

October 9, 2026

To, The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001. BSE Scrip Code: 540776	To, The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, Plot C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400 051. NSE Symbol: 5PAISA
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Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Update on Preferential Issue of Equity Shares by 5paisa Capital Limited

Dear Sir/Madam,

This is with reference to the Postal Ballot Notice (“the Notice”) issued to the Members of 5paisa Capital Limited (“the Company”) on July 28, 2026, in relation to the proposed issuance of equity shares on a preferential basis for consideration other than cash pursuant to a share swap arrangement and other matters incidental thereto, in accordance with the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, and applicable provisions of the Companies Act, 2013 and rules framed thereunder.

The said Notice contains, *inter alia*, disclosures relating to the Shareholding Pattern of the Company before and after the proposed issuance of equity shares on a preferential basis, and the percentage of Post Preferential Issue Capital of the proposed allottees and change in control, if any, consequent to the aforesaid preferential issue.

Further, pursuant to the suggestion received from the Stock Exchanges in connection with the Company’s in-principle application for the aforesaid Preferential Issue, disclosures pertaining to the shareholding pattern of the Company, after the proposed Preferential Issue, and the percentage of Post Preferential Issue Capital of proposed allottees, on a fully diluted basis, and change in control, if any, are enclosed herewith as **Annexure A** and **Annexure B**, respectively.

Kindly take the above on record and oblige.

Thanking You,

For **5paisa Capital Limited**

Mehul
Harshad
Somaiya

Digitally signed by
Mehul Harshad
Somaiya
Date: 2026.10.09
16:32:35 +05'30'

Mehul Somaiya
Company Secretary and Compliance Officer
ACS – 43026

Email: csteam@5paisa.com

Place: Thane

5paisa Capital Limited

Annexure A

Shareholding Pattern before and after the issue:

Sr. No.	Category	Pre-Issue		Post Issue Shareholding (on a fully diluted basis)		
		No. of Shares Held	% of shareholding (B)	No. of Equity Shares to be Allotted (C)	No. of Shares held D= (A+C)*	% of shareholding (E)*
		(A)				
A	Promoters and Promoter Group Holding:					
1	Indian:					
a)	Individual/HUF	1,62,59,424	34.68	0	1,62,59,424	32.81
	Sub Total	1,62,59,424	34.68	0	1,62,59,424	32.81
b)	Any Other (Bodies Corporate)	8,53,969	1.82	0	8,53,969	1.72
	Sub Total	8,53,969	1.82	0	8,53,969	1.72
2	Foreign Promoters	0	0.00	0	0.00	0.00
	Total (A)	1,71,13,393	36.50	0	1,71,13,393	34.53
B	Public Holding/Non-Promoter Holding:					
1	Institutions:					
a)	Mutual Funds	0	0.00	0	0	0.00
b)	Alternative Investment Funds	0	0.00	0	0	0.00
c)	Banks	0	0.00	0	0	0.00
d)	NBFCs registered with RBI	40	0.00	0	40	0.00
e)	Any Other (Institutions (Domestic))	0	0.00	0	0	0.00
f)	Qualified Institutional Buyer (QIB)	0	0.00	0	0	0.00
g)	Foreign Portfolio Investor	70,84,857	15.11	0	70,84,857	14.30
h)	Foreign Bodies Corporate	0	0.00	0	0	0.00
	TOTAL B1	70,84,897	15.11	0	70,84,897	14.30
2	Non-Institution:					
a)	Private corporate bodies	0	0.00	0	0	0.00
b)	Directors and relatives (Independent Director and his relatives)	0	0.00	0	0	0.00
c)	Indian public (Resident Individuals)	61,44,351	13.11	20,50,588	81,94,939	16.54
d)	Key Managerial Personnel	41,231	0.09	0	41,231	0.08
e)	Non-Resident Indians (NRIs)	2,35,455	0.50	0	2,35,455	0.48
f)	Investor Education and Protection Fund (IEPF)	0	0.00	0	0	0.00
g)	Foreign Companies	1,15,05,195	24.54	0	1,15,05,195	23.22
h)	Bodies Corporate	5,12,548	1.09	0	5,12,548	1.03
i)	Any Other (specify)	42,42,187	9.05	0	42,42,187	8.56
j)	ESOP Trust	3,000	0.01	0	3,000	0.01
K)	No. of Outstanding ESOP Granted	-	-	6,24,950	6,24,950	1.26
	TOTAL B2	2,26,83,967	48.38	26,75,538	2,53,59,505	51.17
	Sub Total (B)	2,97,68,864	63.50	26,75,538	3,24,44,402	65.47
	TOTAL (A+B)	4,68,82,257	100.00	26,75,538	4,95,57,795	100.00

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Annexure B

Percentage of Post Preferential Issue Capital held by the proposed allottees, on a fully diluted basis and Change in Control, if any, consequent to the Preferential Issue:

Equity Shareholders	Shares held in GDPL*	% of holding	Existing Shares of the Company	% of holding	Allotment through Swap	Post Swap, Shares held in the Company	% Post allotment (on a fully diluted basis)
Public							
Mr. Amber Pabreja	38,148	21.71	-	-	11,82,588	11,82,588	2.39
Ms. Devi Yeshodharan	28,000	15.94	-	-	8,68,000	8,68,000	1.75
TOTAL					20,50,588	20,50,588	4.14

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

Also, there will be no change in the control or management of the Company pursuant to the proposed preferential issue except for 1.97% reduction in the percentage holding of the promoters of the Company.

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