December 22, 2017

The Manager, **Listing Department,** **BSE Limited,** **Phiroze Jeejeebhoy Tower,** **Dalal Street,** **Mumbai 400 001.** **Tel no.: 22721233** **Fax No.: 22723719/ 22723121** **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: Dispatch of Postal Ballot Notice along with Postal Ballot Form and Business Reply Envelope

Dear Sir,

This is to inform you that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the rules made thereunder, the Company has completed the dispatch of Postal Ballot notice dated December 15, 2017 (both physically and electronically) along with explanatory statement under Section 102 of the Act read with rules made thereunder, on December 21, 2017 to all the members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 08, 2017 being the cut-off date for the said purpose.

In compliance with applicable regulations including Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith Postal Ballot Notice along with Postal Ballot Form.

Further, we have enclosed herewith Calendar of Events for your information.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For 5paisa Capital Limited

Harshit Choudhary
Company Secretary

Place: Mumbai
E-mail: csteam@5paisa.com

5PAISA CAPITAL LIMITED
Regd. Office - IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23,
MIDC, Thane Industrial Area, Wagle Estate, Thane - 400604
Tel: +91 22 4103 5000 • Facsimile: +91 22 2580 6654
CIN: U67190MH2007PLC289249
E-mail: csteam@5paisa.com • Website: www.5paisa.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read together with Companies (Management and Administration) Rule, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act) read together with Rule 22 of the Companies (Management and Administration) Rules 2014, (including any statutory modification or re-enactment thereof for the time being in force) SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter referred as "Listing Regulations") , to the shareholders to consider, and if thought fit, to pass, with or without modification/s, the following resolutions by way of postal ballot.

The proposed Resolutions and the explanatory statements thereto pursuant to Section 102 of the Companies Act, 2013 along with the Postal Ballot Form (the "Form") are enclosed with this Notice for your consideration. This Notice is being sent to those shareholders whose names appear in the Register of Members as on December 08, 2017.

The Board of Directors of the Company has appointed Mr. Nilesh Shah, Practicing Company Secretary (Membership No. FCS No. 4554 and C.P. No. 2631), as the Scrutinizer for conducting the Postal Ballot voting and e-voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the form (no other form or photocopy thereof is permitted) duly complete, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 17:00 Hours (IST) on January 22, 2018. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid by the Company.

In accordance with Regulation 44(1) of Listing Regulations and Section 108, 110 of the Act read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "Management Rules"), the Company is pleased to offer facility of voting by electronic means ("remote e-voting") as an alternate to its Members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot forms. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by remote e-voting and through Postal Ballot Form.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting, the Scrutinizer will submit his consolidated report along with scrutinizer register and other related papers to the Chairperson of the Company or in her absence any Director of the Company. The results of the Postal Ballot will be announced by the Chairperson of the Company or in her absence any Directors of the Company on or before January 29, 2018 and will be communicated to BSE Limited (the ''BSE") and National Stock Exchange of India Limited (the "NSE"), (the "Stock Exchanges") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website (www.5paisa.com) and communicated to the Depositories and share transfer agent.

The proposed resolutions requiring consent of Members through Postal Ballot are as under:

Item No. 1

To ratify the '5paisa Capital Limited Employee Stock Option Scheme - 2017'

To consider and if thought fit, to give your assent or dissent, with or without modification(s), to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital & Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions for adoption and implementation of '5paisa Capital Limited

Employee Stock Option Scheme - 2017' (hereinafter referred as "5paisa Capital Limited ESOS - 2017" and/or "5paisa ESOS - 2017" and/or "the Scheme") by creation and issuance of 600,000 (Six Lacs) Stock Options, each of which would upon exercise of the same in terms of 5paisa ESOS - 2017, be converted into one Equity Share of ₹10/- each of the Company (the "Equity Shares"), which was approved by the members at the Extraordinary General Meeting of the Company held on August 21, 2017, be and is hereby ratified;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee/ Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations or revisions in the 5paisa ESOS - 2017 from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Directors with a power to further delegate to any executive / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regards."

Item No. 2

To ratify issue of Options to the employees of Subsidiary Companies under 5paisa Capital Limited Employee Stock Option Scheme – 2017

To consider and if thought fit, to give your assent or dissent, with or without modification(s), to the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Regulation 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital & Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, extensions of benefits of 5paisa Capital Limited Employee Stock Option Scheme – 2017 (hereinafter referred as "5paisa Capital Limited ESOS 2017" and/or "5paisa ESOS – 2017" and/or "the Scheme") to the permanent employees of the subsidiary Company(ies) (existing and in future) of the Company from time to time, and their director(s), whether Whole-time director or not, but excluding Independent Directors, which was approved by the members at the Extraordinary General Meeting of the Company held on August 21, 2017, be and is hereby ratified;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee/ Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations or revisions in the 5paisa ESOS - 2017 from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Directors with a power to further delegate to any executive / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regards."

Item No. 3

To ratify issue of options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Scheme – 2017

To consider and if thought fit, to give your assent or dissent, with or without modification(s), to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital & Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and

sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, to create, grant, offer and issue Options exceeding 1% of the issued capital of the Company, to such employee(s) as defined in the 5paisa Capital Limited Employee Stock Option Scheme – 2017(hereinafter referred as "5paisa ESOS – 2017" and/or "the Scheme") and as may be identified by the said Nomination & Remuneration Committee and/or such committee of the Board of Directors, which was approved by the members at the Extraordinary General Meeting of the Company held on August 21, 2017, be and is hereby ratified;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee/ Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations or revisions in the 5paisa ESOS – 2017 from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Directors with a power to further delegate to any executive / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regards."

