



September 05, 2020

<p><b>The Manager,</b> <b>Listing Department,</b> <b>BSE Limited,</b> <b>Phiroze Jeejeebhoy Tower, Dalal Street,</b> <b>Mumbai 400 001</b> <b>Tel No.: 22721233</b> <b>Fax No.: 22723719/22723121/22722037</b> <b>BSE Scrip Code: 540776</b></p>	<p><b>The Manager,</b> <b>Listing Department,</b> <b>The National Stock Exchange of India Ltd.,</b> <b>Exchange Plaza, 5 Floor, Plot C/1, G Block,</b> <b>Bandra - Kurla Complex, Bandra (E),</b> <b>Mumbai 400 051</b> <b>Tel No.: 2659 8235 Fax No.: 26598237</b> <b>NSE Symbol: SPAISA</b></p>
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**Sub: Postal Ballot Notice under Section 110 of Companies Act, 2013.**

Dear Sir,

Further to our letter dated September 03, 2020, submitted in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose herewith Postal Ballot Notice dated September 03, 2020 along with the Explanatory Statement which is being sent to the members of the company. The said notice is being placed on the website of the company i.e. [www.5paise.com](http://www.5paise.com).

In this connection, we also wish to inform you that the e-voting in respect of the resolutions contained in the Postal Ballot Notice will commence at 10.00 a.m. on Sunday, September 06, 2020 and shall be concluded at 5.00 p.m. on Monday, October 05, 2020.

The Postal Ballot results will be submitted within 48 hours from conclusion of the e-voting period, with the Stock Exchanges in accordance with the Listing Regulations.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For 5paise Capital Limited

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

5paise Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corporate Office/Regd. Office: 5paise Capital Limited, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane 400604.

Tel: +91 22 41035000 • E-mail: csteam@5paise.com • Website: www.5paise.com



**Spaisa Capital Limited**  
**CIN: L67190MH2007PLC289249**

**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](mailto:csteam@5paisa.com), Website: [www.5paisa.com](http://www.5paisa.com)

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**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 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 22/2020 dated June 15, 2020 (“the MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the resolutions appended below are proposed to the Members of the Company to be passed as Ordinary/Special Resolutions by way of Postal Ballot only through remote e-Voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic and in compliance with the aforementioned MCA / SEBI Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the e-Voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The explanatory statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or Link Intime India Private Limited, Registrar & Transfer Agent of the Company, or the Depository Participants. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company ("Board"), at its Meeting held on September 03, 2020, has appointed CS Nilesh Shah or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

You are requested to peruse the proposed resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 p.m. IST on Monday, October 05, 2020, failing which it will be strictly considered that no reply has been received from the member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section "Instructions for voting through e-voting".

The Scrutinizer will submit his report to the Chairperson or any other person of the Company authorized by him, after completion of scrutiny of the votes. The results of voting by means of Postal Ballot through e-voting shall be declared on or before 48 hours from the conclusion of e-voting process and will be displayed alongwith the Scrutinizer's Report at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: [www.5paisa.com](http://www.5paisa.com) and on the website of CDSL.

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

#### **Item No. 1**

##### **Raising of Funds by Issuance of Securities through one or more modes:**

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 Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as "ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, including any amendment(s), modification(s), variation(s) or reenactment(s) thereof and in accordance with the provisions of the Memorandum and Articles of Association of the Company and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and the National Stock Exchange of India Limited and/or any other regulatory/ statutory authorities, from time to time, to the extent applicable and subject to the consents and approvals of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term

shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) in one or more tranches, in one or more domestic offering(s) in India, such number of equity shares and/or any securities convertible into or exchangeable for such number of equity shares including but not limited to convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously any other permitted fully and/or partly paid securities/instruments/warrants convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) (hereinafter referred to as "Securities") secured or unsecured, listed on a recognized stock exchange in India or abroad, whether rupee denominated or denominated in foreign currency, to such investors jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the ICDR Regulations ("QIBs") / any other category of persons or entities who are authorised to invest in the Securities in accordance with all applicable laws, rules, regulations and guidelines whether or not such persons are Members of the Company, through a qualified institutions placement ("QIP") pursuant to Chapter VI of the ICDR Regulations, or preferential allotment, private placement or any other method as may be permitted under applicable laws, through issue of prospectus, offer document, offer letter, offering circular, placement document or otherwise, for cash, at such price or prices (including floor price) in consultation with the lead manager(s), merchant banker(s) and/ or other advisor(s) or otherwise (giving effect to any premium/discount as may be permitted) and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion considering the then prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue; subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount (including any premium thereon) not exceeding Rs. 900 crores (Rupees Nine Hundred Crores only) or foreign currency equivalent thereof."

**"RESOLVED FURTHER THAT** in accordance with the provisions of the ICDR Regulations, the relevant date for determining the price of the Securities to be issued by way of QIP or by way of any other issue(s) shall be the date of the meeting in which the Board decides to open the proposed issue, subsequent to receipt of approval from the members of the Company or such other date as may be prescribed by the applicable laws from time to time."

**"RESOLVED FURTHER THAT** in case of a QIP pursuant to Chapter VI of the ICDR Regulations, the issue of Securities shall be made only to QIBs within the meaning prescribed under the said Regulations, who are eligible under the extant RBI regulations to subscribe to such Securities and who are selected as such by the Board, which shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time. Resolved further that the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution"

**"RESOLVED FURTHER THAT** in the event the issue is undertaken by way of a QIP, the Board may, in its absolute discretion, issue equity shares at or above the floor price or at a discount, if any, not exceeding 5% of the floor price or such other permissible limit as may be specified under the ICDR Regulations, calculated in accordance with the pricing formula provided under the ICDR Regulations."

**“RESOLVED FURTHER THAT** the Securities to be issued may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue AND THAT the equity shares to be so allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank *pari passu inter se* with the then existing equity shares of the Company, in all respects.”

**“RESOLVED FURTHER THAT** no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the ICDR Regulations”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;
- (c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance of all such Equity Shares ranking *pari passu* with the existing Equity Shares in all respects;
- (f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;

- (g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) file requisite documents with the SEBI, stock exchanges, the Government of India, the Reserve Bank of India, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- (m) acceptance and appropriation of the proceeds of the issue of the Securities;
- (n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;
- (o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so"

**"RESOLVED FURTHER THAT** such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required to give effect to this resolution, with power to settle all questions, difficulties or doubts that may arise with regard to the said matters as it may in its sole and absolute discretion deem necessary, utilize the issue proceeds based on the disclosure made in the prospectus/offer document/offer letter/ offering circular/placement document, and to delegate all or any of its powers hereinabove conferred, to any Committee of Directors and/or director(s) and/or officer(s) of the Company."

## Item No. 2

### Issue of Non-Convertible Debentures on Private Placement basis

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to Rs. 250 crore (Rupees Two Hundred and Fifty Crore only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or its duly constituted committee be and is hereby authorized to do all acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

## Item No. 3

### To appoint Mr. Ravindra Garikipati as an Independent Director

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 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("hereinafter referred to as "the Listing Regulations"), Mr. Ravindra Garikipati (DIN: 00984163), who was appointed as an Additional Non-Executive and Independent Director by the Board of Directors effective from September 03, 2020 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ravindra Garikipati (DIN: 00984163), as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and Listing Regulations, and whose appointment has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from September 03, 2020 to September 02, 2025 and the term shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

#### **Item No. 4**

##### **To approve material related party transactions with IIFL Finance Limited**

To approve material related party transactions with IIFL Finance Limited and in this regards, to consider and if thought fit, to pass with or without modification(s) the following resolution 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 the Company’s policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on September 03, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with IIFL Finance Limited, a Related Party as defined in Listing Regulations 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 Finance Limited and remaining outstanding at any one point in time shall not exceed Rs. 1000 Crores (Rupees One Thousand Crores 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation /re- negotiation / 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 / transactions / 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. 5

