July 17, 2018

The Manager, **Listing Department,** **BSE Limited,** **Phiroze Jeejeebhoy Tower, Dalal Street,** **Mumbai 400 001** **Tel No.: 22721233** **Fax No.: 22723719/22723121/22722037** **BSE Scrip Code: 540776**	**The Manager,** **Listing Department,** **The National Stock Exchange of India Ltd.,** **Exchange Plaza, 5 Floor, Plot C/1, G Block,** **Bandra - Kurla Complex, Bandra (E),** **Mumbai 400 051** **Tel No.: 2659 8235 Fax No.: 26598237** **NSE Symbol: 5PAISA**

Dear Sir/Madam,

Sub: Proceedings of the 11th Annual General Meeting of the Company held on July 17, 2018.

We wish to inform you that the 11th Annual General Meeting ("AGM") of the Shareholders of the Company was held on Tuesday, July 17, 2018, at 4.00 p.m., at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018.

In this regard, we hereby submit the following:

a. Details of the voting results of the aforesaid AGM pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on ordinary/ special resolutions specified in the AGM Notice dated May 10, 2018. The detailed voting results consolidating the results of e-voting with the results of voting through poll at the AGM is enclosed.

   All the resolutions were passed with the requisite majority by the Shareholders. The details of votes cast by the shareholders are given in the Annexure. The same shall be treated as compliance with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015.

b. In term of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated scrutinizer's Report on the remote E-voting and voting through Poll is enclosed herewith.

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c. Pursuant to Regulation 30 read with Para A of part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the AGM of the Company.

Please take the same on records and acknowledge.

Thanking You,

Yours faithfully,

For **5paisa Capital Limited**



Roshan Dave
Company Secretary
Email ID: csteam@5paisa.com
Encl: as above

Summary of the proceedings of the 11th Annual General Meeting of 5paisa Capital Limited held on July 17, 2018

Venue: Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018

Time: 4.00 p.m.

The Company Secretary welcomed all the Shareholders present. He informed that all the directors of the Company, representative of Statutory Auditor and Secretarial Auditor were present. He further informed the Shareholders about the proxies received by the Company and availability of statutory registers for inspection.

The requisite quorum being present, the Company Secretary requested the Chairman of the Board to take the chair.

The Chairman welcomed the Shareholders. On the request of the Chairman, Whole Time Director and Chief Executive Officer, Mr. Prakarsh Gagdani introduced the Director sitting on the dais.

With the permission of the Shareholders, the Chairman took the notice as read.

The Chairman informed that the Statutory Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

The Chairman enlightened the Shareholders the availability of voting by poll for those present in the meeting and who have not cast their votes through e-voting. The Company has engaged Central Depository Services (India) Limited for conducting the e-voting. The e-voting period opened on Thursday, July 12, 2018 at 9.00 a.m. and concluded on July, 16, 2018 at 5.00 p.m.

The Chairman proceeded towards the agenda items as per the notice and then invited members for clarifications or observations with respect to agenda items. The Chairman gave the reply on the basis of queries and enquiries raised by the Members.

Thereafter, the poll was demanded and the Members were informed by the Chairman about the appointment of Scrutinizer Mr. Mahesh Darji, Practising Company Secretary as the Scrutinizer for e-voting under Section 108 of the Companies Act, 2013 and also for the Poll process at the AGM.

It was announced that the voting results for the aforesaid resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the Company website and also be forwarded to the Stock Exchange's in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

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The Chairman thanked the Members for attending and participating in the Meeting.

The following items of business as per the Notice of the AGM were transacted at the meeting:

Item No.	Item Description	Resolution Type	Result
1	To consider and adopt: (i) the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2018, together with the reports of the Board of Directors and Auditors thereon; and (ii) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, together with the Auditors reports thereon.	Ordinary Resolution	Passed with Requisite Majority
2	Re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as Director who retires by rotation	Ordinary Resolution	Passed with Requisite Majority
3	Ratification of appointment of Auditors and fix their remuneration.	Ordinary Resolution	Passed with Requisite Majority
4	Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special Resolution	Passed with Requisite Majority
5	To increase the aggregate limit for investment by the Foreign Portfolio Investors (FPIs) in paid up equity capital of the Company.	Special Resolution	Passed with Requisite Majority
6	To Increase the aggregate limit for investment by Non-resident Indians (NRIs) in paid up capital of the Company.	Special Resolution	Passed with Requisite Majority