Item No. 4

Approval and implementation of the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route:

To consider and if thought fit, to give your assent or dissent, with or without modification(s), to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") , (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the "Board"), approval and consent of the Shareholders of the Company be and is hereby accorded to the Board to adopt and implement proposed 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 (hereinafter collectively referred to as the "5PCL ESOTS -2017"), through 5paisa Capital Employee Welfare Trust (hereinafter referred to as "Trust") set up or to be set-up by the Company and to grant, offer and issue such number of options, not exceeding 6,00,000 (six lakhs) [representing 4.71% of the paid up capital of the company] in aggregate, to the present and future employees of the Company (which term shall be deemed to include the employees of existing or future subsidiary company(ies)), otherwise as selected on the basis of criteria prescribed by the Board in accordance with the SEBI (SBEB) Regulations or such other persons covered by the SEBI (SBEB) Regulations and as may be modified or amended from time to time (collectively referred as the "Eligible Employees") whether in or outside India, Director whether a whole time Director or not excluding Independent Director, except a promoter or a person who belongs to the promoter group, Independent director(s) and director who directly or indirectly holds more than 10% of the issued capital of the Company, exercisable by employees to apply to such number of equity shares of the Company not exceeding 6,00,000 (six lakhs) fully paid up equity shares of the Company in aggregate of face value of ₹10/- (Rupees Ten) each [representing 4.71% of the paid up capital of the Company], under the 5PCL ESOTS- 2017, as per the limits and provisions of the Regulations at such price, in such manner, in one or more tranche(s) and on such other terms & conditions as may be determined by the Board in accordance with the provisions of the 5PCL ESOTS- 2017, SEBI (SBEB) Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 6,00,000 (Six Lakhs) Options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the 5PCL ESOTS-2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees;

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the Scheme, shall in all respects rank pari passu with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend, terminate, formulate, evolve, decide upon and bring into effect the 5PCL ESOTS - 2017, on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the 5PCL ESOTS- 2017 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the 5PCL ESOTS- 2017;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under the 5PCL ESOTS- 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of 5PCL ESOTS- 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company."

Item No. 5

Authorization to the Trust for implementation of 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 by acquiring equity shares of the Company through secondary acquisition or fresh allotment.

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred as "Listing Regulations"), (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the "Board"), the approval and consent of the Company be and is hereby accorded to "5paisa Capital Employee Welfare Trust" (hereinafter referred to as the "Trust") set up or to be set up for acquisition and holding by the trust upto 6,00,000 (six lakhs) equity shares (representing 4.71% of the paid up capital of the Company) (or such other adjusted figure for any bonus, rights issue, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), acquired by way of secondary market or fresh allotment by the Company from time to time, in one or more tranche(s), subject to however that secondary acquisition by the Trust in any financial year shall not exceed 2% (Two Percent) of the paid-up capital as at the end of the previous financial year at such price and on such terms and conditions as may be decided by the Trust; more particularly, in accordance with the provisions of the 5paisa Capital Limited Employee

Stock Option Trust Scheme 2017(hereinafter referred to as the "5PCL ESOTS-2017"), SEBI (SBEB) Regulations and in due compliance with other applicable laws and regulations for implementation of the 5PCL ESOTS - 2017;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the limits set hereunder prescribed for secondary acquisition shall accordingly apply to such increased capital, in proportion of such expanded share capital, subject however that, the Company shall adhere to the cap prescribed under sub-regulation (11) of regulation 3 of the SEBI (SBEB) Regulations;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the 5PCL ESOTS - 2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees;

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the Scheme, shall in all respects rank pari passu with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend, terminate, formulate, evolve, decide upon and bring into effect the 5PCL ESOTS - 2017, on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice subject to the compliance with applicable laws to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the 5PCL ESOTS- 2017 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under the 5PCL ESOTS- 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of 5PCL ESOTS- 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company."

Item No. 6

Grant of Options to the Employees of the Subsidiary Companie(s) (existing and in future).

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines"), and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the "Board"), the approval and consent of the member(s) of the Company be and is hereby accorded to extend the benefits of 5paisa Capital Limited Employee Stock Option Trust Scheme - 2017 (hereinafter referred to as '5PCL ESOTS-2017') to permanent employees of the subsidiary Company(ies) (existing and in future) of the Company from time to time, and their Director(s), whether a Whole-Time Director or not, but excluding

Independent Directors or such other person(s) covered by the SEBI (SBEB) Regulations as may be modified or amended from time to time, if any (hereinafter referred to as "grantees"), as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarised in the Explanatory Statement;

RESOLVED FURTHER THAT all the terms and conditions of the 5PCL ESOTS-2017shall apply mutatis mutandis to the grantees of subsidiary (ies) (present and future) of the Company as shall apply to the employees of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 6,00,000 (Six Lakhs) Options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the 5PCL ESOTS-2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees;

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the Scheme, shall in all respects rank pari passu with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend, terminate, formulate, evolve, decide upon and bring into effect the 5PCL ESOTS- 2017, on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice subject to the compliance with applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the 5PCL ESOTS- 2017 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the 5PCL ESOTS- 2017;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under the 5PCL ESOTS- 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of 5PCL ESOTS- 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company."

