
</table>

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma

Sr. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Networth
	Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	No
	Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	N.A
	Note:	
	(1) This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.	
	(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party. Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	Crisil AA/Stable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	No
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

3. IIFL Capital Services Limited (Formerly IIFL Securities Limited)

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Capital Services Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Securities and Financial Market - Provides Broking, Financial Products Distribution and Merchant Banking services

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Capital Services Limited is a group company of 5paisa Capital Limited, with common promoters.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
		Sr. No.	**Nature of Transactions**	**FY 2024-25 (Millions)**
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	1	Allocation / Reimbursement of expenses Paid	21.77
		2	Allocation / Reimbursement of expenses Paid Others	0.49
		3	Allocation / Reimbursement of expenses Received	15.76
		4	Allocation / Reimbursement of expenses Received Others	0.25

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="5">2</td><td rowspan="5">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Millions)</td></tr>
<tr><td>1</td><td>Allocation / Reimbursement of expenses Paid</td><td>9.07</td></tr>
<tr><td>2</td><td>Allocation / Reimbursement of expenses Paid Others</td><td>0.39</td></tr>
<tr><td>3</td><td>Allocation / Reimbursement of expenses Received</td><td>3.44</td></tr>
<tr><td>4</td><td>Allocation / Reimbursement of expenses Received Others</td><td>0.31</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="3">N.A</td></tr>
</table>

A(4)

Amount of the proposed transaction(s)

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td colspan="2">430 million</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="2">Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td colspan="2">11.95%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td colspan="2">N.A</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td colspan="2">1.67%</td></tr>
<tr><td rowspan="4">6</td><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars</td><td>FY 2025-26 (Millions)</td></tr>
<tr><td>Turnover</td><td>22,201.28</td></tr>
<tr><td>Profit After Tax</td><td>5,308.98</td></tr>
<tr><td>Net worth</td><td>27,467.86</td></tr>
</table>

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma

Sr. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

4. IIFL Facilities Services Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Facilities Services Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Providing office and related infrastructure and facility services mainly to the group company and outsiders and allied services

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Facilities Services Limited is a Wholly-owned subsidiary of IIFL Capital Services Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.	
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	**Sr. No.**	**Nature of Transactions**	**FY 2024-25 (Millions)**
		1	Allocation / Reimbursement of expenses Paid	15.12
		2	Allocation / Reimbursement of expenses Received Others	0
		3	Rent expense	22.11
		4	Security Deposit	9.75
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Sr. No.**	**Nature of Transactions**	**FY 2025-26 (Millions)**
		1	Allocation / Reimbursement of expenses Paid	13.21
		2	Rent expense	20.94
		3	Security Deposit	9.75
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A		

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	7,250 millions
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	201%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	662%
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** — **FY 2025-26 (Millions)** Turnover — 1,354.70 Profit After Tax — 757.90 Net worth — 2,615.30

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.

Sr. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Networth
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	N.A
	Note:	
	(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	
	(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
	Note: This shall include all costs associated with the borrowing.	
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party. **Note:** Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	Nil
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:**	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

5. Livlong Insurance Brokers Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Livlong Insurance Brokers Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Insurance Broking

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Livlong Insurance Brokers Limited is a Wholly-owned subsidiary of IIFL Capital Services Limited
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. **Explanation:** Details need to be disclosed separately for listed entity and its subsidiary.	**Sr. No.** | **Nature of Transactions** | **FY 2024-25 (Millions)** 1 | Allocation / Reimbursement of expenses Paid Others | 0.01
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	2,160 millions
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	60%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	195%
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** | **FY 2025-26 (Millions)** Turnover | 908.80 Profit After Tax | 67.50 Net worth | 377.30

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense

Sr. No.	Particulars of the information	Information provided by the management
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year.	NA
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma

Sr. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Networth

Sr. No.	Particulars of the information	Information provided by the management
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	N.A
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
	Note: This shall include all costs associated with the borrowing.	
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party. **Note:** Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	Not Obtained
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:**	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

6. IIFL Management Services Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Management Services Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Property advisory, consultancy and allied services and providing office and related infrastructure, Investment Manager to SEBI registered Alternative Investment Funds and facility services catering mainly to the group company.

