June 25, 2018

The Manager, **Listing Department,** **BSE Limited,** **Phiroze Jeejeebhoy Tower,** **Dalal Street,** **Mumbai 400 001.** **Tel no.: 22721233** **Fax No.: 22723719/ 22723121/ 22722037/ 22722041/ 22722061** **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/ 26598238** **NSE Symbol: 5PAISA**

Sub: Notice of 11th Annual General Meeting.

Dear Sir,

This is with reference to our intimation to the exchange(s) dated June 20, 2018. The Company has dispatched the Notice of 11th Annual General Meeting along with the Annual Report on June 21, 2018 to the members of the Company for the Financial Year ended March 31, 2018.

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached herewith notice of the 11th Annual General Meeting for your information and record.

Also find enclosed a copy of the clippings published in the newspapers on June 23, 2018, detailing the procedure with respect to the e-voting facility provided by the Company to all its Members to enable them, to cast their vote on all matters listed in the Notice convening the 11th Annual General Meeting of the Company on Tuesday, July 17, 2018 at 04.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018. The said clippings are also placed on the website of the Company www.5paisa.com.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For 5paisa Capital Limited

5paisa Capital Limited

Roshan Dave
Company Secretary
Place: Mumbai
Email: csteam@5paisa.com



5paisa Capital Limited

CIN: U67190MH2007PLC289249

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area,
Wagle Estate Thane – 400604; Tel: (91-22) 62727000; Fax: (91-22) 25806654;
E-mail: csteam@5paisa.com; Website: www.5paisa.com.

Notice

Notice is hereby given that the Eleventh Annual General Meeting of the members of 5paisa Capital Limited will be held on Tuesday, 17th day of July 2018, at 4.00 p.m. at Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai- 400018 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
   (a) The audited standalone financial statement(s) of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon; and
   (b) The audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2018, together with Auditors report thereon.

2. To appoint a Director in place of Mr. Prakarsh Gagdani (DIN:07376258), who retires by rotation and being eligible, offers himself for reappointment 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 Mr. Prakarsh Gagdani (DIN: 07376258), 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."

3. To ratify / appoint Statutory Auditors and fix their remuneration 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), as Statutory Auditors of the Company be and is hereby ratified for the Financial Year 2018-19 and their appointment be at a remuneration to decide by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

   "RESOLVED FURTHER THAT pursuant to the notified section of Companies (Amendment) Act, 2017 the Company shall not be required to seek the approval of the shareholders for the ratification of appointment of Statutory Auditors from the next Annual General Meeting of the Company and the Statutory Auditors shall continue as Statutory Auditor of the Company till the conclusion of 15th Annual General Meeting of the Company."

SPECIAL BUSINESS:

4. 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 Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to ₹ 250 crore (Rupees Two Hundred Fifty Crore only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

   RESOLVED FURTHER THAT the Board of Directors of the Company and/ or its duly constituted committee be and is hereby authorised to do all acts, deeds, thing and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To increase the aggregate limit for investment by the Foreign Portfolio Investors (FPIs) in the paid up equity capital of the Company 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 applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000), the Companies Act, 2013, Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and/or a duly authorised Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as "the Board"), the consent of the members be and is hereby accorded for investments by Foreign Portfolio Investors ("FPIs") (as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended), in the shares or securities convertible into shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme (PIS) under FEMA, subject to the condition that the total holding of all FPIs put together shall not exceed the sectoral cap/ statutory limits i.e. 100% of the paid up equity capital or paid up value of the securities convertible into the shares of the Company as may be applicable or such other maximum limit as may be prescribed from time to time, provided that the individual shareholding of FPIs in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Directors or Officers of the Company."

6. To increase the aggregate limit for investment by Non-Resident Indians (NRIs) in the paid up capital of the Company 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 applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000), the Companies Act, 2013 and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and/ or a duly authorised Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as "the Board"), the consent of the members be and is hereby accorded for investments by Non-Resident Indians (NRIs) (as defined under FEMA) on the recognized stock exchanges or in any other manner including investment under the Portfolio Investment Scheme ("PIS") under FEMA, subject to the conditions that the total holding of all NRIs put together shall not exceed 24% of the total paid-up equity capital or paid up value of the Securities convertible into the shares of the Company as may be applicable or such other maximum limit as may be prescribed from time to time, provided that the individual shareholding of NRIs in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Directors or Officers of the Company."

7. To re-appoint Mr. Prakarsh Gagdani as a Whole Time Director 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 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time, and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 17, 2018 and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as a Whole Time Director of the Company (liable to retire by rotation) for the period of 3 years w.e.f. December 22, 2018 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the following terms and conditions of re-appointment and remuneration of Mr. Prakarsh Gagdani in the best interests of the Company and as may be permissible by law:

A. Period of appointment: 3 years w.e.f. December 22, 2018.

B. Remuneration:

Basic Salary: ₹ 280,000/- (Rupees Two Lakhs Eighty Thousand only) per month.

C. Perquisites:

Category (A):

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 140,000/-(Rupees One Lakh Forty Thousand only) per month.
2. Medical Reimbursement for self and family as per the rules of the Company.
3. Leave Travel Assistance as per the rules of the Company.
4. Other perquisites as per service rules of the Company.

