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V. Sankar Aiyar & Co.

CHARTERED ACCOUNTANTS

2-C. Court Chambers

35, New Marine Lines

Mumbai - 400 020

Independent Auditor's Review Report On Standalone unaudited quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO THE BOARD OF DIRECTORS OF

5paisa Capital Limited

We have reviewed the accompanying statement of standalone unaudited financial results of 5paisa Capital Limited ("the Company") for the quarter ended June 30, 2019, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.


Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

The standalone financial results and other financial information for the quarter ended 30th June, 2018 have been restated to comply with INDAS based on the financial information compiled by the management.

For V. Sankar Aiyar & Co,
Chartered Accountants
(Firm's Registration No. 109208W)


G Sankar
Partner
(Membership No. 46050)
UDIN: 19046050AAAABJ1970



Place: Mumbai

Date: July 16, 2019

Spaisa Capital Limited		
Statement of Standalone Unaudited Financial Results for the Quarter ended June 30, 2019		
(₹ in lakhs)		
Particulars	Quarter ended	
	June 30, 2019	June 30, 2018
	Unaudited	Unaudited (See note 8)
(I) Revenue from operations		
a. Interest income	261.64	19.73
b. Fees and commission income	2,024.81	877.92
(I) Total revenue from operations	2,286.45	897.65
(II) Other income	1.62	9.01
(III) Total income (I+II)	2,288.07	906.66
(IV) Expenses		
a. Finance cost	342.96	76.19
b. Employee benefits expense	718.74	658.55
c. Depreciation, amortization and impairment	99.19	34.28
d. Other expenses	1,188.68	939.53
(IV) Total expenses	2,349.57	1,708.55
(V) Profit/(loss) before exceptional items and tax (III-IV)	(61.50)	(801.89)
(VI) Exceptional items	-	-
(VII) Profit/(loss) before tax (V-VI)	(61.50)	(801.89)
(VIII) Tax expense:		
a. Current tax	-	-
b. Deferred tax	(12.16)	(191.50)
Total tax expense	(12.16)	(191.50)
(IX) Profit/(loss) for the period from continuing operations (VII-VIII)	(49.34)	(610.39)
(X) Profit/(loss) from discontinued operations	-	-
(XI) Tax expense of discontinued operations	-	-
(XII) Profit/(loss) from discontinued operations (after tax) (X-XI)	-	-
(XIII) Profit/(loss) for the period (IX+XII)	(49.34)	(610.39)
(XIV) Other Comprehensive Income		
(i) Items that will not be reclassified to profit or loss	(4.13)	(2.16)
(ii) Income tax relating to items that will not be reclassified to profit or loss	1.07	0.56
Other Comprehensive Income	(3.06)	(1.60)
Total Comprehensive Income for the Period (Comprising of profit/(loss) and other comprehensive income) (XIII+XIV)	(52.40)	(611.99)
Paid up Equity Share Capital (Face Value of ₹ 10 each)	1,273.90	1,273.90
Earnings Per Equity Share (EPS) *		
Basic (In ₹)	(0.39)	(4.79)
Diluted (In ₹)	(0.39)	(4.79)

* EPS for the quarter is not annualised



For Spaisa Capital Limited

(Signature)

Prakash Gagdani
Whole Time Director & Chief Executive Officer
DIN : 07376258

Place : Mumbai

Date : July 16, 2019

Notes to results:

1. The above unaudited standalone financial results for the quarter ended June 30, 2019 have been reviewed by the Audit Committee and approved by the Board at its meeting held on July 16, 2019 and have been subjected to limited review by the statutory auditors of the Company and the Auditors have issued an unmodified report.
2. The Company has adopted Indian Accounting Standard ("Ind AS") w.e.f. April 01, 2019 and effective date of transition is April 01, 2018. Accordingly above financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India.

As required by paragraph 32 of Ind AS 101, net profit reconciliation between the figures reported under previous GAAP and Ind AS is as under:

Particulars	Quarter ended June 30, 2018
	(Unaudited)
Net profit after tax as per Previous GAAP	(563.83)
Add/(less):	
- Fair valuation of investments (Ind AS 109)	6.60
- Expected credit loss (Ind AS 109)	(22.35)
- Reclassification of actuarial gains/losses on post-employment benefits to OCI (Ind AS 19)	2.16
- Incremental cost on fair valuation of employee stock option plan (Ind AS 102)	(31.97)
- Amortisation of revenue for contractual period (Ind AS 115)	(6.13)
- Deferred tax impact on above adjustments	5.13
Net profit after tax as per Ind AS	(610.39)
Other Comprehensive Income (net of tax)	(1.60)
Total Comprehensive Income as per Ind AS	(611.99)

3. There is a possibility that these standalone quarterly financial results may require adjustment before constituting the final Ind AS financial statements as of and for the year ending March 31, 2020 due to changes in financial reporting requirements arising from the new or revised standards or interpretations issued by MCA or change in the use of one or more optional exemptions from full retrospective application as permitted under Ind AS 101.
4. The Company is engaged only in the business of stock broking and distribution of financial products primarily through internet and mobile applications. Accordingly, there is no separate reportable segments as per Indian Accounting Standard 108 (Ind AS) on 'Operating Segment'.