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Management Services Limited is a Wholly-owned subsidiary of IIFL Capital Services Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="4">1</td><td rowspan="4">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2024-25 (Millions)</td></tr>
<tr><td>1</td><td>Allocation / Reimbursement of expenses Paid</td><td>0</td></tr>
<tr><td>2</td><td>Rent Expense</td><td>0.18</td></tr>
<tr><td>3</td><td>Security Deposit</td><td>0.05</td></tr>
<tr><td rowspan="3">2</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Millions)</td></tr>
<tr><td>1</td><td>Rent Expense</td><td>0.12</td></tr>
<tr><td>2</td><td>Security Deposit</td><td>0.05</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="3">N.A</td></tr>
</table>

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	2,165 millions	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	60%	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	278%	
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars**	**FY 2025-26 (Millions)**
		Turnover	435.10
		Profit After Tax	-91.60
		Net worth	388.20

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year.	
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA

Sr. No.	Particulars of the information	Information provided by the management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
9	Other information relevant for decision making.	N.A.

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization and Rent expense are on arms length (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Networth
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	N.A
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation

Sr. No.	Particulars of the information	Information provided by the management
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party.	NIL
	Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

Sr. No.	Particulars of the information	Information provided by the management
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

7. IIFL Samasta Finance Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Samasta Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Micro Finance Services

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Samasta Finance Limited is a Subsidiary of IIFL Finance Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.	
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	NIL
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	7,165 millions
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	199%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	28%
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** — **FY 2025-26 (Millions)** Turnover — 22,645.00 Profit After Tax — 213.00 Net worth — 20,515.60

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense

Sr. No.	Particulars of the information	Information provided by the management
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma

Sr. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization and Rent expense are on arms length (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Networth
	Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	

Sr. No.	Particulars of the information	Information provided by the management
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	N.A
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party. **Note:** Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	**Long term Rating:** Crisil AA-/Stable **Short term Rating:** Crisil A1+
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:**	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

8. India Infoline Foundation

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	India Infoline Foundation
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in charitable activities - Section 8 Company

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	India Infoline Foundation is a Wholly-owned subsidiary of IIFL Capital Services Limited..
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management		
		Sr. No.	**Nature of Transactions**	**FY 2024-25 (Millions)**
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	1	CSR Donations	9.82
		Sr. No.	**Nature of Transactions**	**FY 2025-26 (Millions)**
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1	CSR Donations	14.58
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A		

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	25 millions	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	1%	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5%	
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars**	**FY 2025-26 (Millions)**
		Turnover	356.82
		Profit After Tax	-269.92
		Net worth	19.46

9. Livlong Protection & Wellness Solutions Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Livlong Protection & Wellness Solutions Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Company provides technology-enabled healthcare solutions, including online doctor consultations, e-pharmacy, diagnostics, insurance, wellness services, and related care management solutions.

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Livlong Protection & Wellness Solutions Limited is a Subsidiary of IIFL Capital Services Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td colspan="3">NIL</td></tr>
<tr><td rowspan="3">2</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Millions)</td></tr>
<tr><td>1</td><td>Allocation / Reimbursement of expenses received others</td><td>2.41</td></tr>
<tr><td>2</td><td>Allocation / Reimbursement of expenses paid</td><td>0 .01</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="3">N.A</td></tr>
</table>

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	660 millions
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	18%

Sr. No.	Particulars of the information	Information provided by the management	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	46%	
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars**	**FY 2025-26 (Millions)**
		Turnover	1,885.40
		Profit After Tax	97.50
		Net worth	158.90

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.