Category (B)

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment thereof.

D. Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

E. Commission/Bonus: He shall be paid commission/ Bonus as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

F. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

G. The Company has in place the Employee Stock Option Schemes (ESOPs) and as per the ESOP Scheme, Mr. Prakarsh Gagdani will be eligible for the grant of ESOPs, as may be considered by the Board/ Nomination and Remuneration Committee from time to time.

H. On January 29, 2018, 125,000 stock options were granted to Mr. Prakarsh Gagdani and the same are under vesting, as per the ESOP Scheme.

I. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

J. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Prakarsh Gagdani in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

K. The Board/Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.

L. Mr. Prakarsh Gagdani shall liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

8. Appointment of Ms. Nirali Sanghi as an Independent Director of the Company 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 provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 17, 2018, Ms. Nirali Sanghi (DIN 00319389), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from January 11, 2018 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing her candidature as a candidate for the office of Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years effective from January 11, 2018 and shall not be subject to retirement by rotation."

9. Appointment of Mr. Santosh Jayaram as a Director of the Company and in this regards, 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 sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 17, 2018, Mr. Santosh Jayaram (DIN: 07955607), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

10. Appointment of Mr. Santosh Jayaram as a Whole-Time Director of the Company and in this regards, 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 152, 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 17, 2018 and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Whole Time Director of the Company for the period of 3 years w.e.f. January 11, 2018 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Santosh Jayaram in the best interests of the Company and as may be permissible by law, viz.:

A. Period of appointment: 3 years w.e.f. January 11, 2018.

B. Remuneration:

   Basic Salary: ₹ 60,174/- (Rupees Sixty Thousand One Hundred Seventy Four only) per month.

C. Perquisites:

Category (A):

1. Housing: Rent Free Accommodation or House Rent Allowance of ₹ 30,087/- (Rupees Thirty Thousand Eighty Seven) per month.
2. Medical Reimbursement for self and family as per the rules of the Company.
3. Leave Travel Assistance as per the rules of the Company.
4. Other perquisites as per service rules of the Company.

Category (B)

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company

   The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment there of.

D. Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% p.a. of basic salary, allowances and perquisites.

E. Commission/Bonus: He shall be paid commission/ bonus as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time.

F. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

G. The Company has in place the Employee Stock Option Schemes (ESOP) and as per the ESOP Scheme, Mr. Santosh Jayaram will be eligible for the grant of ESOPs, as may be considered by the Board/ Nomination and Remuneration Committee from time to time.

H. On January 29, 2018, 20,000 stock options were granted to Mr. Santosh Jayaram and the same are under vesting, as per the ESOP Scheme.

I. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

J. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Santosh Jayaram in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

K. The Board/Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.

L. Mr. Santosh Jayaram shall liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

11. To approve material related party transactions with IIFL Securities Limited and in this regards, 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 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 "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 17, 2018, the consent and approval of the Company 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 arrangements/transactions/contracts with IIFL Securities Limited ("formerly known as India Infoline Limited), a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, 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 Securities Limited and remaining outstanding at any one point in time shall not exceed ₹ 10 Crore (Rupees Ten Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/ modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/ contracts or any future arrangements/transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, 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 Facilities Services Limited and in this regards, 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 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 17, 2018, the consent and approval of the Company 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 arrangements/transactions/ contracts with IIFL Facilities Services Limited, a Related Party as defined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, 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 ₹ 100 Crore (Rupees One Hundred Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/ modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/ contracts or any future arrangements/transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, 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 Holdings Limited and in this regards, 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 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 17, 2018, the consent and approval of the Company 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 arrangements/transactions/contracts with IIFL Holdings Limited, a Related Party as defined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, 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 Holdings Limited and remaining outstanding at any one point in time shall not exceed ₹ 50 Crore (Rupees Fifty Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/ modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/ contracts or any future arrangements/transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, 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 India Infoline Finance Limited and in this regards, 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 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations") and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 17, 2018, the consent and approval of the Company 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 arrangements/transactions/ contracts with India Infoline Finance Limited, a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, 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 Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 100 Crore (Rupees One Hundred Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/ modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/ contracts or any future arrangements/transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, 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."

By Order of the Board of Directors

Roshan Dave
Company Secretary
ACS - 26472

Date: May 10, 2018
Place: Mumbai

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V,
Plot No. B-23, Thane Industrial Area, Wagle estate,
Thane -400604
CIN:U67190MH2007PLC289249
e-mail: csteam@5paisa.com
Telephone No.-022-62727000

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the commencement of the Meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. In terms of Section 152 of the Companies Act, 2013, Mr. Prakarsh Gagdani (DIN: 07376258) is liable to retire by rotation at the Meeting and being eligible, offer himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. Mr. Prakarsh Gagdani (DIN: 07376258) is not related to any of the Directors of the Company. Brief resume and nature of his expertise in specific functional areas are provided in Corporate Governance report. Names of companies in which he hold directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided under the explanatory statement:

5. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.

8. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, July 10, 2018 to Tuesday, July 17, 2018 (both days inclusive).

