



May 15, 2021

<p>The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001 Tel No.: 22721233 Fax No.: 22723719/22723121/22722037 BSE Scrip Code: 540776</p>	<p>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 NSE Symbol: SPAISA</p>
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**Sub: Result of Postal Ballot and E-voting.**

**Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").**

Dear Sir/Madam,

We refer to our letters dated April 14, 2021 and May 05, 2021, wherein we had submitted the Postal Ballot Notice dated April 13, 2021 and Addendum to Postal Ballot Notice dated May 05, 2021 respectively, which was sent to the members of the Company seeking their consent on the resolutions stated in the said Notice through e-voting.

In connection with the resolutions set out in the Postal Ballot Notice and Addendum to Postal Ballot Notice, please find enclosed herewith the following in compliance with the Listing Regulations:

1. E-voting Results in prescribed format. The same has also been uploaded in XBRL mode.
2. Report dated May 14, 2021 on postal ballot through e-voting issued by Scrutinizer i.e. M/s. Nilesh Shah and Associates, Practicing Company Secretaries, Mumbai.

Based on the Scrutinizer's Report, we wish to inform that the resolutions mentioned in the said Postal Ballot Notice have been passed by the members of the Company with requisite majority. The details of votes cast by the shareholders are given in the Annexure. The same shall be treated as compliance with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015.

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**Spaia Capital Limited**

Corporate Identity Number: L67190MH2007PLC289249

Corp. Office / Regd. Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane 400 604. Tel: +918976689766

• E-mail: csteam@5paise.com • Website: www.5paise.com

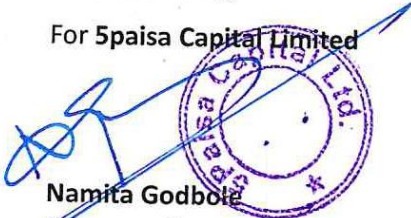


The aforesaid documents will also be available on the website of the Company i.e. [www.5paise.com](http://www.5paise.com).

Kindly consider the same and acknowledge the receipt.

Thanking You,  
Yours faithfully,

For **5paise Capital Limited**



**Namita Godbole**  
**Company Secretary**

Email ID: [csteam@5paise.com](mailto:csteam@5paise.com)

Encl: as above

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**5paise Capital Limited**

Corporate Identity Number: L67190MH2007PLC289249

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### Results of E-voting

Sr No	Item Description	Resolution Type	Result
1	Issuance of equity shares to (i) FIH Mauritius Investments Limited, (ii) HWIC Asia Fund Class A Shares, (iii) RIMCO India Limited and (iv) WF Asian Reconnaissance Fund Limited ("Investors") on a preferential basis	Special Resolution	Passed with requisite majority
2	Issuance of warrants convertible into equity shares to 1,200,000 on a preferential basis	Special Resolution	Passed with requisite majority

For 5paise Capital Limited



**Namita Godbole**  
Company Secretary

Email ID: csteam@5paise.com

Encl: as above

**5paise Capital Limited**

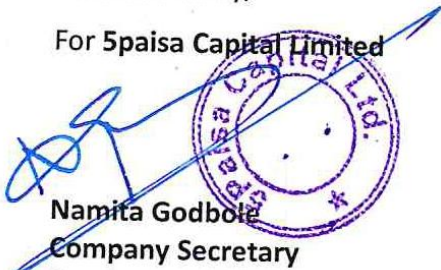
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<b>5paise Capital Limited</b>								
<b>Resolution Required : (Special)</b>			<b>1 - Issuance of equity shares to (i) FIH Mauritius Investments Limited, (ii) HWIC Asia Fund Class A Shares, (iii) RIMCO India Limited and (iv) WF Asian Reconnaissance Fund Limited ("Investors") on a preferential basis</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	8810698	8090698	91.8281	8090698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8090698</b>	<b>91.8281</b>	<b>8090698</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4453651	528506	11.8668	528506	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>528506</b>	<b>11.8668</b>	<b>528506</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12251569	7814603	63.7845	7814599	4	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7814603</b>	<b>63.7845</b>	<b>7814599</b>	<b>4</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>25515918</b>	<b>16433807</b>	<b>64.4061</b>	<b>16433803</b>	<b>4</b>	<b>100.0000</b>	<b>0.0000</b>

For 5paise Capital Limited



**Namita Godbole**  
Company Secretary  
Email ID: csteam@5paise.com  
Encl: as above

**5paise Capital Limited**

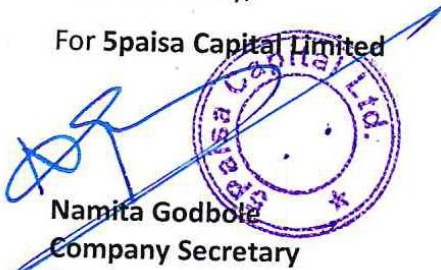
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<b>5paise Capital Limited</b>								
<b>Resolution Required : (Special)</b>			<b>2- Issuance of warrants convertible into equity shares to 1,200,000 on a preferential basis</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	8810698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4453651	528506	11.8668	528506	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>528506</b>	<b>11.8668</b>	<b>528506</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12251569	7493984	61.1675	7493980	4	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7493984</b>	<b>61.1675</b>	<b>7493980</b>	<b>4</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>25515918</b>	<b>8022490</b>	<b>31.4411</b>	<b>8022486</b>	<b>4</b>	<b>100.0000</b>	<b>0.0000</b>

For 5paise Capital Limited



**Namita Godbole**  
Company Secretary  
Email ID: csteam@5paise.com  
Encl: as above

**5paise Capital Limited**

Corporate Identity Number: L67190MH2007PLC289249

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• E-mail: csteam@5paise.com • Website: www.5paise.com

# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

## Report of Scrutinizer

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 and Rule 22 read with 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairperson  
**Spaisa Capital Limited**  
IIFL House, Sun Infotech Park, Road No. 16V,  
Plot No. B-23, MIDC, Thane Industrial Area,  
Wagle Estate, Thane – 400604.