### To approve material related party transactions with Samasta Microfinance Limited

To approve material related party transactions with Samasta Microfinance Limited and in this regards, to consider and if thought fit, to pass with or without modification(s) the following resolution 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 the Company’s policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on September 03, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with Samasta Microfinance Limited, a Related Party as defined in Listing Regulations 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 Samasta Microfinance Limited and remaining outstanding at any one point in time shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation / re- negotiation / 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/transactions/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. 6**

**To approve material related party transactions with IIFL Home Finance Limited**

To approve material related party transactions with IIFL Home Finance Limited and in this regards, to consider and if thought fit, to pass with or without modification(s) the following resolution 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 the Company’s policy on materiality of Related Party Transaction(s) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on September 03, 2020, the consent and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with IIFL Home Finance Limited, a Related Party as defined in Listing Regulations 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 Home Finance Limited and remaining outstanding at any one point in time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation / re- negotiation / 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/transactions/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.”

**Date: September 03, 2020**

**Place: Mumbai**

**By order of the Board  
For Spaisa Capital Limited**

**Registered Office:**

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

**Sd/-  
Namita Godbole  
Company Secretary  
Mem Num: A21056**

**Notes:**

1. The explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
2. In view of the ongoing COVID-19 pandemic and the provisions of Circulars issued by the Ministry of Corporate Affairs on April 8, 2020, April 13, 2020, May 5, 2020, May 12, 2020 and June 15, 2020 (MCA Circulars), the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, August 28, 2020 (the cut-off date) and who have registered their e-mail address with the Company/Depository Participant (DP).
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to [csteam@5paisa.com](mailto:csteam@5paisa.com). Members holding shares in electronic form are requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
4. The Postal Ballot Notice is placed on [www.5paisa.com](http://www.5paisa.com), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.evotingindia.com](http://www.evotingindia.com).
5. On account of the threat posed by the COVID-19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
6. All documents referred to in this Notice and other statutory registers are available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. and 12 noon for a period of 30 days from the date of this Notice.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 28, 2020.
8. The information and instructions for shareholders for e-voting are as under:

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services Limited (CDSL). The steps for e-voting are as under:

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on "Shareholders" module.
- iii. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next, enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Account Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Account 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.</p> <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

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

- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be 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.

- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - ix. Click on the Electronic Voting Sequence Number (EVSN) of Spaisa Capital Limited on which you choose to vote.
  - x. 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.
  - xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xii. 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.
  - xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - xv. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xvi. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
  - xvii. 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](http://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](mailto: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](mailto: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.
  - xviii. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, August 28, 2020. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

10. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, August 28, 2020, only shall be entitled to avail the facility of e-voting.
11. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretaries firm, Mumbai as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report of the votes cast to the Chairperson or any Director authorized by the Board or the Company Secretary.
13. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, August 28, 2020
Commencement of e-voting period	Sunday, September 06, 2020 at 10:00 a.m.
End of e-voting period	Monday, October 05, 2020 at 5:00 p.m.

The e-voting module will be disabled by CDSL after 5:00 p.m. on Monday, October 05, 2020.

14. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to vote on their behalf at the Meeting electronically at to our RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and to company at [csteam@5paisa.com](mailto:csteam@5paisa.com).
15. 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.
16. The result, along with the Scrutinizer's Report, will be announced within 48 hours from the conclusion of e-voting and placed on the website of the Company and CDSL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

## ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated September 03, 2020.

### ITEM NO. 1

In order to augment the long-term resources of the Company, to maintain sufficient liquidity in this uncertain economic environment driven by the outbreak of the COVID-19 pandemic, for general corporate purposes and to finance organic and/or inorganic business opportunities that may arise in financial services, the Company has been exploring various fund raising options.