9. Members are requested :

   i. To bring their attendance slip along with their copy of Annual Report to the Meeting.

   ii. To quote their folio nos. / ID nos. in all correspondence.

   iii. To note that no gifts will be distributed in the AGM.

10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company, M/s. Link Intime India Private Limited ("Link Intime") at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime.

12. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.

13. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

14. 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 long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.

16. The Company has designated an exclusive e-mail ID called csteam@5paisa.com to redress shareholders' complaints/ grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.

17. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.

18. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. **Members, who have not registered their e-email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

19. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to Nehru Planetarium, Mumbai.

20. Voting Instructions:

    Information and other instructions relating to e-voting are as under:

    I. Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('e-voting').

    II. The facility for voting through Poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through 'Poll'.

    III. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

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

    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, July 10, 2018. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

    VI. 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, July 10, 2018, only shall be entitled to avail the facility of e-voting/ Poll on Demand.

    VII. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as Scrutinizer to scrutinise the Poll on Demand and e-voting process in a fair and transparent manner.

    VIII. The Scrutinizer, after scrutinizing the votes cast at the Meeting through Poll on Demand and through e-voting, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company www.5paisa.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

    IX. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Tuesday, July 17, 2018.

    X. Information and other instructions relating to e-voting are as under:

    (i) The voting period begins on 09:00 a.m. (IST) on Thursday, July 12, 2018 and ends on 05:00 p.m. (IST) on Monday, July 16, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, July 10, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders/ Members.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for 5paisa Capital Limited on which you choose to vote.

(xiii) 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.

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

(xv) 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.

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

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

(xviii) If a demat account holder has forgotten the 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- 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 as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.

REGISTRATION / UPDATING OF EMAIL IDS

Members are requested to support the "Green Initiative" by registering their email address with the Company, if not already done.

Those members who have changed their email address are requested to register their new email address with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Businesses mentioned under Item nos. of the accompanying Notice:

Item no. 3

M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on July 19, 2017 to hold office from the conclusion of 10th AGM till the conclusion of 15th AGM to be held in the year 2022. As per the provisions of Section 139(1) of the Act, their appointment for the above tenure was subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors for the financial year 2018-19 as per the proposal contained in the resolution set out at item no. 3 of the notice.

Further, as per the notified section of the Companies (Amendment Act), 2017, the requirement related to annual ratification of appointment of Auditors by members is omitted. Pursuant to the said amendment, the Company is not required to seek ratification of appointment of shareholders from the next Annual General meeting. Accordingly, the Statutory Auditors shall continue their term upto Financial Year 2021-22 without seeking ratification from members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 3 of the accompanying notice.

The Board recommends the Ordinary Resolution set out in item no. 3 of the notice for approval by the members.

Item No. 4

As per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) 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 NCDs 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 non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 4, 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 is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5 & 6

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Portfolio Investors ("FPI") registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold together, up to an aggregate limit of 24% (twenty four per cent) of the paid up equity capital of an Indian Company. The said Regulations further provide that the limit of 24% (twenty four per cent) can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI").

Further, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 provides that the total holding by any individual NRIs (as defined under FEMA) or Overseas Citizen of India (OCI) shall not exceed 5% of the total paid-up equity capital and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital. The said Regulations further provide that the limit of 10% can be further increased up to 24% by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI").

The Company is into the financial services as a SEBI registered stock broker, depository participant and research analyst, wherein the 100% of foreign investments is allowed under the automatic route.

Since, the Company was listed from November 2017 pursuant to effecting of the Scheme of Arrangement and to enable increased investments by FPIs/NRIs in the equity of the Company, it is proposed to increase the present limit of FPIs investment in the Company upto the sectoral cap/statutory ceiling of 100% (One Hundred Percent) of paid up equity share capital of the Company and also to increase the limit of NRIs aggregate holding limit from 10% to 24% of the total paid up equity capital of the Company.

Accordingly, the Resolution set out at Item Nos. 5 & 6 of this Notice is proposed to enable the (1) FPIs to acquire equity shares of the Company upto the revised ceiling limit of 100% (One Hundred Percent) of the paid-up equity Capital of the Company (2) NRIs

to acquire equity shares of the Company upto the revised ceiling limit of 24% (Twenty Four per cent).

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested.

The Board recommends the Special Resolution set out at Item Nos. 5 & 6 of the Notice for approval by the Members.

Item No. 7

Mr. Prakarsh Gagdani, aged 36 years, is a Whole-Time Director and CEO in our Company. He holds a post graduate diploma degree in business management and has done his bachelors in Business Management from Mulund College of Commerce, Mumbai University. He has about fifteen (15) years of cross functional experience in sales, advisory, product development and business development. He has gained expertise in retail equity broking domain and is a keen strategist with expertise in managing the entire business and ensuring optimal utilization of resources. In the past, he was associated with Angel Broking Limited for about twelve (12) years.