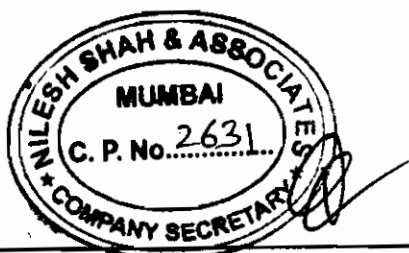
Dear Sir,

### Sub: Scrutinizer's Report on Postal Ballot E-Voting / E-Voting Process

The Board of Directors of **Spaisa Capital Limited** ("the Company") vide its resolution passed on Tuesday, 13<sup>th</sup> April, 2021, 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 Tuesday, 13<sup>th</sup> April, 2021:

- Issuance of equity shares to on a preferential basis; and
- Issuance of warrants convertible into equity shares on a preferential basis

The Company has provided the facility of voting through electronic means only ("remote e-voting") as required under the provisions of Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),  
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.  
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref.: \_\_\_\_\_

We, Nilesh Shah & Associates, Practicing Company Secretary represented by Mr. Nilesh G. Shah (Membership No. FCS 4554), Partner, were appointed as a Scrutinizer by the Company for the purpose of the conducting the Postal Ballot voting process via remote e-voting only in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matter as required under the above stated 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 via remote e-voting means on the resolution contained in the notice of postal ballot. Our responsibility as a scrutinizer for the remote 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 voting through Postal Ballot (remote e-voting), containing summary of the votes cast "in favour" or "against" the resolution as stated above, based on the reports generated from the e-voting system provided by the Central Depository Services Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.

The Postal Ballot Notice dated Tuesday, 13<sup>th</sup> April, 2021 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company, by electronic form only i.e. by email to all Shareholders/Beneficiaries whose names appears on the Register of Members/Record of Depositories in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020.

For avoidance of any doubt meaning of 'Postal Ballot' denotes only 'remote e-voting' for the purpose of these resolutions.

The Shareholders of the Company holding shares on the cut-off date of Friday, 9<sup>th</sup> April, 2021 were entitled to vote on the resolutions as set out in the notice.



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Tel.: 2836 3419 Email : ngshah.cs@gmail.com

# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref.: \_\_\_\_\_

In this regard, we submit my report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process by remote e-voting only on the platform provided by CDSL.
2. The Company had followed the process as required under Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in respect of providing voting facility through postal ballot via electronic means.
3. The Postal Ballot voting ("remote e-voting") period commenced from Thursday, 15<sup>th</sup> April, at 2021, 9:00 a.m. and concluded on Friday, 14<sup>th</sup> May, 2021, at 5:00 p.m. and the e-voting module was disabled for voting by thereafter.
4. At the end of the e-voting period, we have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
5. The details containing a list of shareholders who voted 'for' or 'against' the resolutions was downloaded from the e-voting website of CDSL.
6. We have scrutinized the votes cast through electronic means for the purpose of this report.
7. The particulars of all the electronic votes cast by the shareholders through e-voting process have been recorded in a register separately maintained for the purpose.
8. A summary of the votes cast through remote e-voting by shareholders of the Company is as under:





# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

a. **Resolution No. 1 (Special Resolution):** Issuance of equity shares to on a preferential basis:

(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 Electronic Means	89	16433803	99.99%

(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 Electronic Means	2	4	0.01%

(iii) Invalid / Abstain votes:

Type of Voting	Total number of members whose votes were declared Invalid / Abstained	Total Number of votes cast by them
Voting Through Electronic Means	1	392336 *

\* Represents the shareholders who are abstained from voting.



# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

b. **Resolution No. 2 (Special Resolution):** Issuance of warrants convertible into equity shares on a preferential basis:

(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 Electronic Means	77	8022486	99.99%

(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 Electronic Means	2	4	0.01%

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared Invalid / Abstained	Total Number of votes cast by them
Voting Through Electronic Means	13	8803653 *

\* Represents the shareholders who are abstained from voting.



# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

**Recommendation:**

All 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.

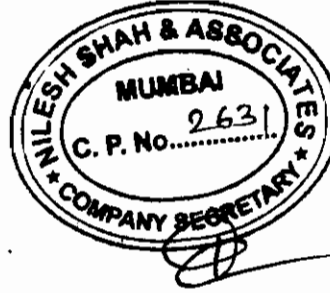
Thanking You,

Yours truly,

For Nilesh Shah & Associates  
Practicing Company Secretaries



Nilesh G. Shah  
Partner  
Membership No.: FCS 4554  
CP No. 2631



UDIN: F004554C000316613

Place: Mumbai

Date: 15.05.2021