Sr. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization and Rent expense are on arms length (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

B(2)

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Networth
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	-
	b. Total cost of borrowing	-
	c. Tenure	-
	d. Other details	-
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	N.A
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
5	Maturity / due date	Less than 1 year
6	Repayment schedule & terms	As an when required by listed entity with prior intimation
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio.	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital

B(5)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter corporate deposit taken from related party
2	Interest rate (in terms of numerical value or base rate and applicable spread)	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
3	Cost of borrowing	SBI 1 year MCLR + Credit spread of 250 to 350 basis point
	Note: This shall include all costs associated with the borrowing.	
4	Maturity / due date	Less than 1 year
5	Repayment schedule & terms	As an when required by related party with prior intimation
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio.	N.A
8	The purpose for which the funds will be utilized by the listed entity / subsidiary.	Working capital

C(1)

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party. Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	Not Available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	No
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2022-23	N.A
	FY 2023-24	N.A
	FY 2024-25	N.A

C(4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	
	a. Before transaction	0.36
	b. After transaction	To be determined after execution of transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. **Note:** This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	
	a. Before transaction	5.34
	b. After transaction	To be determined after execution of transaction

10. IIFL Commodities Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Commodities Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Commodities Market - Providing Commodities Broking services (Non-operational Company)

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Commodities Limited is a Wholly-owned subsidiary of IIFL Capital Services Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	NIL
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	160 millions	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4%	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4396%	
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars**	**FY 2025-26 (Millions)**
		Turnover	10.90
		Profit After Tax	44.40
		Net worth	75.90

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent Expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma

Sr. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization and Rent expense are on arms length (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

11. IIFL Fintech Private Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIFL Fintech Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Offers neo-banking services to consumers and micro-enterprises and retail customers including lending, investment, and wealth management services to certain target groups

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIFL Fintech Private Limited is a Wholly-owned subsidiary of IIFL Finance Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.	
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	NIL
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	145 millions
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4%

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>N.A</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>0%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table>
<tr><th>Particulars</th><th>FY 2025-26 (Millions)</th></tr>
<tr><td>Turnover</td><td>0.10</td></tr>
<tr><td>Profit After Tax (PAT)</td><td>26.54</td></tr>
<tr><td>Net worth</td><td>1,140.43</td></tr>
</table></td></tr>
</table>

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent Expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.

Sr. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization and Rent expense are on arms length (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

12. IIHFL Sales Limited

A(1)

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	IIHFL Sales Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Business Services

A(2)

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Group Company (Common Promoters)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IIHFL Sales Limited is a Step-down Subsidiary of IIFL Finance Limited.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.	
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3)

Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	NIL
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A

A(4)

Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	145 millions	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	4%	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	N.A	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	57%	
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars**	**FY 2025-26 (Millions)**
		Turnover	325.26
		Profit After Tax	15.58
		Net worth	178.18

A(5)

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Services, Inter corporate Deposit taken / given, Purchase of Service, Rent Expense
2	Details of each type of the proposed transaction	Purchase of Service :- Reimbursement of expense incurred of behalf of listed company. Sales of Service :- Reimbursement of expense incurred of behalf of related party. Intercorporate Deposit taken /given :- Loans taken /given from related party. Rent :- Paying Rent / Deposit for use of area owned by related party. Income / Expense :- Cross sell income /expense earned for selling / buying service on behalf of related party or Fee/commission income / expense on dealing in the structed product. Fixed Assets :- Purchase / Sale of fixed assets between the Companies.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till next AGM
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Ease in doing Business, Bulk purchase of service creates better pricing and hence cost efficiency, Save time and money.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	**Promoters & Promoter Group:** 1) Nirmal Bhanwarlal Jain 2) Madhu N Jain 3) Venkataraman Rajamani 4) Aditi Avinash Athavankar (in the capacity as Trustee of Kalki Family Private Trust) 5) Aditi Athavankar 6) Mansukhlal Jain & Pritesh Mehta (in their capacity as Trustee of Nirmal Madhu Family Private Trust) 7) Ardent Impex Private Limited 8) Orpheus Trading Private Limited 9) Harshita Nirmal Jain. **Directors & KMP:** 1) Mr. Gourav Munjal 2) Mr. Gaurav Seth **Immediate Relative of Director:** 1) Mrs. Richu Sharma