Mr. Prakarsh Gagdani was appointed as Whole Time Director of the Company at the Extra-Ordinary General Meeting of the members of the Company held on December 22, 2015, for a period of 3 years ending on December 21, 2018. The Board of Directors of the Company, at their meeting held on April 17, 2018, had approved the re-appointment of Mr. Prakarsh Gagdani as Whole Time Director of the Company for a further period of 3 years commencing December 22, 2018 on the terms and conditions and remuneration as set out in resolution no. 7 of the accompanying notice. In terms of the provisions of the 5paisa Capital Limited Employee Stock Option Scheme – 2017, 125,000 stock options have been granted to Mr. Prakarsh Gagdani during the year.

The copies of relevant resolutions of the Board / Committee in respect of the remuneration of the above-mentioned Director are available for inspection by the Members at the registered office of the Company on any working day excluding Saturday's and Sundays (including Public Holidays) during business hours up to the date of the Meeting.

Mr. Prakarsh Gagdani is interested in the resolution set out at Item No. 7 of the Notice. The relatives of Mr. Prakarsh Gagdani may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the members.

Item No. 8

Ms. Nirali Sanghi, aged 50 years, is an Independent Director of our Company. Ms. Nirali Sanghi founded India Parenting Pvt. Ltd. in 1999 and serves as its Chief Executive Officer and President. Prior to that, she served at Erstwhile Baring Brothers (New York), Citibank (New York and Mumbai) and The Boston Consulting Group (Mumbai). Ms. Sanghi spent nine years in the United States where she received her Bachelors in Economics and Computer Science from Barnard College, Columbia University (New York, USA) and M.B.A in Finance and Marketing from Columbia Business School (New York, USA).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Ms. Nirali Sanghi as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years ending on January 10, 2023, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Ms. Nirali Sanghi holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Ms. Nirali Sanghi as a Director of the Company. The Company has also received a declaration from Ms. Nirali Sanghi confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Nirali Sanghi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Nirali Sanghi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Nirali Sanghi as an Independent Director, for the approval by the shareholders of the Company.

In the opinion of the Board, Ms. Nirali Sanghi fulfills the conditions specified in Section 149(6) read with Schedule IV of the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and are independent of the management. The copy of the letter of appointment of Ms. Nirali Sanghi as an Independent Director setting out the terms and conditions would be available for inspection by a member at the Registered Office of the Company during normal business hours on any working day excluding Saturdays and Sundays (including Public Holidays) upto the date of the Meeting.

Ms. Nirali Sanghi is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Nirali Sanghi and her relatives, are in any way, concerned or interested in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 8 of the Notice for approval by the members.

Item Nos. 9 & 10

Mr. Santosh Jayaram, aged 30 years, holds a B. Tech degree and a Master's degree in business management from NMIMS University, Mumbai. He has been associated with 5paisa Capital Limited and IIFL Group since May 2011. He has an experience in area of business process re-engineering, digitisation, product development, mobile application development and user experience management.

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Santosh Jayaram was appointed as an Additional Director on the Board of the Company with effect from January 11, 2018 to hold office up to the date of the Annual General Meeting. He was also appointed as the Whole-time Director of the Company with effect from January 11, 2018, subject to the approval of the Members.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Santosh Jayaram as a Director of the Company.

The remuneration and other terms and conditions of Mr. Santosh Jayaram appointment as Whole-time Director as set out in the resolution no. 10 is subject to your approval. In terms of the clause of the 5paisa Capital Limited Employee Stock Option Scheme – 2017, 20,000 Stock Options have been granted to Mr. Santosh Jayaram during the year.

The copies of relevant resolutions of the Board / Committee inrespect of the remuneration of the above-mentioned Director are available for inspection by the Members at the registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours up to the date of the Meeting.

Mr. Santosh Jayaram is interested in the resolution set out at Item Nos. 9 and 10 of the Notice. The relatives of Mr. Santosh Jayaram may be deemed to be interested in the resolution set out at Item Nos. 9 and 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 9 and 10 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 9 and Special Resolution at item no. 10 of the Notice for approval by the members.

Item No. 11, 12, 13 and 14

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of the Company for the financial year 2017-18 is ₹ 19.7 crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 1.97 crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Name of the Related Party	Nature of Relationship	Nature of Transactions	Amount (in ₹ Crore)*
IIFL Securities Limited	Related party as per Accounting Standard and Listing Regulations	Providing/availing of Services etc.	10
IIFL Facilities Services Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/ availing or rendering of services/ lease/ leave and licence etc.	100
IIFL Holdings Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/ availing or rendering of services/ lease/ leave and licence etc.	50
India Infoline Finance Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/ availing or rendering of services / lease/ leave and licence etc.	100

* The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point in time.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions at their respective meetings held on April 17, 2018 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions are in the Ordinary Course of Business and are at arm's length basis.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at item Nos. 11 to 14.

The Board recommends the Ordinary Resolutions set out at Item Nos. 11 to 14 of the Notice for approval by the members.