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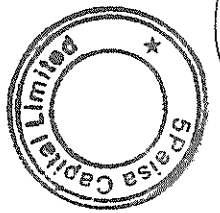
7	Re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as a Whole Time Director	Special Resolution	Passed with Requisite Majority
8	Appointment of Ms. Nirali Sanghi (DIN: 00319389) as an Independent Director of the Company	Ordinary Resolution	Passed with Requisite Majority
9	Appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Director of the Company	Ordinary Resolution	Passed with Requisite Majority
10	Appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Whole-Time Director of the Company	Special Resolution	Passed with Requisite Majority
11	Approval for material related party transactions with IIFL Securities Limited	Ordinary Resolution	Passed with Requisite Majority
12	Approval for material related party transactions with IIFL Facilities Services Limited	Ordinary Resolution	Passed with Requisite Majority
13	Approval for material related party transactions with IIFL Holdings Limited	Ordinary Resolution	Passed with Requisite Majority
14	Approval for material related party transactions with India Infoline Finance Limited	Ordinary Resolution	Passed with Requisite Majority



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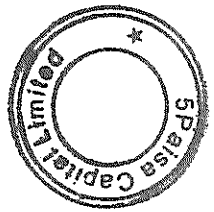
Resolution Required : (Ordinary)	1 - To receive, consider and adopt : (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018, together the reports of the Board of Directors and Auditors Report thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, together with Auditors Reports.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9452936**	**3**	**100.0000**	**0.0000**



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Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Prakarsh Gagdani as Director who retires by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1474767	22.9797	1474767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4659556**	**72.6048**	**4659553**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9447949**	**74.1654**	**9447946**	**3**	**100.0000**	**0.0000**





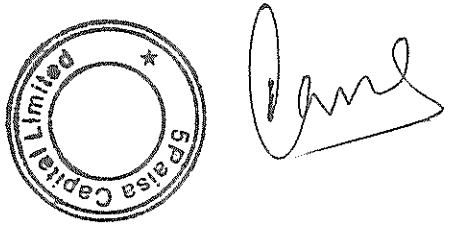
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Resolution Required : (Ordinary)			3 - Ratification of appointment of Auditors					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9452936**	**3**	**100.0000**	**0.0000**

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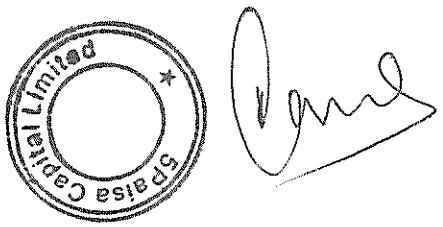
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Resolution Required : (Special)			4 - Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	785470	179946	81.3608	18.6392
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**785470**	**179946**	**81.3608**	**18.6392**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9272990**	**179949**	**98.0964**	**1.9036**



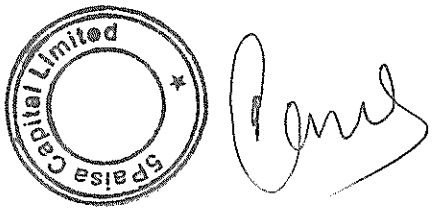
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Resolution Required : (Special)			5 - To increase the aggregate limit for investment by the Foreign Portfolio Investors (FPIs) in paid up equity capital of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9452936**	**3**	**100.0000**	**0.0000**



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Resolution Required : (Special)			6 - To increase the aggregate limit for investment by Non-resident Indians (NRIs) in paid up capital of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9452936**	**3**	**100.0000**	**0.0000**



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Resolution Required : (Special)			7 - Re-appointment of Mr. Prakarsh Gagdani as a Whole Time Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1474767	22.9797	1474767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4659556**	**72.6048**	**4659553**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9447949**	**74.1654**	**9447946**	**3**	**100.0000**	**0.0000**

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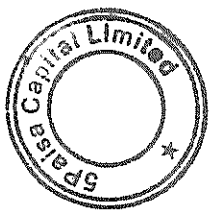
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Resolution Required : (Ordinary)			8 - Appointment of Ms. Nirali Sanghi as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9452936**	**3**	**100.0000**	**0.0000**

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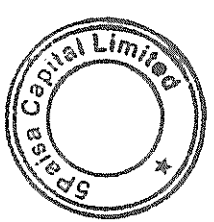
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Resolution Required : (Ordinary)			9 - Appointment of Mr. Santosh Jayaram as an Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	965416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**965416**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	6417695	3184789	49.6251	3184786	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664546**	**72.6826**	**4664543**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9452936**	**3**	**100.0000**	**0.0000**