Sr. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	**Directors:** Dr. Archana Niranjan Hingorani - ID Ms. Nirali Sanghi Sharad - ID Mr. Milin Kaimas Mehta - ID Dr. Sarat Kumar Malik - ID Mr. Zor Gorelov - ID Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO **KMPs:** Mr. Gaurav Seth - MD & CEO Mr. Gourav Munjal - WTD & CFO Mr. Ameya Agnihotri - WTD & CTO Ms. Charvi Panchmatia - CS & CO Mr. Yogesh Maroli - CISO
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1) Mr. Gourav Munjal, WTD & CFO is holding 100 Equity Shares in IIFL Finance Limited. 2) Mrs. Richu Sharma, Immediate Relative of Mr. Gourav Munjal is holding 3 Equity Shares in IIFL Finance Limited. 3) Mr. Gaurav Seth, MD & CEO of the company is holding 4 Equity Shares of IIFL Finance Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	N.A

B(1)

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2	Basis of determination of price.	Allocation of expense are done on actuals as per utilization and Rent expense are on arms length (vetted and certified by external auditor)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	-
	b. Tenure	-
	c. Whether same is self-liquidating?	-

With respect to the above matter, the Shareholders / Members are requested to note the following disclosures of Interest:

Sr. No.	Name of Related Party	Nature of Interest or Concern
1.	IIFL Facilities Services Limited (IFSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and IFSL is a Wholly Owned Subsidiary of IIFL Capital.
2.	Livlong Insurance Brokers Limited (LIBL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and LIBL is a Wholly Owned Subsidiary of IIFL Capital.
3.	IIFL Management Services Limited (IMSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and IMSL is a Wholly Owned Subsidiary of IIFL Capital.

Sr. No.	Name of Related Party	Nature of Interest or Concern
4.	IIFL Capital Services Limited (IIFL Capital) (Formerly known as IIFL Securities Limited)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and hold along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 30.70% in IIFL Capital.
5.	IIFL Commodities Limited (ICL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and ICL is Wholly Owned Subsidiary of IIFL Capital.
6.	Livlong Protection & Wellness Solutions Limited (LPWSL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and LPWSL is Subsidiary of IIFL Capital.
7.	IIFL Securities Services IFSC Limited	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and IILF Securities Services IFSC Limited is the Wholly owned subsidiary of IIFL Capital.
8.	India Infoline Foundation (Section 8 Company)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and India Infoline Foundation is the Wholly owned subsidiary of IIFL Capital.
9.	Shreyans Foundations LLP	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and Shreyans Foundations LLP is the subsidiary (Step down) company of IIFL Capital.
10.	Meenakshi Towers LLP	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and Meenakshi Towers LLP is the subsidiary company of IIFL Capital.
11.	IIFL Capital Inc	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and IIFL Capital Inc is a Wholly owned subsidiary of IIFL Capital.
12.	IIFL Capital Asset Management Limited (Formerly known as IIFL Securities Alternate Asset Management Limited)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Capital and IIFL Capital Asset Management Limited is a Wholly owned subsidiary of IIFL Capital.
13.	IIFL Finance Limited (IIFL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Promoter and Executive Director of IIFL. Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL and both hold along with their relatives & persons acting in concert 10,56,74,667 equity shares i.e. 24.89% in IIFL.
14.	IIFL Fintech Private Limited	IIFL Fintech Private Limited is a wholly owned subsidiary of IIFL Finance Limited.
15.	IIFL Home Finance Limited (IIFL HFC)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Non-Executive Directors of IIFL HFC. IIFL HFC is a Subsidiary of IIFL.
16.	IIFL Samasta Finance Limited (ISFL)	ISFL is a Subsidiary of IIFL Finance Limited

Based on the information on the proposed transactions, summarized in this Notice, the Audit Committee of the Board and the Board of Directors have approved entering into the said transactions and has reviewed and noted and recommended that the approval of the Members be also sought for the resolutions contained at Item Nos. 3-14 of the accompanying Notice.