Details of Director Seeking Appointment /Re-appointment at the Annual General Meeting

Particulars	Mr. Prakarsh Gagdani	Ms. Nirali Sanghi	Mr. Santosh Jayaram
Date of Birth	September 15, 1981	May 14, 1968	January 04, 1988
Date of Appointment	December 22, 2015	January 11, 2018	January 11, 2018
Expertise in specific functional areas	He holds a post graduate diploma degree in business management and has done his bachelors in Business Management from Mulund College of Commerce, Mumbai University. He has about sixteen (16) years of cross functional experience in sales, advisory, product development and business development. He has gained expertise in retail equity broking domain and is a keen strategist with expertise in managing the entire business and ensuring optimal utilization of resources. In the past, he was associated with Angel Broking Limited for about twelve (12) years.	She founded India Parenting Pvt. Ltd. in 1999 and serves as its Chief Executive Officer and President. Prior to that, she served at Erstwhile Baring Brothers (New York), Citibank (New York and Mumbai) and The Boston Consulting Group (Mumbai). Ms. Sanghi spent nine years in the United States where she received her Bachelors in Economics and Computer Science from Barnard College, Columbia University (New York, USA) and M.B.A in Finance and Marketing from Columbia Business School (New York, USA).	He holds a B. Tech degree and a Master's degree in business management from NMIMS University, Mumbai. He has been associated with 5paisa Capital Limited and IIFL Group since May 2011. He has an experience in area of business process re-engineering, digitization, product development, mobile application development and user experience management.
Directorships held in other companies (excluding foreign companies)	• India Infoline Insurance Brokers Limited • 5paisa P2P Limited	• India Parenting Private Limited	• 5paisa P2P Limited
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee/ Stakeholders Relationship Commitee	Member in two committees.	Member in two committees which includes chairperson in one committee.	Nil
Number of shares held in the Company	2,490	Nil	Nil

Disclosure as required under schedule V to the Companies Act, 2013 in reference to item nos. 7 and 10 as mentioned above is given here under:

1. General Information

Date or expected date of Commercial Production	N.A. Since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance: -

(₹ in Millions)

Particulars	**For the year/period ended**		
	March 31, 2018	**March 31, 2017**	**March 31, 2016**
Total Income	195.62	74.67	(12.18)
Depreciation	6.67	2.77	0.12
Total Expenses	521.95	235.70	64.69
Net Profit /(loss) before tax	(332.10)	(163.81)	(76.98)
DTA/Tax Expenses	(79.12)	(46.91)	(22.00)
Net Profit/(loss) after Tax	(252.99)	(116.90)	(54.98)
Paid up Capital	127.39	127.39	30.50
Reserves & Surplus	501.97	754.96	90.83

Foreign Investments or collaborations, if any: – There is no direct foreign investment in the Company except to the extent shares held by Foreign Portfolio Investors (FPIs) acquired through secondary market. There is no foreign collaboration in the Company.

(i) Information about the Appointees

Particulars	**Mr. Santosh Jayaram**	**Mr. Prakarsh Gagdani**
Background details	Given in the body of this statement	Given in the body of this statement
Past Remuneration as on March 31, 2018 (₹ in lakhs)	17.91	52.80
Recognition and Awards	-	-
Job profile and his suitability	He is the Whole Time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.	He is the Whole Time Director & Chief Executive Officer of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and stock options under ESOP Scheme of the Company, he does not have any other pecuniary relationship with the Company or other managerial person.	Apart from receiving managerial remuneration and stock options under ESOP Scheme of the Company, he does not have any other pecuniary relationship with the Company or other managerial person. He holds 2,490 equity shares in the Company and also his wife holds 2,500 equity shares in the Company.

(ii) Comparative remuneration profile with respect to industry, size of company, profile of the position and person

Taking into consideration the size and growth of the Company, the profile of Mr. Prakarsh Gagdani and Mr. Santosh Jayaram the responsibilities shouldered on them and the industry bench marks, the proposed revised remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.

II. Other information:

1. Reasons of loss or inadequate profits:

   Your Company is a 24 month old start up in relation to business of providing financial products through our online technology platform and our mobile applications. Initial Phase of a startup goes in creating scalable IT Infrastructure, spend on branding and marketing activities to attract more customers, build skilled manpower for carrying business operations. All the above activity requires investment. The result of these investments is high growth of customer acquisition. Revenue from the newly acquired customers come subsequently but most of the cost incurred to onboard them is incurred before they are acquired. That's precisely the reason for your company posting operating loss for the Financial Year FY 17-18.

2. Steps taken or proposed to be taken for improvement:

   Your company is taking various steps to improve efficiency and productivity which will thereby help the company to turn in profits. Our rising customer base, continuous efforts on improving our product and experience and consistent improvement in call centre productivity has helped bring down acquisition cost considerably. On the Technology side our efforts to virtualize Servers; Using cloud infrastructure helped us to bring down the cost. We are also taking efforts in improving Support Staff efficiency by automating processes. All these efforts are helping us grow the business and improve efficiency.

3. Expected increase in productivity and profits in measurable terms:

   It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects the strong growth and the improved financial performance in the coming years.