Item No. 7

To issue options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Trust Scheme – 2017

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the relevant provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as "Listing Regulations"), (including earlier enactments in this regard to the extent currently applicable) and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines"), and subject to such other approvals, permissions and sanctions, as may be necessary

and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any other committee/Nomination and Remuneration Committee constituted by the Board (hereinafter collectively referred to as the "Board") to create, grant, offer and issue Options exceeding 1% of the issued capital of the Company, to such employee(s) as defined in the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 and to such other person(s) covered by the SEBI (SBEB) Regulations as may be modified or amended from time to time and as may be identified by the said Nomination & Remuneration Committee and/or such committee of the Board of Directors, as the Board may determine from time to time, under the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 (hereinafter referred to as "5PCL ESOTS-2017/Scheme");

RESOLVED FURTHER THAT all the terms and conditions of the 5PCL ESOTS-2017 shall apply mutatis mutandis to the grantees of subsidiary (ies) (present and future) of the Company as shall apply to the employees of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 6,00,000 (Six Lakhs) Options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the 5PCL ESOTS-2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees;

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the Scheme, shall in all respects rank pari passu with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend, terminate, formulate, evolve, decide upon and bring into effect the 5PCL ESOTS-2017, on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice subject to the compliance with applicable laws to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the 5PCL ESOTS-2017 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the 5PCL ESOTS- 2017;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under the 5PCL ESOTS- 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of 5PCL ESOTS- 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company."

Item No. 8

Provisioning of funds to "5paisa Capital Employee Welfare Trust"

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 62(1) (b), 67 read with the Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies

and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), approval and consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors including any Committee constituted by the Board (hereinafter collectively referred to as the "Board") to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to the 5paisa Capital Employee Welfare Trust (hereinafter referred to as "Trust") set-up or to be set up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid up share capital and Free Reserves or such other limit as may be applicable, for the purpose of subscription of equity shares by way of fresh allotment and/or acquisition of equity shares of the Company from the secondary market by the Trust/ Trustees, subject to the ceiling of equity shares as may be prescribed in 5paisa Capital Limited Employee Stock Option Trust Scheme - 2017 (hereinafter referred to as "5PCL ESOTS-2017/Scheme") or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as "Employee Benefit Plan(s)") , with a view to deal in such equity shares in line with contemplated objectives of the Employee Benefit Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI (SBEB) Regulations"), the Companies Act, 2013 and other applicable laws and regulations;

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time, subject to exercise price being paid by the employees on exercise of Employee Stock Options under the respective Employee Benefit Plan;

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI (SBEB) Regulations;

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust;

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding;

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, Companies Act 2013 and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

Item No. 9

To approve material related party transactions with India Infoline Limited

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), 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, 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 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 Limited and remaining outstanding at any one point in time shall not exceed ₹5 Crore (Rupees Five 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."

Item No. 10

To approve material related party transactions with IIFL Facilities Services Limited

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), 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, 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 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 ₹35 Crore (Rupees Thirty Five 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."

Item No.11

To approve material related party transactions with IIFL Holdings Limited

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), 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, 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 Securities and Exchange Board of India (Listing Obligations and Discosure 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 ₹30 Crore (Rupees Thirty 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."

Item No.12

To approve material related party transactions with India Infoline Finance Limited

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23and 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, 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 Discosure 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."

Item No. 13

To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company

To consider and if thought fit, to give your assent or dissent to the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing Agreements as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the consent of the members of the Company be and is hereby granted for increase in the Authorized Share Capital of the Company from ₹18,00,00,000 (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crores Eighty Lakhs) equity shares of ₹10 (Rupees Ten only) each to ₹30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of ₹10 (Rupees Ten only) each and that the existing Clause V(a)of the Memorandum of Association of the Company be replaced with the following new Clause V(a):

V (a) The Authorized Share Capital of the Company is ₹30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of ₹10 (Rupees Ten only) each with rights, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being, with power to increase or reduce the Capital of the Company or to divide the shares of the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

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 including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, 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."

Date : December 15, 2017
Place : Mumbai

By order of the Board
For **5paisa Capital Limited**

Prakarsh Gagdani
Whole Time Director

Registered Office:
IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane - 400604.

Notes:

1 A Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder stating material facts and reasons for the proposed resolutions are annexed here to.

2 The Board has appointed Mr. Nilesh Shah, Practicing Company Secretary (Membership No. FCS 4554; C.P No.2631), as the Scrutinizer to conduct the Postal Ballot physical / e-voting process in a fair and transparent manner.

3 The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 08, 2017. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from NSDL and CDSL) as on December 08, 2017 will be considered for the purpose of voting. A person who is not a member on the relevant date should treat this notice for information purpose only.

4 The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of the Members.

5 In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members as an alternative to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their vote electronically. E-voting is optional. In case a Member has voted through e-voting facility as well as sends his/her vote though physical mode, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members desiring to opt for e-voting are requested to read the instructions provided below.

6 Members desiring to exercise their vote by physical Postal Ballot are requested to return the said Form duly completed and signed, in the enclosed self-addressed Business Reply to the Scrutinizer Mr. Nilesh Shah, (Membership No. FCS 4554; C.P No.2631), so that it reaches the Scrutinizer not later than by 5.00 p.m. IST on January 22, 2018. The postage will be borne by the Company. Any delay, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolutions set out herein or imposed any condition while exercising his vote.

7 The Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants. Members who have not registered their e-mail address will receive this notice along with the Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical mode may download the Form from the link www.evotingindia.com or from the 'Investor Relations' section on the Company's website www.5paisa.com.

8 The resolutions approved / voted by the Members through Postal Ballot/ e-voting are deemed to have been passed as if they have been passed at a General Meeting of Members. The date of declaration of results of the Postal Ballot/ e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

9 Members who wish to cast their votes through physical mode are requested to carefully read the instructions printed in the Form and return the Form duly completed along with assent (for) or dissent (against) for each resolution, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 17:00 Hours (IST) on January 22, 2018, to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member.