The Company is cognizant of the benefits and detriments of the various modes of fund raising and it is needless to state that the Company would take a decision keeping the interests of all its stakeholders as its priority.

The Board of Directors of the Company duly authorized in this regard, at its meeting held on September 03, 2020, *inter alia* approved seeking of the approval of the Members of the Company through Postal Ballot for raising of funds to the extent of Rs. 900 crores (Rupees Nine Hundred crores only) or its equivalent in any one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by the resolution under Item No. 1 of this Notice) by way of issuance of equity shares and/or any instruments or securities including convertible debentures (compulsorily and/or optionally, fully and/or partly) and/ or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of any other permitted fully and/ or partly paid securities/instruments/warrants, convertible into or exchangeable for equity shares at the option of the Company and/ or holder(s) of the security(ies) (hereinafter collectively referred to as "Securities"), secured or unsecured, listed on a recognized stock exchange in India whether rupee denominated or denominated in foreign currency by way of Qualified Institutions Placement ("QIP") pursuant to Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations) or otherwise. The equity shares, which would be allotted, shall rank in all respects *pari passu* with the then existing equity shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the prospectus/offer document and/or offer letter and/or offering circular/placement document and/or listing particulars.

The resolution proposed is an enabling approval and the exact combination of instrument(s), exact price, proportion and timing of the issue of the Securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors.

However, some of the broad terms of the proposed issue would be as under:

### **Objects of the Issue**

In order to augment the long-term resources of the Company, to maintain sufficient liquidity in this uncertain economic environment driven by the outbreak of the COVID-19 pandemic, for general corporate purposes and to finance organic and/or inorganic business opportunities that may arise in financial services.

### **Pricing**

The pricing would be arrived at by the Board depending on market conditions and in accordance with the ICDR Regulations. In the event of a QIP, the pricing of the equity shares that may be issued to Qualified Institutional Buyers (QIBs) shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under the ICDR Regulations. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Securities to be issued.

### **Maximum amount to be raised/number of securities to be issued**

The total amount to be raised by issuance of Securities through any of the modes as mentioned above or a combination thereof, would not exceed Rs. 900 crore (Rupees Nine Hundred crore only) or foreign currency equivalent thereof.

### **Relevant Date**

The relevant date for determining the price of the Securities to be issued by way of QIP or by way of any other issue(s) shall be the date of the meeting in which the Board decides to open the proposed issue, in accordance with the ICDR Regulations.

### **Listing**

The Securities issued will be listed on one or more stock exchanges in India. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Class or classes of persons to whom the Securities will be offered**

The Securities will be offered and issued to such investors including QIBs who are eligible to acquire such securities in accordance with all the applicable laws, rules, regulations and guidelines. The proposed allottees may be residents of India or abroad and whether or not such persons are Members of the Company.



### **Proposed time within which the allotment shall be completed**

In case of a QIP, allotment of the Securities would be completed within a period of 365 days from the date of passing of the resolution set out at Item No. 1 of this Notice.

### **Change in control**

There would be no change in control pursuant to the said issue.

The resolution as set out at Item No. 1 of this Notice and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/regulations issued/to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing Members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof, provided that the Members of the Company approve the issue of such equity shares by means of a special resolution.

The Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42, 62(1)(c) and 71 of the Companies Act, 2013, the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities through one or more permissible modes for an aggregate amount not exceeding Rs. 900 crore (Rupees Nine Hundred crore only) or foreign currency equivalent thereof with the authority to the Board to decide on the form, terms, manner, number of tranches and timing of the issue(s)/offering(s), as it may in its sole and absolute discretion and wherever required, in consultation with merchant bankers/advisors, deem fit and appropriate.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of this Notice.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 of the Notice for approval of the Members.