III. Disclosures:

1. The remuneration packages of all the managerial persons are given in the respective resolutions.

2. Additional information is given in Corporate Governance report.

3. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

For and on behalf of the Board

Roshan Dave
Company Secretary
ACS- 26472

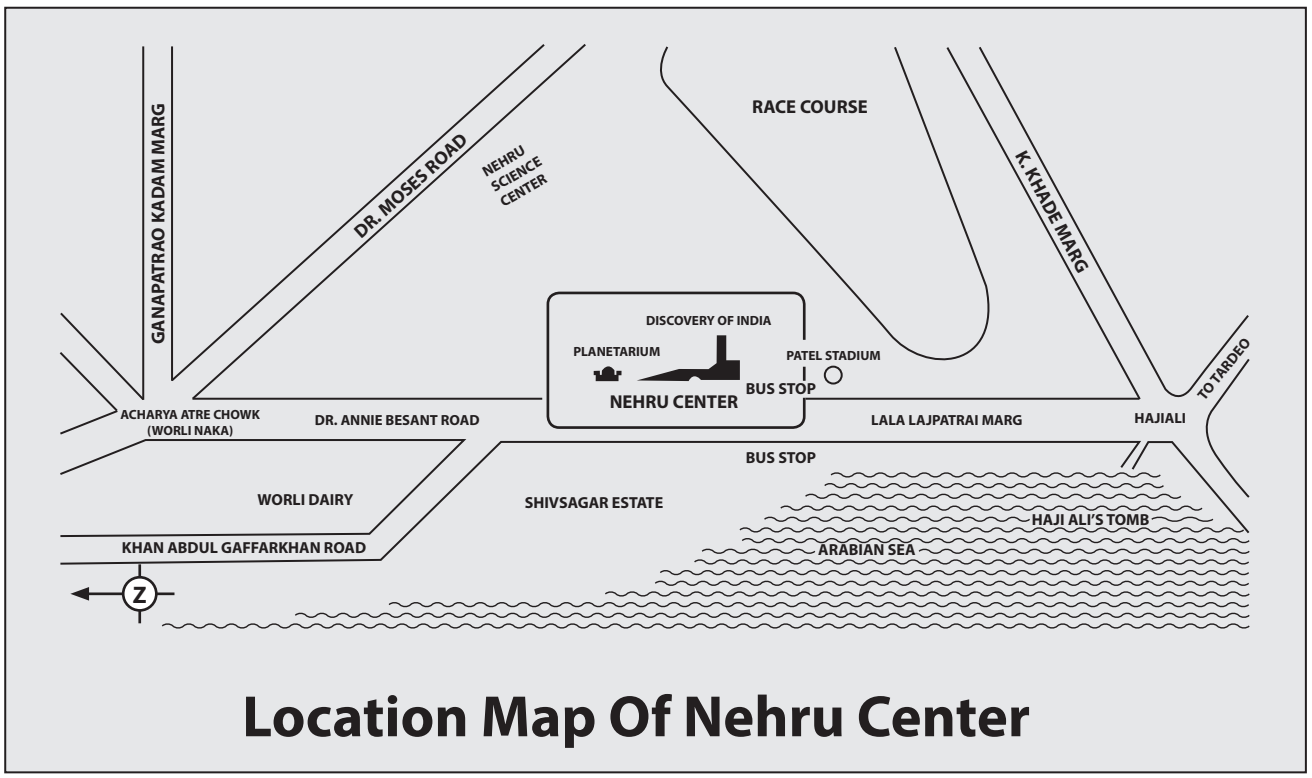
Date: May 10, 2018
Place: Mumbai
Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle estate, Thane -400604

CIN:U67190MH2007PLC289249
e-mail: csteam@5paisa.com
Telephone No.-022-62727000

VENUE MAP OF THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON

Tuesday, July 17, 2018 AT 4.00 P.M.

Venue address: Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai-400018



Location Map Of Nehru Center

५पैसा कॅपिटल लिमिटेड
(CIN: U67190MH2007PLC289249)
नोंदणीकृत कार्यालय : आयआयएफएल हाऊस, सन इन्फोटेक पार्क, रोड क्र.१६व्ही, प्लॉट क्र. बी-२३, ठाणे औद्योगिक विभाग, वागळे इस्टेट, ठाणे – ४००६०४ • दूरध्वनी: (91-22) 6272 7000
फॅक्स: (91-22) 25806654 • ई-मेल: csteam@5paisa.com • संकेतस्थळ: www.5paisa.com

वार्षिक सर्वसाधारण सभा

येथे असे सूचित करण्यात येते की ५पैसा कॅपिटल लिमिटेड (''कंपनी'')ची **अकरावी वार्षिक सर्वसाधारण सभा, मंगळवार, १७ जुलै , २०१८ रोजी संध्याकाळी ४:०० वाजता, हॉल ऑफ हार्मनी,नेहरू सेंटर, डॉ. ॲनी बेसंट रोड, वरळी, मुंबई-४०००१८** येथे आयोजित केली गेली असून या सभेमध्ये सूचनेमध्ये दिलेल्या व्यावसायांसंबंधित होणाऱ्या विशेष व्यवहारांवर चर्चा करण्यात येणार आहे. २०१७-१८च्या आर्थिक वर्षाच्या वार्षिक अहवालाची प्रत ही एजीएमच्या सूचनेसह आणि २१ जून, २०१८ ताली सदस्यांनी पूर्ण केलेल्या ई-व्होटिंग प्रक्रियेबद्दल देखील माहिती देण्यात आलेली आहे.