10 The instructions for Members voting electronically are as under:

(i) The voting period begins on December 24, 2017 and ends on January 22, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 08, 2017 ('Cut-off date') 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 Details OR Date of Birth (DOB)	• Enter the Dividend Bank 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).

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

(ix) 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 is to be also 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.

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

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

(xii) 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.

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

(xiv) 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.

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

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

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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.

(xix) 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.

(xx) 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.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated December 15, 2017.

ITEM NO. 1, 2 & 3

The Company to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents had formulated '5paisa Capital Limited Employee Stock Option Scheme 2017' ("ESOS" / "Scheme") pursuant to the resolution(s) passed by the members at their meeting held on August 21, 2017.

The members by Special Resolution(s) dated August 21, 2017 had authorized the Board or any other committee which the Board may constitute from time to time to issue, offer and allot to the employees and directors of the Company, its Subsidiary Company(ies)(existing or future), as determined from time to time, options exercisable into not more than 6,00,000 Equity Shares of ₹10/- each of the Company under the Scheme, on such terms and conditions as may be fixed in accordance with applicable law. The Company has not granted any options under the scheme till the date of this notice. Also, members has authorised the Board to issue Shares exceeding 1% of the issued capital of the company to its employees and Directors of the Company or to its Subsidiary Company (ies) (existing or future).

The equity shares of the Company got listed with BSE Limited and the National Stock Exchange of India Limited (Stock Exchanges) with effect from November 16, 2017.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering (IPO) and prior to the listing of its equity shares ('Pre-IPO Scheme') unless: (i) such Pre-IPO Scheme is in conformity with the SEBI ESOS Regulations; and (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO. Further, as per proviso to Regulation 12(1) of the SEBI ESOS Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares or Stock Appreciation Rights (SAR) under such Pre-IPO Scheme. The Company's "ESOS" is compliant with the SEBI ESOS Regulations. Accordingly, the members are required to ratify the "ESOS" as set out at Item No.1, 2 and 3 of the accompanying Notice.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI ESOS Regulations are given below:

Item	Particulars
Brief description of the Scheme	5paisa ESOS – 2017 is intended to reward the Eligible Employees (as described under herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. 5paisa ESOS – 2017 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.
Total Number of Options to be granted	The Options to be granted to the Eligible Employees under 5paisa ESOS - 2017, in one or more tranches, shall not result in issue of equity shares in excess of 600,000 (Six Lacs). This ceiling will be adjusted for any future right issue, bonus issue of shares 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).
Identification of classes of employees entitled to participate and be beneficiaries in the Scheme Company,	i) Present and future, permanent employees of the whether working in India or outside India, and / or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s) and to such other persons as may be decided by the Board and / or permitted under SEBI (SBEB) Regulations but does not include an employee who is a Promoter or a person belonging to the Promoter Group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity

Item	Particulars
	shares of the Company, shall be eligible to participate in the 5paisa ESOS – 2017. ii) Present and future, permanent employees of subsidiary company(ies) of the Company, whether working in India or outside India, and / or to the Directors of the subsidiary company(ies) of the Company, whether whole-time or not but excluding Independent Director(s) of subsidiary companies and to such other persons as may be decided by the Board/Committee and / or permitted under SEBI (SBEB) Regulations but excluding employees who are promoters or persons belonging to the promoter group or a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, shall be eligible to participate in the 5paisa ESOS – 2017.
Transferability of Stock Options	The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee/ stock option holder while in employment, the right to exercise all the options granted to him/ her till such date shall be transferred to his/ her legal heirs or nominees.
Requirements of vesting, period of Vesting and maximum period within which the Options shall be vested	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 vesting may occur in tranches, and may be subject to such terms and conditions of vesting, as may be stipulated by the Committee, in its sole and exclusive discretion.
Exercise Price or pricing formula	The Exercise price of the Shares will be the closing Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved. The closing market price of the Stock Exchange where there is highest trading volume during the aforesaid period shall be considered. The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.
Exercise Period and Process of Exercise	Exercise Period shall be the time period after vesting within which the eligible employees/ Directors should exercise his right to apply for the Equity Shares against the Stock Options vested in them pursuant to the Scheme. The Exercise Period shall be decided by the Committee and will not be more than 7 (Seven) years from the date of grant. The Stock Options will be exercisable by the Employees/ Directors by a written or electronic notice to the Company and payment of exercise price to exercise the Stock Options, in such manner, as may be prescribed by the Committee, in its discretion.
Method of valuing the Stock Options	The Company shall use the Intrinsic Value method for valuation of the Options. However, the Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India