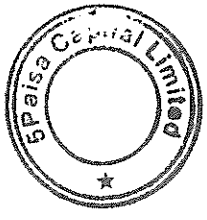


5paisa Capital Limited

Resolution Required : (Special)			10 - Appointment of Mr. Santosh Jayaram as a Whole-Time Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Poll		3822977	100.0000	3822977	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**3822977**	**100.0000**	**3822977**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	788321	177095	81.6561	18.3439
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**788321**	**177095**	**81.6561**	**18.3439**
Public Non Institutions	E-Voting	6417695	3184788	49.6251	3184785	3	99.9999	0.0001
	Poll		1479757	23.0575	1479757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4664545**	**72.6826**	**4664542**	**3**	**99.9999**	**0.0001**
Total		**12739022**	**9452939**	**74.2046**	**9275841**	**177098**	**98.1265**	**1.8735**

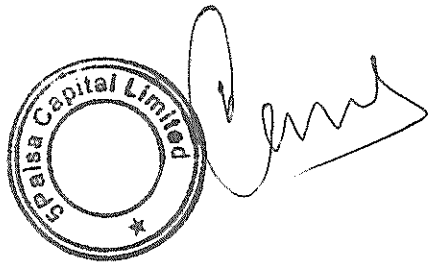


5paisa Capital Limited								
Resolution Required : (Ordinary)			11 - Approval for material related party transactions with IIFL Securities Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	785470	179946	81.3608	18.6392
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**785470**	**179946**	**81.3608**	**18.6392**
Public Non Institutions	E-Voting	6417695	3184788	49.6251	3184785	3	99.9999	0.0001
	Poll		1474767	22.9797	1474767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4659555**	**72.6048**	**4659552**	**3**	**99.9999**	**0.0001**
Total		12739022	**5624971**	**44.1554**	**5445022**	**179949**	**96.8009**	**3.1991**



5paisa Capital Limited

Resolution Required : (Ordinary)			12 - Approval for material related party transactions with IIFL Facilities Services Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	785470	179946	81.3608	18.6392
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**785470**	**179946**	**81.3608**	**18.6392**
Public Non Institutions	E-Voting	6417695	3184788	49.6251	3184785	3	99.9999	0.0001
	Poll		1474767	22.9797	1474767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4659555**	**72.6048**	**4659552**	**3**	**99.9999**	**0.0001**
Total		12739022	**5624971**	**44.1554**	**5445022**	**179949**	**96.8009**	**3.1991**



5paisa Capital Limited

Resolution Required : (Ordinary)			13 - Approval for material related party transactions with IIFL Holdings Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	785470	179946	81.3608	18.6392
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**785470**	**179946**	**81.3608**	**18.6392**
Public Non Institutions	E-Voting	6417695	3184788	49.6251	3184785	3	99.9999	0.0001
	Poll		1474767	22.9797	1474767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4659555**	**72.6048**	**4659552**	**3**	**99.9999**	**0.0001**
Total		12739022	**5624971**	**44.1554**	**5445022**	**179949**	**96.8009**	**3.1991**

5paisa Capital Limited

5paisa Capital Limited

Resolution Required : (Ordinary)			14 - Approval for material related party transactions with India Infoline Finance Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3822977	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	2498350	965416	38.6421	785470	179946	81.3608	18.6392
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**965416**	**38.6421**	**785470**	**179946**	**81.3608**	**18.6392**
Public Non Institutions	E-Voting	6417695	3184788	49.6251	3184785	3	99.9999	0.0001
	Poll		1474767	22.9797	1474767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4659555**	**72.6048**	**4659552**	**3**	**99.9999**	**0.0001**
Total		12739022	**5624971**	**44.1554**	**5445022**	**179949**	**96.8009**	**3.1991**

5paisa Capital Limited

Mahesh M. Darji
Practicing Company Secretary
B.Com., DBM, LLB, FCS

Form No. MGT-13
Report of Scrutinizer (Consolidated)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson of
11th Annual General Meeting of
Shareholders of 5paisa Capital Limited
Held on Tuesday, 17th July, 2018 at Hall of Harmony,
Nehru Centre, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

Sir,

I, Mahesh Darji, Practicing Company Secretary (Membership No. FCS- 7175) was appointed as the Scrutinizer for the purpose of the poll taken on the resolutions (including remote e-voting) as per the Annexure attached at the 11th Annual General Meeting of the Equity Shareholders of 5paisa Capital Limited held on 17th July, 2018 at 4.00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes were kept for polling and the same were locked in my presence with due identification marks placed on the same.

2. The locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. Mr. Gaurav Naik and Mrs. Jinal Trivedi both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.

3. There were no poll papers, which were invalid.

4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.