कंपनी रजिस्ट्रार आणि ट्रान्सफर एजंट, लिंक इनटाईम इंडिया प्रायवेट लिमिटेडकडे ज्या सदस्यांचे ई-मेल ॲड्रेस आहेत, त्या सदस्यांना वार्षिक अहवाल इलेक्ट्रॉनिक पद्धतीने पाठविण्यात आलेले आहेत. ज्या सदस्यांनी आपल्या ई-मेल ॲड्रेसची नोंदणी केली नाही त्यांना वार्षिक अहवालाची प्रत ही त्यांनी नोंदविलेल्या पत्त्यावर मान्य असलेल्या माध्यमाने पाठविण्यात आलेली आहे.

येथे असे देखील सूचित करण्यात येते की, कंपनी कायदा, २०१३(''कायदा'') सह कंपनी(व्यवस्थापन आणि प्रशासन) नियम, २०१४ आणि सेबीच्या नियमावली २०१५ मधील नियम ४२ (लिस्टिंग ऑब्लिगेशन्स आणि डिस्क्लोझर रिक्वायरमेंट)ला अनुसरून सदस्यांची नोंद पुस्तिका आणि शेअर स्थलांतरण पुस्तिका ही मंगळवार, १० जुलै, २०१८ पासून मंगळवार १७ जुलै, २०१८(दोन्ही दिवस धरून)पर्यंत सर्वसाधारण वार्षिक बैठकी निमित्त बंद राहील.

कायद्यातील विभाग १०८ सह कंपनी (व्यवस्थापन आणि प्रशासन) नियम, २०१४ मधील नियम २० नुसार व सेबीच्या सुधार आणि नियम (लिस्टिंग ऑब्लिगेशन्स आणि डिस्क्लोझर रिक्वायरमेंट), २०१५ च्या नियम ४४ नुसार कंपनीद्वारे सदस्यांना त्यांचे मतदान इलेक्ट्रॉनिक माध्यमाने करण्याची सोय देण्यात येणार असून ती कंपनीच्या आकराव्या वार्षिक सर्वसाधारण सभेमध्ये (रिमोट ई-व्होटिंग) घेतल्या जाणाऱ्या कोणत्याही किंवा सगळ्या व्यवसाय विषयक व्यवहारांकरता ई-मतदान सेवा सेंट्रल डिपॉझिटरी सर्व्हिसेस लिमिटेड (सीडीएसएल) अंतर्गत लागू करण्यात येईल. या कायद्याला अनुसरून असलेली लपशीलवार माहिती खालील प्रमाणे;

a) कट ऑफ तारखेनुसार म्हणजेच मंगळवार, १० जुलै, २०१८ पर्यंत ज्या सदस्यांकडे भौतिक स्वरूपात किंवा विद्युतन स्वरूपात शेअर्स असतील त्यांना (पात्र सदस्य) म्हणून मतदान करण्याचा तो देखील रिमोट ई-मतदान प्रक्रियेनुसार आणि वार्षिक सर्वसाधारण सभेच्या वेळेला घेण्यात येणाऱ्या सदतानाच्या वेळेला मतदान करण्याचा अधिकार असेल आणि तो वार्षिक सर्वसाधारण सभेमध्ये कंपनीद्वारे दिल्या गेलेल्या विशेष व्यावसायिक व्यवहारांमधील कोणत्याही किंवा सगळ्या व्यवहारांकरता असेल;

b) रिमोट ई-मतदान हे गुरुवार, १२ जुलै, २०१८ रोजी सकाळी ९:०० वाजता (भारतीय वेळेनुसार) सुरू करण्यात येईल.

c) रिमोट ई-मतदान सोमवार, १६ जुलै, २०१८ रोजी संध्याकाळी ५:०० वाजता (भारतीय वेळेनुसार) समाप्त होईल.

d) रिमोट ई-मतदान मोड्युल हे त्यानंतर आणि सदस्यांनी मतदान केल्यानंतर बंद करण्यात येईल, त्यानंतर कुणालाही त्यात बदल करता येणार नाही किंवा परत मतदान करता येणार नाही;

e) सदस्यांना वार्षिक सर्वसाधारण सभेमध्ये रिमोट ई-मतदान केल्यानंतर सहभागी होता येऊ शकेल, पण वार्षिक सर्वसाधारण सभेमध्ये आपले मत परत देता येणार नाही;

f) वार्षिक सर्वसाधारण सभेमध्ये उपस्थित असलेल्या आणि रिमोट ई-मतदानाच्या माध्यमाने मतदान न केलेल्या सदस्यांकरता मतदानाची सोय मतपत्रिकेच्या / मतदानाच्या माध्यमाने केली जाईल आणि त्यांना स्वतंत्रपणे किंवा उपस्थित सुविधेनुसार इलेक्ट्रॉनिक मतदानाची सोय असल्यास आपले मत देता येऊ शकेल;

g) डिपॉझिटरीद्वारा कट ऑफ तारीख म्हणजेच मंगळवार, १० जुलै, २०१८, पर्यंत उपलब्ध असलेल्या लाभदायी मालकी असलेल्या सदस्य नोंदवहीमध्ये नाव नोंदविलेल्या सदस्यांनाच रिमोट ई-मतदानाची व मतदानाची सर्वसाधारण सभेत सुविधा देण्यात येईल;