Item	Particulars
	from time to time, including the disclosure requirements prescribed therein.
Appraisal process for determining the eligibility of the employees for the Scheme	The Committee shall, based upon the performance and/ or merit of the employees/Directors, as per vesting criteria laid down by the Committee from time to time, if any, in its sole and exclusive discretion, considering the period of service/Directorship put in/served by them, their designation and grade, their present and potential contribution to the success of the Company, its subsidiaries, and other appropriate criteria, determine the eligibility of the Employees/ Directors to the Scheme. The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in the Scheme, in order to be granted options under the Scheme. The Nomination and Remuneration Committee will take into consideration potential of employee to contribute to company's performance, position held, extent of contribution made by employee towards business results, achievement of medium and long term performance Schemes of the Company, difficulty in replacement and any other appraisal or evaluation process for determining the eligibility criteria as may be taken into consideration by Nomination and Remuneration Committee.
Maximum number of Stock Options to be issued/granted per employee and in aggregate	The maximum number of Options that can be granted to any eligible employee during any one-year can be equal to or exceed 1% of the issued capital of the Company at the time of grant of options as specified in Item 3 of this Resolution. The Employee to whom the options shall be granted equal to or exceed 1% of the issued capital of the Company shall be identified by the said Nomination & Remuneration Committee and/or such committee of the Board of Directors, as the Board may determined from time to time, under the 5paisa ESOS – 2017. The aggregate number of Stock Options that may be granted under the 5paisa ESOS – 2017 shall not exceed 600,000 (Six lacs).
The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	The granted options shall lapse in accordance with the terms and conditions as specified in the scheme
The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	In the event of termination of the employment of an Option Grantee for misconduct or due to breach of policies or the terms of employment of the Company, all Employee Stock Options granted to such employee, including the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. In the event of "Resignation", all Unvested Options, on the date of exit, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose determination will be final and binding. However, all Vested Options as on that date shall be exercisable by the Employee immediately but not later than one month from the last working day with the Company or seven years from the date of grant whichever is earlier. The vested options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.
Maximum quantum of benefits to be provided per employee under the Scheme	The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the

Item	Particulars
	appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date
Whether the Scheme is to be implemented and administered directly by the Company or through a trust	5paisa ESOS – 2017 shall be implemented by the Company through direct route.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	5paisa ESOS – 2017 provides only new issue of Securities by the Company
The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Not Applicable
Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme	Not Applicable
Accounting and Disclosure Policies	The Company shall comply with all the applicable disclosure and Accounting Policies in respect of options granted as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 and under other Applicable Laws and follow the accounting policies prescribed as per SEBI Regulations and Guidelines and the Guidance Note issued by the Institute of Chartered Accountants of India.
Lock-in period	The shares allotted to the employees, subsequent to exercise of vested options will be subject to lock-in, for such period, as per the discretion of Nomination and Remuneration Committee and shall be intimated to the Option Grantee at the time of grant.
Tax Liability and method of discharge of tax by the eligible employees to whom options are granted	Any Tax liability arising out of allotment of the Options or issue of Equity Shares, as the case may be, under this 5paisa ESOS – 2017 will be deducted or paid, from/by the participant in accordance with applicable laws in India and in such other countries as applicable. The participant shall be required to indemnify the Company with respect to any Tax liability arising out of the Grant, Vesting and/or Exercise of Options by such Eligible Employee.
Re-pricing of options	The Board or Nomination and Remuneration Committee may in accordance with the applicable SEBI (Share based Employee benefits) Regulation 2014 or any other rules/regulations and guidelines issued by SEBI or in terms of Companies Act, 2013, re-price the options granted under 5paisa ESOS – 2017 which are not exercised whether or not they have been vested if such options are rendered unattractive due to fall in price of shares of the company in the market subject to shareholders' approval.
Statement with regard to Disclosure in Director's Report	As the Company has opted for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

5paisa ESOS-2017 is available for inspection at the Company's Registered Office during business hours on all working days, excluding Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of passing of the above resolutions.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, in the aforesaid special resolution, except to the extent of their entitlements, if any.

The Board accordingly recommends the Special Resolutions as set out at Item Nos. 1, 2 and 3 of the accompanying notice for the approval for the Members.

Item no. 4, 5, 6 and 7

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent. Keeping in view of the business plan of the Company it is necessary to create additional pool of Employee Stock Options besides the existing pool. Accordingly, the Nomination and Remuneration Committee and Board of Directors have approved the "5paisa Capital Employee Stock Option Trust Scheme 2017 (5PCL ESOTS - 2017)" and to implement it through Trust route with pool size of 6,00,000 options subject to the approval of the shareholders of the Company. This scheme involves acquisition of equity shares through secondary market and/or subscription of fresh allotment of equity shares of the Company. As a consequence to the aforesaid, this statement under section 102 and relevant resolutions at item No 4, 5, 6 & 7 which is proposed for approval of the Shareholders are set out in this Notice.

The main features of the 5PCL ESOTS - 2017 and other details of the Scheme as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations") are as under:-

Item	**Particulars**
Brief description of the Scheme	5PCL ESOTS - 2017 is intended to reward the Eligible Employees (as described under herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. 5PCL ESOTS - 2017 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.
Total Number of Options to be granted	The Options to be granted to the Employees under 5PCL ESOTS - 2017, in one or more tranches, shall not result in issue of equity shares in excess of 6,00,000 (six lakhs) (representing 4.71% of the paid up share capital of the Company). Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorised to re-grant such lapsed / cancelled options as per the provisions of 5PCL ESOTS - 2017. The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI (SBEB) Regulations.
Identification of classes of employees entitled to participate and be beneficiaries in the Scheme	i) Present and future, permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other

