

Company Secretaries

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Report of Scrutinizer in Respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Board of Directors
5Paisa Capital Limited
IIFL House, Sun Infotech Park,
Road No. 16 V, B-23, MIDC,
Thane Industrial Area, Wagle Estate,
Thane – 400 604.

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of 5Paisa Capital Limited ('the Company') has vide resolution passed on 15th December 2017, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the notice dated 15th December 2017:

- 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 Companie(s) (existing and in future) as a Special Resolution;



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- 7) To issue Options exceeding 1% of the issued capital of the Company under 5paise Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution;
- 8) Provisioning of funds to "5paise 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;

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (corresponding to clause 35B (i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited).

I, Nilesh G. Shah, was appointed as a Scrutinizer by 5Paise Capital Limited for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facilities, engaged by the Company.



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The notice of Postal Ballot dated 15th December 2017 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 08th December, 2017 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility to cast vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to 05.00 p.m. on Monday, 22nd January, 2018, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from Sunday, 24th December, 2017 at 09.00 a.m. up to Monday, 22nd January, 2018 till 5.00 p.m.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of CDSL.
8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:



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Resolution No. 1: To ratify the 'Spaisa Capital Limited Employee Stock Option Scheme-2017' as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	47	326374	8.28
Total	47	326374	3.66

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No. 2: To ratify issue of Options to the employees of Subsidiary Companies under Spaisa Capital Limited Employee Stock Option Scheme –2017 as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	48	326379	8.28
Total	48	326379	3.66

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	1	200902
Total	1	200902



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Resolution No. 3: To ratify issue of Options exceeding 1% of the issued capital of the Company under Spaisa Capital Limited Employee Stock Option Scheme – 2017 as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	32	3616422	91.70
Total	83	8590436	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	49	327294	8.30
Total	49	327294	3.67

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No. 4: Approval and implementation of the Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	47	326374	8.28
Total	47	326374	3.66

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No. 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 as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	33	3616430	91.70
Total	84	8590444	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	48	327286	8.30
Total	48	327286	3.67

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No: 6: Grant of Options to the Employees of the Subsidiary Companies(s) (existing and in future) under Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	47	326374	8.23
Total	47	326374	3.66

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No. 7: To issue as Options exceeding 1% of the issued capital of the Company under Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	31	3616419	91.70
Total	82	8590433	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	50	327297	8.30
Total	50	327297	3.67

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No. 8: Provisioning of funds to "5paisa Capital Employee Welfare Trust" as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	32	3616420	91.70
Total	83	8590434	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	49	327296	8.30
Total	49	327296	3.67

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



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Resolution No. 9: To approve material related party transactions with India Infoline Limited as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.03
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.97
Total	51	432520	8.44

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2	200907
Total	12	3992904



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Resolution No. 10: To approve material related party transactions with IIFL Facilities Services Limited as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.03
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.97
Total	51	432520	8.44

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2	200907
Total	12	3992904



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Resolution No: 11: To approve material related party transactions with IIFL Holdings Limited as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.03
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.97
Total	51	432520	8.44

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2	200907
Total	12	3992904



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Resolution No. 12: To approve material related party transactions with India Infoline Finance Limited as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.56
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.44
Total	51	432520	8.44

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2	200907
Total	12	3992904



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Resolution No. 13: To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	75	3942143	99.96
Total	126	8916157	99.98

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	6	1573	0.04
Total	6	1573	0.02

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.



NILESH G. SHAH

B.Com., LLB (G), F.C.S.

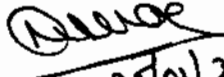
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Recommendation:

The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,


25/01/2018

Nilesh G. Shah
Practicing Company Secretary
Membership No. : FCS 4554
CP No. 2631

Place: Mumbai

Date: 25/01/2018