h) समजा एखादी व्यक्ती कंपनीने वार्षिक सर्वसाधारण सभेच्या सूचनेची प्रत पाठविल्यानंतर सदस्य झाली असेल पण ते सदस्यत्व कट ऑफ तारखेपूर्वी किंवा त्या दिवशी म्हणजे मंगळवार १० जुलै, २०१८ पर्यंतचे असेल तर त्यांना लॉगिन आयडी आणि पासवर्ड हा helpdesk.evoting@cdsl.com किंवा rnt.helpdesk@linkintime.co.in वर विनंती पाठविल्यानंतर मिळविता येऊ शकेल. एखादी व्यक्ती आधीपासूनच सीडीएसएल वर नोंदणीकृत असेलतर त्या सदस्यास त्या लॉगिन आयडी आणि पासवर्डचा वापर करून मतदान करता येऊ शकेल.

I) वार्षिक सर्वसाधारण सभेची माहिती ही www.5paisa.com या कंपनीच्या संकेतस्थळावर आणि सीडीएसएलच्या www.evotingindia.com संकेतस्थळावर उपलब्ध आहे.

J) आपल्याला ई-मतदानासंदर्भात काही प्रश्न असल्यास वारंवार विचारल्या जाणाऱ्या प्रश्नांचा म्हणजेच (एफएक्यू) चा संदर्भ घ्यावा शिवाय ई-मतदानाबे माहिती पत्रक www.evotingindia.com वर हेल्प विभागामध्ये उपलब्ध देखील आहे. याशिवाय आपल्याला helpdesk.evoting@cdslindia.com वर ई-मेल सुद्धा करता येऊ शकेल किंवा श्री. मेहबूब लाखानी (022-23058543) किंवा श्री. राकेश दळवी यांच्याशी (022-23058542) वर संपर्क साधता येऊ शकेल.

५पैसा कॅपिटल लिमिटेडकरिता
स्वाक्षरीकर्ता
रोशन वर्धे
कंपनी सचिव

स्थळ: मुंबई
तारीख: जून २३, २०१८



5paisa Capital Limited
(CIN: U67190MH2007PLC289249)
Registered Office: IIFL House, Sun Infotech Park, Road No. 16-V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 • Tel: (91-22) 6272 7000 • Fax (91-22) 25806654 • E-mail: csteam@5paisa.com • Website: www.5paisa.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Eleventh Annual General Meeting ('AGM') of 5paisa Capital Limited (the "Company") will be held on Tuesday, July 17, 2018 at 04.00 P.M, at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the business specified in the Notice convening the AGM of the Company. The dispatch of the Annual Report of the Company for the financial year 2017-18 along with the AGM Notice and e-voting procedure to the Members was completed on June 21, 2018.

The Annual Report has been sent electronically to those members, whose email addresses were available with the Company's Registrar and Transfer Agent, Link Intime India Private Limited. For the members, who have not registered their email addresses the Annual Report has been sent to their registered postal address by the permitted mode.

Notice is also hereby given, pursuant to section 91 of the Companies Act, 2013 (the 'Act') read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and share Transfer Books of the Company will remain closed from Tuesday, July 10, 2018 to Tuesday, July 17, 2018 (both days inclusive) for the purpose of ensuing Annual General Meeting.

In terms of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the Eleventh AGM of the Company (remote e-voting) through e-voting services of Central Depository Services Limited (CDSL). The details pursuant to the Act are as under:

a) Members holding shares either in physical form or in dematerialization form, as on the Cut-Off Date, i.e. Tuesday, July 10, 2018 ('eligible Members'), to exercise their rights to vote by remote e-voting and voting to be held at AGM on any or all of the businesses specified in the Notice convening the AGM of the Company;
b) The remote e-voting will commence on Thursday, July 12, 2018 at 9.00 A.M.(IST);
c) The remote e-voting will end on Monday, July 16, 2018 at 5.00 P.M.(IST);
d) The remote e-voting module shall be disabled for voting thereafter and once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again;
e) The Members can participate in the AGM even after exercising his right to vote through remote e-voting but shall not vote again in the AGM;
f) The members, who remain present at the Annual General Meeting and have not cast their vote through remote e-voting, will be provided with the ballot / poll paper to cast their vote physically or suitable arrangement will be made to cast the vote electronically in lieu of poll;
g) Only 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, July 10, 2018, shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting;
h) In case the person become the Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date, i.e. Tuesday, July 10, 2018, may obtain the login ID and password by sending a request at *helpdesk.evoting@cdsl.com* or *rnt.helpdesk@linkintime.co.in*. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote;
I) The Notice of the AGM is available on the Company's website *www.5paisa.com* and also on the CDSL's website *www.evotingindia.com;*
j) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at *www.evotingindia.com*, under help section or write an email to *helpdesk.evoting@cdslindia.com* or contact Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

For **5paisa Capital Limited**
Sd/-
Roshan Dave
Company Secretary

Place: Mumbai
Date: June 23, 2018