Members may note that, in terms of the provisions of the SEBI LODR Regulations, all related parties (whether or not they are a party to the aforesaid transactions) shall abstain from voting for the relevant resolutions. Except the abovementioned Directors, Promoters and their relatives, none of the Directors, Key Managerial Personnel and their Relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item Nos. 3-14.

The Board accordingly recommends the Ordinary Resolutions set out in Item Nos. 3-14 of the Notice for approval by the members.

Item No. 15

As per Section 42 of the Act, read with the Rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Securities (NCS) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCS during the year.

In order to augment long-term resources for financing, inter-alia, the ongoing expenditure and for business purposes, the Board may, at an appropriate time, offer or invite subscription for secured / unsecured redeemable NCS, in one or more series / tranches on private placement basis, issuable / redeemable at par.

The Members of the Company at the AGM held on August 25, 2025, approved the issuance of NCS on a private placement basis. The present resolution is being placed to seek fresh approval.

In view of the above, approval of the Members is being sought by way of a Special Resolution under Sections 42 and other applicable provisions of the Act read with the Rules framed thereunder, to enable the Company to offer or invite subscriptions of NCS on a private placement basis, in one or more series / tranches, during the period of one year from the date of passing of the Resolution set out in Item No. 15, within the overall borrowing limits of the Company, as approved by the Members, from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 15 of the Notice.

The Board recommends the Special Resolution set out in Item No. 15 of the Notice for approval by the Members.

Item No. 16

With the enhanced Corporate Governance requirements under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations") coupled with the size, complexity and operations of the 5paisa Capital Limited and its group companies, the role and responsibilities of the Board, particularly Non-Executive Director has become more onerous, requiring greater time commitments, attention and a higher level of oversight. In view of the above, the Board of Directors had, based on the recommendation of the Nomination and Remuneration Committee, at its meetings held on April 30, 2026 recommended and approved payment of commission not exceeding 1% of the net profits of the Company for FY 2026-27, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

Further, Schedule V of the Act, inter alia, provides that if, in any financial year, a Company has no profits or its profits are inadequate, the Company shall not pay to its Non-Executive Directors, including an Independent Director, any remuneration except in accordance with the provisions of Schedule V of the Act. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing of Special Resolution by the Members of the Company.

Regulation 17(6) of the Listing Regulations authorises the Board to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of Members in General Meeting. This commission will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc., in accordance with the directions given by the Board and as prescribed under the Nomination and Remuneration Policy of the Company.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Disclosures required under Schedule V of the Act are as under:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="2">Information</th></tr>
<tr><td>i.</td><td>Nature of Industry</td><td colspan="2">The Company is engaged in the business of stock broking and allied financial services, with a strong focus on discount broking, and offers a comprehensive suite of investment and trading solutions to its clients.</td></tr>
<tr><td>ii</td><td>Date or expected date of commencement of commercial production.</td><td colspan="2">The Company has already been in operation for 19 years.</td></tr>
<tr><td>iii</td><td>In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td colspan="2">Not applicable</td></tr>
<tr><td rowspan="5">iv</td><td rowspan="5">Financial performance based on given indicators (Standalone)</td><td colspan="2">(₹ in Millions)</td></tr>
<tr><td>Particulars</td><td>FY 2025-26</td></tr>
<tr><td>Revenue from operations</td><td>3,195.50</td></tr>
<tr><td>Profit/(Loss) before tax</td><td>591.59</td></tr>
<tr><td>Profit/(Loss) after tax</td><td>441.24</td></tr>
<tr><td>v</td><td>Foreign investments or collaborators, if any</td><td colspan="2">The Company has not entered into any foreign collaboration</td></tr>
</table>

The above commission shall be in addition to fees payable to the Independent Director(s) for attending meetings of the Board / Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other Committee meetings.

