



December 15, 2017

To

Manager
Listing Department
BSE limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai- 400001

Manager
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, plotc/1,
G Block, Bandra - Kurla Complex
Mumbai - 400051

Script Code: (BSE: 540776/NSE: 5paisa)

Dear Sir/ Madam,

Subject: Outcome of Board Meeting and disclosure in terms of requirements under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the Board of Directors of the Company at their meeting held today, *inter-alia*, considered and approved the following:

1. Ratification of existing 5paisa Capital Limited Employee Stock Option Scheme – 2017.
2. 5paisa Capital Limited Employee Stock Option Trust Scheme - 2017 through employee Trust route.
3. Increase in Authorised share capital of the Company from existing Rs. 18,00,00,000 (Rupees Eighteen Crores only) divided into 1,80,00,000 (Rupees One Crores Eighty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each to Rs 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10 (Rupees Ten only) each.
4. Material related party transactions.

The above items are subject to the approval of the shareholders through Postal Ballot.

The details under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are enclosed herewith as annexure I for 5paisa Capital Limited Employee Stock Option Scheme – 2017 & annexure-II for 5paisa Capital Limited Employee Stock Option Trust Scheme – 2017.

The meeting of the Board of Directors commenced at 05.30 P.M and concluded at 08:00 P.M

Kindly take the same on record and oblige.

Thanking you,

For 5paisa Capital Limited

Harshit Choudhary
Company Secretary
Encl: As above

5paisa Capital Limited (Formerly "IIFL Capital Limited")
Corporate Identity Number: U67190MH2007PLC289249

Regd. Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane 400 604. Tel: +91 22 4103500
• E-mail: mail@5paisa.com • Website: www.5paisa.com



Annexure-I

Details of 5paisa Capital Limited Employee Stock Option Scheme – 2017

1. Brief details of options to be granted.

The Options to be granted to the Employees under 5paisa Capital Limited Employee Stock Option Scheme - 2017 (hereinafter referred to as "5paisa Capital Limited ESOS 2017"), in one or more tranches, shall not result in issue of equity shares in excess of 6,00,000 (six lakhs). This ceiling will be adjusted for any future bonus issue of shares, rights issue or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board/Committee for any corporate action(s).

2. Whether the scheme is in terms of SEBI (SBEB) Regulation, 2014.

The scheme is in due compliance with the terms of SEBI (SBEB) Regulation, 2014.

3. Total Number of shares covered by these options.

Each option is convertible into one Equity share of the Company, accordingly, total of 6,00,000 Equity Shares of Rs. 10 each.

4. Pricing formula.

The exercise price of the shares will be the market price of the shares one day before the date of the meeting of the Board/Nomination and Remuneration Committee wherein the grants of options will be approved. The price at the stock exchange where highest trading volume during the aforesaid period shall be considered.

5. Options Vested

Not Applicable

6. Time within which options may be exercised

The Exercise Period shall be decided by the Nomination and Remuneration Committee and will not be more than 7 (Seven) years from the date of grant.

7. Option exercised

Not Applicable

8. Money realized by exercise of options.

Not Applicable

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9. Total numbers of shares arising as a result of exercise of options.

Total Number of Shares which will arise pursuant to exercise of options will not exceed 6,00,000 equity shares of Rs 10 each

10. Options lapsed

Vested Options lapsed if any due to non-exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be added to the pool and re-granted at a future date. The Board/ Nomination and Remuneration Committee is authorised to grant such lapsed / cancelled options added to the pool as per the provisions of 5paisa Capital Limited ESOS 2017.

11. Variations of terms of options.

Not Applicable

12. Brief details of significant terms

The Scheme is being implemented through Direct Route and will be administered by the Nomination and Remuneration Committee of the Company. The Scheme covers 6,00,000 Options to be convertible in to equal number of Equity Shares of the Company. Vesting of the Stock Options may commence after the expiry of a minimum period of One year from the date on which the options were granted, and may extend up to such time as may be decided at the discretion of the Committee from the date of grant provided that the vesting period shall not exceed 5 (five) years.

13. Subsequent changes or cancellation or exercise of such options

Not Applicable

14. Diluted earnings per share pursuant to issue of equity shares on exercise of Options

No exercise has taken place till now

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Annexure-II

Details Spaisha Capital Limited Employee Stock Option Trust Scheme – 2017

1. Brief details of options to be granted.

The Options to be granted to the Employees under Spaisha Capital Limited Employee Stock Option Trust Scheme - 2017 (hereinafter referred to as "5PCL ESOTS- 2017"), in one or more tranches, shall not result in issue of equity shares in excess of 6,00,000 (six lakhs). This ceiling will be adjusted for any future bonus issue of shares, rights issue or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board / Nomination and Remuneration Committee for any corporate action(s).

2. Whether the scheme is in terms of SEBI (SBEB) Regulation, 2014.

The scheme is in due compliance with the terms of SEBI (SBEB) Regulation, 2014.

3. Total Number of shares covered by these options.

Each option is convertible into one Equity share of the Company, accordingly, total of 6,00,000 Equity Shares of Rs. 10 each.

4. Pricing formula.

The exercise price of the shares will be the market price of the shares one day before the date of the meeting of the Nomination and Remuneration Committee / Board wherein the grants of options will be approved. The price at the stock exchange where highest trading volume during the aforesaid period shall be considered.

5. Options Vested

Not Applicable

6. Time within which options may be exercised

The Exercise Period shall be decided by the Nomination and Remuneration Committee and will not be more than 7 (Seven) years from the date of grant.

7. Option exercised

Not Applicable

8. Money realized by exercise of options.

Not Applicable

Spaisha Capital Limited (Formerly "IIFL Capital Limited")
Corporate Identity Number: U67190MH2007PLC289249

Regd. Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane 400 604. Tel: +91 22 4103500
• E-mail: mail@5paisha.com • Website: www.5paisha.com



9. Total numbers of shares arising as a result of exercise of options.

Total Number of Shares which will arise pursuant to exercise of options will not exceed 6,00,000 (six lakhs) equity shares.

10. Options lapsed

Vested Options lapsed if any due to non-exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be added to the pool and re-granted at a future date. The Board / Nomination and Remuneration Committee is authorised to grant such lapsed / cancelled options added to the pool as per the provisions of 5PCL ESOTS - 2017.

11. Variations of terms of options.

Not Applicable

12. Brief details of significant terms

The Scheme is being implemented through Trust Route and will be administered by the Nomination and Remuneration Committee of the Company. The Scheme covers 6,00,000 Options to be convertible into equal number of Equity Shares of the Company. Vesting of the Stock Options may commence after the expiry of a minimum period of One year from the date on which the options were granted, and may extend up to such time as may be decided at the discretion of the Committee from the date of grant provided that the vesting period shall not exceed 5 (five) years. The scheme provides new issue of Securities by the Company to trust as such as secondary acquisition through stock exchanges.

13. Subsequent changes or cancellation or exercise of such options

Not Applicable

14. Diluted earnings per share pursuant to issue of equity shares on exercise of Options

No exercise has taken place till now