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	persons as may be decided by the Board and / or permitted under SEBI (SBEB) Regulations but does not include an employee who is a promoter or a person belonging to the promoter group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, shall be eligible to participate in the 5PCL ESOTS – 2017. ii) Present and future, permanent employees of Subsidiary Company(ies) of the Company, whether working in India or outside India, and/or to the Directors of the Subsidiary Company(ies) of the Company, whether whole-time or not but excluding Independent Director(s) and to such other persons as may be decided by the Board/Committee and / or permitted under SEBI (SBEB) Regulations but excluding employees who are promoters or persons belonging to the promoter group or a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, shall be eligible to participate in the 5PCL ESOTS- 2017.
Transferability of Stock Options	The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee/ stock option holder while in employment, the right to exercise all the options granted to him/ her till such date shall be transferred to his/ her legal heirs or nominees.
Requirements of vesting, period of Vesting and maximum period within which the Options shall be vested	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 vesting may occur in tranches, and may be subject to such terms and conditions of vesting, as may be stipulated by the Committee, in its sole and exclusive discretion.
Exercise Price or pricing formula	The exercise price of the shares will be the closing market price of the shares one day before the date of the meeting of the Committee wherein the grants of options will be approved. The closing market price of the stock exchange where there is highest trading volume during the aforesaid period shall be considered. The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.
Exercise Period and Process of Exercise	Exercise Period shall be the time period after vesting within which the eligible employees/ directors should exercise his right to apply for the Equity Shares against the Stock Options vested in them pursuant to the Scheme. The Exercise Period shall be decided by the Committee and will not be more than 7 (Seven) years from the date of grant. The Stock Options will be exercisable by the Employees/ Directors by a written or electronic notice to the Company and payment of exercise price to exercise the Stock Options, in such manner, as may be prescribed by the Committee, in its discretion. In case of

Item	Particulars
	cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the shares to be dealt with thereon as may be necessary and the same shall be binding on the option grantees.
Method of valuing the Stock Options	The Company shall use the Intrinsic Value method for valuation of the Options. However, the Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
Appraisal process for determining the eligibility of the employees for the Scheme	The Committee shall, based upon the performance and/or merit of the employees/directors, as per vesting criteria laid down by the Committee from time to time, if any, in its sole and exclusive discretion, considering the period of service/directorship put in/served by them, their designation and grade, their present and potential contribution to the success of the Company, its subsidiaries and other appropriate criteria, determine the eligibility of the Employees/Employee Directors to the Scheme. The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in the Scheme, in order to be granted options under the Scheme. The Nomination and Remuneration Committee will take into consideration potential of employee to contribute to Company's performance, position held, extent of contribution made by employee towards business results, achievement of medium and long term performance Schemes of the Company, difficulty in replacement and any other appraisal or evaluation process for determining the eligibility criteria as may be taken into consideration by Nomination and Remuneration Committee.
Maximum number of Stock Options to be issued/granted per employee and in aggregate	The maximum number of Options that can be granted to any employee as defined under scheme during any one-year can be equal to or exceed 1% of the issued capital of the Company at the time of grant of options as specified in item 7 of this Resolution. The Employee to whom the options shall be granted equal to or exceed 1% of the issued capital of the Company shall be identified by the said Nomination & Remuneration Committee and/or such committee of the Board of Directors, as the Board may determined from time to time, under the 5PCL ESOTS - 2017. The aggregate number of Stock Options that may be granted under the 5PCL ESOTS - 2017 shall not exceed 6,00,000 (six lakhs).
The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	The granted options shall lapse in accordance with the terms and conditions as specified in the scheme.
The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	In the event of termination of the employment of an Option Grantee for misconduct or due to breach of policies or the terms of employment of the Company, all Employee Stock Options granted to such employee, including the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.

Item	Particulars
	In the event of "Resignation", all Unvested Options, on the date of exit, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose determination will be final and binding. However, all Vested Options as on that date shall be exercisable by the Employee immediately but not later than one month from the last working day with the Company or seven years from the date of grant whichever is earlier. The vested options not so exercised shall lapse irrevocably and the rights there under shall be extinguished.
Maximum quantum of benefits to be provided per employee under the Scheme	The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date.
Whether the Scheme is to be implemented and administered directly by the Company or through a trust	5PCL ESOTS - 2017 shall be implemented by the Company through Trust route.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	5PCL ESOTS - 2017 provides new issue of Securities by the Company to Trust and Secondary acquisition.
The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Amount of loan: Maximum amount of loan outstanding at any time shall not exceed 5% of the aggregate paid up equity capital and free reserves as at the end of the previous financial year. Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is later. Utilization: The funds will be utilized by the Trust for the objects as mentioned in the Trust Deed including the implementation of the 5PCL ESOTS - 2017 wherein it will purchase the Equity Shares of the company through fresh allotment and also by way of Secondary acquisition. Repayment Terms: The Trust shall repay the loan to the company by utilizing the proceeds realized from exercise of Options by the Employees or sale of Equity Shares in the secondary market by the Trust as permissible, as the case may be.
Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme	Secondary acquisition in a financial year by the trust shall not exceed two per cent of the paid up equity capital as at the end of the previous financial year.
Accounting and Disclosure Policies	The company shall comply with all the applicable disclosure and Accounting Policies in respect of options granted as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 and under other Applicable Laws and follow the accounting policies prescribed as per SEBI Regulations and Guidelines and the Guidance Note issued by the Institute of Chartered Accountants of India.
Lock-in period	The shares allotted to the employees, subsequent to exercise of vested options will be subject to lock-in, for such period, as per the discretion of Nomination and Remuneration Committee and shall be intimated to the Option Grantee at the time of grant.
Tax Liability and method of discharge of tax by the eligible employees to whom options are granted	Any Tax liability arising out of allotment of the Options or issue of Equity Shares, as the case may be, under this 5PCL ESOTS – 2017 will be deducted or paid, from/by the participant

Item	Particulars
	in accordance with applicable Laws in India and in such other countries as applicable. The participant shall be required to indemnify the Company with respect to any Tax liability arising out of the Grant, Vesting and/or Exercise of Options by such Eligible Employee.
Re-pricing of options	The Board or Nomination and Remuneration Committee may in accordance with the applicable SEBI (Share based Employee benefits) Regulation 2014 or any other rules/regulations and guidelines issued by SEBI or in terms of Companies Act, 2013, re-price the options granted under 5PCL ESOTS – 2017 which are not exercised whether or not they have been vested if such options are rendered unattractive due to fall in price of shares of the Company in the market subject to shareholders' approval.
Statement with regard to Disclosure in Director's Report	As the Company has opted for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

5PCL ESOTS-2017 is available for inspection at the Company's Registered Office during business hours on all working days, excluding Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of passing of the above resolutions.