5. The list of equity shareholders who voted 'for' or 'against' and those who abstained from voting for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

17/7/18

MAHESH DARJI
FCS 7175
CP 7809
COMPANY SECRETARY

C/o 211, Bldg. No.1, Sona Udyog Industrial Estate, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East), Mumbai - 400 069, (M) +91 9819196693

Mahesh M. Darji
Practicing Company Secretary
B.Com., DBM, LLB, FCS

Note: Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at AGM) casted by the shareholders.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



Mahesh Darji
Practicing Company Secretary
Membership No. FCS 7175
CP No. 7809

Place: Mumbai

Date: 17/07/18

C/o 211, Bldg. No.1, Sona Udyog Industrial Estate, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East), Mumbai - 400 069, (M) +91 9819196693

Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot / poll at AGM):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	1 (a) 1 (b)	To consider and adopt: the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2018, together with the reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, together with the Auditors reports thereon.	Ordinary Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**95**	**9452936**	**99.99%**	**3**	**3**	**0.01%**	**1**	**200901**
2	2	Re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as Director who retires by rotation	Ordinary Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	60	5297744	100%	0	0	0.00%	2	4990
				Total	**93**	**9447946**	**99.99%**	**3**	**3**	**0.01%**	**3**	**205891**

MAHESH DARJI
FCS 7175
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17/7/18

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3	3	Ratification of appointment of Auditors	Ordinary Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**95**	**9452936**	**99.99%**	**3**	**3**	**0.01%**	**1**	**200901**
4	4	Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special Resolution	Remote E-Voting	14	3970256	95.66%	22	179949	4.34%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**76**	**9272990**	**98.10%**	**22**	**179949**	**1.90%**	**1**	**200901**
5	5	To Increase the aggregate limit for investment by the Foreign Portfolio Investors (FPIs) in paid up equity capital of the Company.	Special Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**95**	**9452936**	**99.99%**	**3**	**3**	**0.01**	**1**	**200901**



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
6	6	To Increase the aggregate limit for investment by Non-resident Indians (NRIs) in paid up capital of the Company.	Special Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**95**	**9452936**	**99.99%**	**3**	**3**	**0.01%**	**1**	**200901**
7	7	Re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as a Whole Time Director	Special Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	60	5297744	100%	0	0	0.00%	2	4990
				Total	**93**	**9447946**	**99.99%**	**3**	**3**	**0.01%**	**3**	**205891**



17/07/18

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
8	8	Appointment of Ms. Nirali Sanghi (DIN: 00319389) as an Independent Director of the Company	Ordinary Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**95**	**9452936**	**99.99%**	**3**	**3**	**0.01%**	**1**	**200901**
9	9	Appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Director of the Company	Ordinary Resolution	Remote E-Voting	33	4150202	99.99%	3	3	0.01%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**95**	**9452936**	**99.99%**	**3**	**3**	**0.01%**	**1**	**200901**
10	10	Appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Whole-Time Director of the Company	Special Resolution	Remote E-Voting	16	3973107	95.73%	20	177098	4.27%	1	200901
				Poll at AGM	62	5302734	100%	0	0	0.00%	0	0
				Total	**78**	**9275841**	**98.13%**	**20**	**177098**	**1.87%**	**1**	**200901**



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
11	11	Approval for material related party transactions with IIFL Securities Limited	Ordinary Resolution	Remote E-Voting	14	3970255	95.66%	22	179949	4.34%	2	200902
				Poll at AGM	51	1474767	100%	0	0	0.00%	11	3827967
				Total	**65**	**5445022**	**96.80%**	**22**	**179949**	**3.20%**	**13**	**4028869**
12	12	Approval for material related party transactions with IIFL Facilities Services Limited	Ordinary Resolution	Remote E-Voting	14	3970255	95.66%	22	179949	4.34%	2	200902
				Poll at AGM	51	1474767	100%	0	0	0.00%	11	3827967
				Total	**65**	**5445022**	**96.80%**	**22**	**179949**	**3.20%**	**13**	**4028869**
13	13	Approval for material related party transactions with IIFL Holdings Limited	Ordinary Resolution	Remote E-Voting	14	3970255	95.66%	22	179949	4.34%	2	200902
				Poll at AGM	51	1474767	100%	0	0	0.00%	13	3827967
				Total	**65**	**5445022**	**96.80%**	**22**	**179949**	**3.20%**	**12**	**4028869**
14	14	Approval for material related party transactions with India Infoline Finance Limited	Ordinary Resolution	Remote E-Voting	14	3970255	95.66%	22	179949	4.34%	2	200902
				Poll at AGM	51	1474767	100%	0	0	0.00%	11	3827967
				Total	**65**	**5445022**	**96.80%**	**22**	**179949**	**3.20%**	**13**	**4028869**

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17/07/18