

**Spaisa Capital Limited**

(CIN: U67190MH2007PLC289249)

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate Thane, Maharashtra - 400 604 • Tel: (91-22) 41035000 • Fax: (91-22) 25806654 • E-mail: csteam@Spaisa.com • Website: www.Spaisa.com**NOTICE**

NOTICE is hereby given to the Shareholders of Spaisa Capital Limited that pursuant to the provisions of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the "Rules"**) as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**) that the Company has:

- i) On December 21, 2017 completed the dispatch of the Postal Ballot Notice along with the Postal Ballot Form and self-addressed business reply envelope to the shareholders who have not registered their e-mail ids with depositories or with the Company; and
- ii) On December 21, 2017 sent email through Central Depository Services (India) Limited (CDSL) along with the details of login ID and password to the shareholders who have registered their e-mail ids with the depositories or with the Company;

for seeking approval of the shareholders of the Company by Postal Ballot, including voting by electronic means, for the following matter:

| Item No. | Description of Resolution |
|----------|---|
| 1) | To ratify the 'Spaisa Capital Limited Employee Stock Option Scheme - 2017'. |
| 2) | To ratify issue of Options to the employees of Subsidiary Companies under Spaisa Capital Limited Employee Stock Option Scheme - 2017. |
| 3) | To ratify issue of Options exceeding 1% of the issued capital of the Company under Spaisa Capital Limited Employee Stock Option Scheme - 2017. |
| 4) | Approval and implementation of the Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route. |
| 5) | Authorization to the Trust for implementation of Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 by acquiring equity shares of the Company through secondary acquisition or fresh allotment. |
| 6) | Grant of Options to the Employees of the Subsidiary Company(ies) (existing and in future) under Spaisa Capital Limited Employee Stock Option Trust Scheme 2017. |
| 7) | To issue Options exceeding 1% of the issued capital of the Company under Spaisa Capital Limited Employee Stock Option Trust Scheme 2017. |
| 8) | Provisioning of funds to 'Spaisa Capital Employee Welfare Trust'. |
| 9) | To approve material related party transactions with India Infoline Limited. |
| 10) | To approve material related party transactions with IIFL Facilities Services Limited. |
| 11) | To approve material related party transactions with IIFL Holdings Limited. |
| 12) | To approve material related party transactions with India Infoline Finance Limited. |
| 13) | To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company. |

This Notice has been sent to all shareholders, whose name appears on the Register of Members/ List of Beneficial Owners on December 08, 2017, as received from the National Securities Depository Limited and Central Depository Services (India) Limited. Thus, the voting rights of the shareholders shall be reckoned as on December 08, 2017. The Company has appointed Mr. Nilesh Shah, Practising Company Secretary, as a Scrutinizer for conducting the Postal Ballot physical / e-voting process in a fair and transparent manner.

Shareholders are hereby informed pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and under Regulation 44(1) of the Listing Regulations, 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. The detailed procedure for e-voting is enumerated in the Postal Ballot Notice. Shareholders can cast their vote online from December 24, 2017 from 9.00 a.m. to January 22, 2018 till 5.00 p.m. In case a shareholder who has voted through e-voting facility as well as sends his/ her vote through 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. Notice and Form of Postal Ballot is also available on website of the Company www.Spaisa.com. Shareholders, who do not receive the Postal Ballot Notice or those who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form, may download it from the website of the Company from the 'Investor Relations' section on the Company's website www.Spaisa.com or from the link <https://www.evotingindia.com>. Shareholders can also e-mail their request for duplicate Postal Ballot Form to the Company at csteam@Spaisa.com or to Central Depository Services (India) Limited (CDSL) at helpdesk.evoting@cdsliindia.com.

Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on January 22, 2018 at the address - C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. The voting period for e-voting module also ends on January 22, 2018 at 5.00 p.m. Any responses received after this date and time will be treated as if the same has not been received.

The result of the Postal Ballot shall be announced not later than January 29, 2018 at the Registered Office of the Company. The result shall be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website www.Spaisa.com.

For any grievances/ queries connected with the voting by postal ballot including voting by electronic means, shareholders may contact the undersigned at csteam@Spaisa.com or write to him at the Registered Office of the Company.

For Spaisa Capital Limited

Sd/-

Harshit Choudhary
Company SecretaryPlace: **Mumbai**Date: **December 22, 2017**