Accordingly, approval of the Members is being sought by way of a Special Resolution for payment of commission to the Non-Executive Directors as set out in Item No. 16 of the Notice.

None of the Directors, Key Managerial Personnel or their respective relatives, concerned or interested, financially or otherwise, in the resolution set out in Item No. 16 of the Notice, except the Non-Executive Directors and their relatives to the extent of their shareholding and commission that may be received by them, including for FY 2026-27.

The Board accordingly recommends the Special Resolution as set out in Item No. 16 of the Notice for approval of the Members.

By Order of the Board of Directors
5paisa Capital Limited

Gourav Munjal
Whole-time Director & Chief Financial Officer
DIN: 06360031

Registered Office:
IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area, Wagle Estate,
Thane - 400604
CIN: L67190MH2007PLC289249
E-mail: csteam@5paisa.com
Telephone No.: 022-41035000

Date: April 30, 2026
Place: Thane

ANNEXURE 2

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name of Director & DIN	Mr. Gourav Munjal (DIN:06360031)
Designation/ Category of Directorship	Whole-time Director and Chief Financial Officer
Date of Birth (Age)	June 16, 1988 (38 years)
Nationality	Indian
Date of first appointment on the Board	January 16, 2020
Qualifications	Chartered Accountant and Company Secretary and Diploma in IFRS from the Association of Chartered Certified Accountants (ACCA).
Brief Profile	Mr. Gourav Munjal has a bachelor's degree in commerce from Kurukshetra University and is a qualified Chartered Accountant, Company Secretary and a diploma holder in IFRS from the Association of Chartered Certified Accountants (ACCA). He has more than 15 years of experience in the field of Finance, Accounts, Treasury, MIS, Cost Control and Process improvements. Before joining the Company, he was associated with the IIFL Group and has handled same functions.
Expertise/Experience in specific functional areas	Accounts, Finance and Taxation
Shareholding in the Company (as on March 31, 2026) (including beneficial ownership and Options granted under ESOP)	Equity Shares: 9656 ESOPs: 1,75,000 under 5paisa Capital Limited Employee Stock Option Scheme 2017
Directorships held in other companies (excluding foreign companies)	1. 5paisa Trading Limited 2. 5paisa P2P Limited 3. 5paisa Corporate Services Limited 4. 5paisa International Securities (IFSC) Limited
Terms and conditions of appointment/ Re-appointment	Re-appointment in terms of Section 152 (6) of the Companies Act, 2013
Attendance in number of Board Meetings eligible during FY 2025-26	7 out of 7 Board Meetings attended.
Memberships / Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee) (As on March 31, 2026)	Nil
Relationships between Directors inter-se	None
Last drawn Remuneration (Including Sitting Fees & Commission, if any)	₹8.12 million
Remuneration proposed to be paid	The remuneration payable to Mr. Gourav Munjal shall be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of the Companies Act, 2013, applicable SEBI Regulations and the Company's Remuneration Policy.
Listed entities from which the Director has resigned in the past three years	Nil

By Order of the Board of Directors
5paisa Capital Limited

Gourav Munjal
Whole-time Director & Chief Financial Officer
DIN: 06360031

Registered Office:
IIFL House, Sun Infotech Park, Road No. 16V,
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Thane - 400604
CIN: L67190MH2007PLC289249
E-mail: csteam@5paisa.com
Telephone No.: 022-41035000

Date: April 30, 2026
Place: Thane