5. The Company has adopted Ind AS 116 with effect from April 01, 2019 and applied the standard to its leases retrospectively in accordance with the requirements of the standard, the lease liability at the present value of remaining lease payments at the date of initial application i.e. April 01, 2019 amounting to ₹ 904.97 lakhs has been recognized and "Right to use assets" has been recognized at an amount equal to the "Lease liability" at that date. In the profit and loss account for the current period, the nature of expenses in respect of leases has changed from lease rent in previous periods to depreciation cost for "Right to use lease assets" and interest accrued on "Lease liability". The Company has not restated the comparative information in this respect.
6. The Board at its Meetings held on July 17, 2018 and September 12, 2018 had approved the proposal of issue of upto 12,739,022 Rights Equity shares with a face value of ₹ 10/- each at a price of ₹ 80 per equity share (including a share premium of ₹ 70/- per equity share) aggregating to ₹ 1,019.12 million to the eligible equity shareholders of the Company in the ratio of 1 equity share for every 1 fully paid up equity share held by such eligible equity shareholders of the Company. Thereafter, the Company had filed the Draft Letter of Offer with SEBI, NSE and BSE on September 17, 2018 and received the in-principle approvals from NSE, BSE and also received the observation letter from SEBI. The Company had fixed the Record Date of May 29, 2019 for determining the eligible equity shareholders. The Rights Issue is slated to open on July 23, 2019 and close on August 06, 2019.
7. The Standalone unaudited financial results for the ended June 30, 2019, as submitted to Stock Exchanges are also available on website www.5paisa.com.
8. The comparative financial information of the Company for the Quarter ended June 30, 2018 included in these standalone Ind AS financial results, are based on the financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006 and have been restated to comply with Ind AS.
9. Previous periods figures have been regrouped / rearranged wherever necessary.



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


Prakarsh Gagdani

Whole Time Director & Chief Executive Officer

DIN: 07376258

Place: Mumbai
Date: July 16, 2019

Tel : 2200 4465, 2206 7440
Fax : 91- 22-2200 0649
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V. Sankar Aiyar & Co.

CHARTERED ACCOUNTANTS
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Mumbai - 400 020

Independent Auditor's Review Report On consolidated unaudited quarterly financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**TO THE BOARD OF DIRECTORS OF
Spaisa Capital Limited**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Spaisa Capital Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter ended June 30, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.


4. The Statement includes the results of the following subsidiaries:

- a) Spaisa P2P Limited, and
- b) Spaisa Insurance Brokers Limited.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The consolidated financial results and other financial information for the quarter ended 30th June, 2018 have been restated to comply with INDAS based on the financial information compiled by the management.

For V. Sankar Aiyar & Co,
Chartered Accountants
(Firm's Registration No. 109208W)


G Sankar
Partner
(Membership No. 48050)
UDIN: 19046050AAAABJ1970



Place: Mumbai
Date: July 16, 2019

Spaisa Capital Limited		
Statement of Consolidated Unaudited Financial Results for the Quarter ended June 30, 2019		
(₹ in lakhs)		
Particulars	Quarter ended	
	June 30, 2019	June 30, 2018
	Unaudited	Unaudited (See note 8)
(I) Revenue from operations		
a. Interest income	261.64	19.73
b. Fees and commission income	2,024.81	877.92
(I) Total revenue from operations	2,286.45	897.65
(II) Other income	5.07	9.93
(III) Total income (I+II)	2,291.52	907.58
(IV) Expenses		
a. Finance cost	343.00	76.19
b. Employee benefits expense	718.74	658.55
c. Depreciation, amortization and impairment	99.19	34.28
d. Other expenses	1,194.82	939.56
(IV) Total expenses	2,355.75	1,708.58
(V) Profit/(loss) before exceptional items and tax (III-IV)	(64.23)	(801.00)
(VI) Exceptional items	-	-
(VII) Profit/(loss) before tax (V-VI)	(64.23)	(801.00)
(VIII) Tax expense:		
a. Current tax	-	0.23
b. Deferred tax	(12.16)	(191.50)
Total tax expense	(12.16)	(191.27)
(IX) Profit/(loss) for the period (VII-VIII)	(52.07)	(609.73)
Attributable to:		
(a) Owners of the Company	(52.07)	(609.73)
(b) Non controlling interest	-	-
(X) Other Comprehensive Income		
(i) Items that will not be reclassified to profit or loss	(4.13)	(2.16)
(ii) Income tax relating to items that will not be reclassified to profit or loss	1.07	0.56
Other Comprehensive Income	(3.06)	(1.60)
Total Comprehensive Income for the Period (Comprising of profit/(loss) and other comprehensive income) (IX+X)	(55.13)	(611.33)
Attributable to:		
(a) Owners of the Company	(55.13)	(611.33)
(b) Non controlling interest	-	-
Paid up Equity Share Capital (Face Value of ₹ 10 each)	1,273.90	1,273.90
Earnings Per Equity Share (EPS) *		
Basic (In ₹)	(0.41)	(4.79)
Diluted (In ₹)	(0.41)	(4.79)