In term of the provisions of relevant regulation of the SEBI (SBEB) Regulations read with Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 4,5 6 and 7 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Special Resolutions, except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolutions proposed at Item No. 4, 5, 6 and 7 of this Notice for your approval.

Item No. 8

In order to implement "5paisa Capital Employee Stock Option Trust Scheme 2017 (hereinafter referred to as "5PCL ESOTS – 2017/Plan") through trust route, the Company needs to make provisioning of funds to the Trust so as to enable it to subscribe to the shares of the Company/acquire from secondary market. Accordingly Item No 8 which is proposed for approval of the Shareholders is set out in this Notice.

The Company intends to implement 5PCL ESOTS – 2017 with a view to attract and retain key talents working with the Company and its Subsidiary company(ies), if any, by primary issue of shares/acquisition from secondary market through Trust route. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("hereinafter referred as SEBI (SBEB) Regulations") govern share based employee benefit schemes / plans being implemented by a Company. These Regulations permits Trust route in Plan implementation.

The Board passed a resolution to set-up an Employee Welfare Trust namely 5paisa Capital Employee Welfare Trust and approved the proposal for sanction of loan by the Company to the Trust. This proposed amount of loan is within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI (SBEB) Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 ("Companies Rules").

The disclosures as per Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 of the Companies Act, 2013, are as under:

Item	Particulars
The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares	The Plan will be implemented and money will be provided for purchase and subscription of shares for the benefit of employees within the meaning of the 5PCL ESOTS – 2017. The class/classes of employees who are eligible subject to selection by the Board and / or the Nomination and Remuneration Committee ("Committee") are as under: i. Permanent employees of the Company working with the Company in India or out of India; ii. Directors of the Company; and iii. Permanent employees and Directors of the Subsidiary company (ies) / working with respective subsidiary company. Following class/classes of employees are not eligible: i. an employee who is a Promoter or belongs to the Promoter Group; ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and iii. an Independent Director within the meaning of the Companies Act, 2013.
The particulars of the trustee or employees in whose favour such shares are to be registered	The shares will be registered in the name of all or any of the trustee(s) of the Trust to hold equity shares of the Company for and on behalf of the Beneficiaries. Eligible Employees to whom the equity shares of the Company are transferred by the Trust, on exercise of Options shall be the absolute owner of such shares.
Particulars of trust and Name, Address, Occupation and nationality of trustees	Name of the Trust : 5paisa Capital Employee Welfare Trust Details of Trustee : Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited) Address : The IL&FS Financial Center, Plot No. C–22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Occupation : Corporate Trustee Nationality : Indian The Trustee(s) is in no manner related to the Promoter, Directors or Key Managerial Personnel. Subject to compliance of the provisions of applicable laws, the aforesaid trustee may be changed at any time.
Relationship of trustees with promoters, directors or key managerial personnel, if any	None
Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof	The Key Managerial personnel and Directors are interested in the 5PCL ESOTS – 2017 only to the extent, to the options granted to them if any, under the 5PCL ESOTS – 2017.
The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	The employees shall be granted Employee Stock Options under the 5PCL ESOTS – 2017 which would vest subject to vesting conditions prescribed by the Committee or Board. After vesting and on exercise of the Options, the Trust / Trustees shall transfer corresponding number of Equity Shares to the employees. The employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise or may hold and sell after a definite period of time at his/her discretion. The employees would get the benefit on sell of shares depending on sale price of such Shares. In case of cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the

Item	Particulars
	equity shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.
The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised	As per SEBI (SBEB) Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. In these circumstances, the voting rights can be exercised by an employee only when the equity shares are transferred to them after due process of exercise of Options

In term of the provisions of relevant regulation of the SEBI (SBEB) Regulations read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 8 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the Trust or the aforesaid Special Resolution, except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution proposed at Item No. 8 of this Notice for your approval.

Item No. 9, 10, 11 and 12

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 2016-17 is ₹7.47 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹74.7 lakhs (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)*
India Infoline Limited	Related party as per Accounting Standards and Listing Regulations	Providing/availing of Services etc.	5
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 license etc.	35
IIFL Holdings Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/ availing or rendering of services/ lease/leave and license etc.	30
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 license 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 December 15, 2017 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.

Mr. Narendra Jain and Mr. R Mohan are Directors and/or Shareholder of India Infoline Limited, IIFL Facilities Services Limited, IIFL Holdings Limited and India Infoline Finance Limited and as such they may be deemed to be concerned / interested in the arrangements/transactions/contracts as mentioned in the item no. 9, 10, 11 and 12 between the Company and aforesaid related parties respectively.

Except the above Directors, 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. 9, 10, 11 and 12.

Item No. 13

Considering, the overall business growth and operational needs of the Company, the Company may require further capital and accordingly it is proposed to increase the authorised Share Capital of the Company from ₹18, 00, 00,000 (Rupees Eighteen Crores only) comprising of 1, 80, 00,000 (One Crore Eighty Lakhs) Equity Shares of ₹10 (Rupees Ten) each to ₹30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of ₹10 (Rupees Ten only) each. Consequently, the existing Clause V(a) of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

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. 13.