* EPS for the quarter is not annualised



For Spaisa Capital Limited

Prakarsh Gagdani
Whole Time Director & Chief Executive Officer
DIN : 07376258

Place : Mumbai
Date : July 16, 2019

Notes to results:

1. The above unaudited consolidated financial results for the quarter ended June 30, 2019 have been reviewed by the Audit Committee and approved by the Board at its meeting held on July 16, 2019 and have been subjected to limited review by the statutory auditors of the Company and the Auditors have issued an unmodified report.
2. The Group has adopted Indian Accounting Standard ("Ind AS") w.e.f. April 01, 2019 and effective date of transition is April 01, 2018. Accordingly above financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India.

As required by paragraph 32 of Ind AS 101, net profit reconciliation between the figures reported under previous GAAP and Ind AS is as under:

Particulars	(₹ in Lakhs)
	Quarter ended June 30, 2018 (Unaudited)
Net profit after tax as per Previous GAAP	(563.17)
Add/(less):	
- Fair valuation of investments (Ind AS 109)	6.60
- Expected credit loss (Ind AS 109)	(22.35)
- Reclassification of actuarial gains/losses on post-employment benefits to OCI (Ind AS 19)	2.16
- Incremental cost on fair valuation of employee stock option plan (Ind AS 102)	(31.97)
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Other Comprehensive Income (net of tax)	(1.60)
Total Comprehensive Income as per Ind AS	(611.33)

3. There is a possibility that these consolidated quarterly financial results may require adjustment before constituting the final Ind AS financial statements as of and for the year ending March 31, 2020 due to changes in financial reporting requirements arising from the new or revised standards or interpretations issued by MCA or change in the use of one or more optional exemptions from full retrospective application as permitted under Ind AS 101.
4. The Group is engaged only in the business of stock broking and distribution of financial products primarily through internet and mobile applications. Accordingly, there is no separate reportable segments as per Indian Accounting Standard 108 (Ind AS) on 'Operating Segment'.

5. The Group has adopted Ind AS 116 with effect from April 01, 2019 and applied the standard to its leases retrospectively in accordance with the requirements of the standard, the lease liability at the present value of remaining lease payments at the date of initial application i.e. April 01, 2019 amounting to ₹ 904.97 lakhs has been recognized and "Right to use assets" has been recognized at an amount equal to the "Lease liability" at that date. In the profit and loss account for the current period, the nature of expenses in respect of leases has changed from lease rent in previous periods to depreciation cost for "Right to use lease assets" and interest accrued on "Lease liability". The group has not restated the comparative information in this respect.
6. The Board at its Meetings held on July 17, 2018 and September 12, 2018 had approved the proposal of issue of upto 12,739,022 Rights Equity shares with a face value of ₹ 10/- each at a price of ₹ 80 per equity share (including a share premium of ₹ 70/- per equity share) aggregating to ₹ 1,019.12 million to the eligible equity shareholders of the Company in the ratio of 1 equity share for every 1 fully paid up equity share held by such eligible equity shareholders of the Company. Thereafter, the Company had filed the Draft Letter of Offer with SEBI, NSE and BSE on September 17, 2018 and received the in-principle approvals from NSE, BSE and also received the observation letter from SEBI. The Company had fixed the Record Date of May 29, 2019 for determining the eligible equity shareholders. The Rights Issue is slated to open on July 23, 2019 and close on August 06, 2019.
7. The Consolidated unaudited financial results for the ended June 30, 2019, as submitted to Stock Exchanges are also available on website www.5paisa.com.
8. The comparative financial information of the Group for the Quarter ended June 30, 2018 included in these Consolidated Ind AS financial results, are based on the financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006 and have been restated to comply with Ind AS.
9. Previous periods figures have been regrouped / rearranged wherever necessary.



By order of the Board
For 5paisa Capital Limited

Prakash Gagdani
Whole Time Director & Chief Executive Officer
DIN: 07376258

Place: Mumbai
Date: July 16, 2019