A draft of altered Memorandum with the aforesaid alterations shall be available for inspection by the Members of the Company on any working day, excluding Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of passing of the above resolutions.

Date : December 15, 2017
Place : Mumbai

By order of the Board
For **5paisa Capital Limited**

Prakarsh Gagdani
Whole Time Director

Registered Office:
IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane - 400604.

Encl:

- Postal Ballot Form
- Self-addressed and prepaid postage envelop

5PAISA CAPITAL LIMITED

CIN : U67190MH2007PLC289249
Regd. Office – IIFL House, Sun InfoTech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654 :E-mail: csteam@5paisa.com, Website: www.5paisa.com

Postal Ballot Form

Sr. No.:

1. **Name(s) of Shareholder(s)/ beneficial owner (in block letters) (including joint holders, if any)** :
2. **Registered address of the sole/first named shareholder/ beneficial owner** :
3. **Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)** :
4. **Number of shares held** :
5. **I/We hereby exercise my/our vote in respect of Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated December 15, 2017, issued by the Company, by sending my/our assent/dissent to the said Resolution(s) by placing the tick mark(√) in the appropriate column below:**

Item No.	Description of the Resolution	No. of Shares for which votes cast	I/We assent (agree) to the resolution	I/We dissent (disagree) to the resolution
1.	To ratify the '5paisa Capital Limited Employee Stock Option Scheme - 2017' as a Special Resolution.			
2.	To ratify issue of Options to the employees of Subsidiary Companies under 5paisa Capital Limited Employee Stock Option Scheme – 2017 as a Special Resolution.			
3.	To ratify issue of Options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Scheme – 2017 as a Special Resolution.			
4.	Approval and Implementation of the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution.			
5.	Authorization to the Trust for implementation of 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 by acquiring equity shares of the Company through secondary acquisition or fresh allotment as a Special Resolution.			
6.	Grant of Options to the Employees of the Subsidiary Company(ies) (existing and in future) under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution.			
7.	To issue as Options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution.			
8.	Provisioning of funds to "5paisa Capital Employee Welfare Trust" as a Special Resolution.			
9.	To approve material related party transactions with India Infoline Limited as an Ordinary Resolution.			
10.	To approve material related party transactions with IIFL Facilities Services Limited as an Ordinary Resolution.			
11.	To approve material related party transactions with IIFL Holdings Limited as an Ordinary Resolution.			
12.	To approve material related party transactions with India Infoline Finance Limited as an Ordinary Resolution.			
13.	To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution.			

Place :
Date :

_____
Signature of the Shareholders/Beneficial Owner

ELECTRONIC VOTING PARTICULARS
The e-voting facility is available at the link https://www.evotingindia.com. The electronic voting particulars are set out as follows:

EVSN Electronic Voting Sequence No	User ID	Password
171211010		

Note: - Please read the instruction printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid.
2. A member desiring to exercise vote by postal ballot should complete this postal ballot form and send it to the company in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of the Members as on Friday, December 08, 2017 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
4. The self-addressed envelope bears the address of the Company, Registrar & Share Transfer Agent and will be kept in safe and will be handed over to the scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
6. The assent or dissent may be recorded by placing a tick (✓) in the column against appropriate statement in the table given in Sr. No 5 of the postal ballot form.
7. The votes of a Member will be considered invalid on any of the following grounds:
    a. unsigned Postal Ballot Forms will be rejected;
    b. if the Member's signature does not tally;
    c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
    d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
    e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
8. Duly completed envelopes addressed to the scrutinizer containing the postal ballot form should reach the scrutinizer, Mr. Nilesh Shah, Practising Company Secretary at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, not later than 17:00 Hours (IST) January 22, 2018. All postal ballot form received after the above time and date will be treated as if reply/postal ballot form from such shareholders has not been received.
9. In case of shares held by companies, trust, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority together with attached specimen signature(s) of the duly authorized signatories.
10. Members are requested not to send any other matter along with the postal ballot form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer.
11. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to csteam@5paisa.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
12. A shareholder need not use all his votes nor does he need to cast all his votes in the same way.
13. Scrutinizer's decision on the validity of Postal ballot shall be final.
14. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.
15. Members are requested to fill postal ballot form in indelible ink (and avoid filing it by using erasable writing medium/s like pencil).

5paisa Capital Limited

CALENDER OF EVENTS FOR CONDUCTING POSTAL BALLOT

(PHYSICAL FORM AND E-VOTING)

Sr. No.	Particulars	Date
1.	Cut-Off date for dispatch of Postal ballot Form	08/12/2017
2.	Date of completion of dispatch of Notice either through email/speed post	21/12/2017
3.	Date of placing the Notice on the website of the Company	21/12/2017
4.	Date of publication in newspaper regarding completion of dispatch of Notice and last date of receiving of postal ballot form	22/12/2017
5.	Period of Voting (through Postal ballot and electronically) start from December 24, 2017 and ends on January 22, 2018.	Start at 9.00 am on 24/12/2017 and ends at 5.00 pm on 22/01/2018
6.	Last date of receiving votes by the scrutinizer either in physical/ or through e-voting.	22/01/2018 upto 5.00 pm
7.	Date of submission of report by the scrutinizer to the person authorized by Board in Board Meeting	Not later than 29/01/2018
8.	Date of submission of result of the postal ballot to Exchange	Not later than 29/01/2018
9.	Placing result and scrutinizer report on the Company's website	Not later than 29/01/2018

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For 5paisa Capital Limited

Harshit Choudhary
Company Secretary

Place: Mumbai
E-mail: csteam@5paisa.com