### **Item No. 2**

As per Section 42 of the Act, read with the rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

In order to augment long-term resources for financing, inter alia, the ongoing expenditure and for business purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured

redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 2, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

### **Item No. 3**

Mr. Ravindra Garikipati is an Entrepreneur & Technologist with over 30 years of experience mostly in technology and executive leadership roles. He is a board member and advisor to many late stage startups and an active angel investor in deepTech, finTech and consumerTech startups. He has recently Co-founded a fintech startup Davinta Finserv focusing on Financial Inclusion for the bottom of the pyramid.

Prior to co-founding Davinta, as a CTO at Flipkart, he defined and executed technology vision and roadmap to transform commerce. He also founded Fintech as a new vertical with a mission to offer financial products to 100s of millions of underserved and unserved Indians by leveraging data, digital distribution and technology.

Prior to Flipkart, he was President and Chief Technology Officer at 247.ai, a sequoia funded company where he led global product and technology groups to build one of the largest omni-channel customer acquisition & engagement platform.

Mr. Ravindra Garikipati also held various senior engineering management positions at Oracle and Covansys, where he gained extensive experience in building scalable enterprise application architectures and services.

Mr. Ravindra Garikipati holds a Master of Science degree in Software Engineering from Birla Institute of Technology & Science, Pilani, India and a Masters degree in Management from Birla Institute of Technology & Science, Pilani, India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Ravindra Garikipati as an Additional Non-Executive Independent Director of the Company to hold office for a period of five consecutive years ending on September 02, 2025, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). In terms of Section 161(1) of the Act, Mr. Ravindra Garikipati, an Additional Non-Executive Independent Director, holds office only upto the date of the ensuing Annual General Meeting but is eligible for being appointed as an Independent Director. However, Since, the company is considering obtaining the approval from members through postal ballot for raising of funds, it is prudent on the part of company to take the approval from the members for this business item as well. In accordance with above, the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Ravindra Garikipati as an

Independent Director of the Company. Mr. Ravindra Garikipati has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:-

- (i) the consent in writing to act as Director
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions would be available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [csteam@5paisa.com](mailto:csteam@5paisa.com).

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Ravindra Garikipati has vast knowledge and varied experience which would be immense benefit to the Company and it is desirable to avail services of Mr. Ravindra Garikipati as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ravindra Garikipati as an Independent Director for a period of 5 (Five) years with effect from September 03, 2020 and not liable to retire by rotation, for approval of shareholders of the Company.

Mr. Ravindra Garikipati is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Ravindra Garikipati may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest and commission that may be received by them, for Financial Year 2020-21, if any, in the Company. Mr. Ravindra Garikipati is not related to any Director and Key Managerial Personnel of the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members.

#### **Items no 4, 5 and 6**

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 2019-20 is Rs. 108.28 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 10.83 Crores (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:

<b>Name of the Company</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Amount (Rs. in Crores)</b>
IIFL Finance Limited (Formerly known as IIFL Holdings Limited) #	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees	1000
Samasta Microfinance Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees	500
IIFL Home Finance Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees	200

The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point in time.

# Upon effective of Composite Scheme of Arrangement amongst IIFL Finance Limited (formerly known as IIFL Holdings Limited), IIFL Distribution Services Limited, IIFL Wealth Management Limited, IIFL Securities Limited, India Infoline Finance Limited, India Infoline Media and Research Services Limited and their respective Shareholders ("Scheme"), India Infoline Finance Limited is merged with IIFL Finance Limited and now the Company shall enter into material related party transaction with IIFL Finance Limited.

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 September 03, 2020 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.

With respect to the above matter, the Shareholders/Members are requested to note the following disclosures of Interest:

S.N.	Name of the Related Party	Nature of Concern or Interest
1.	IIFL Finance Limited (IIFL)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Promoter and Executive Director of IIFL.  Mr. Nirmal Jain and Mr. Venkataraman Rajamani are promoters of IIFL Finance Limited and both hold along with their relatives & persons acting in concert 9,43,43,490 equity shares i.e. 24.94% in IIFL Finance Limited.
2.	Samasta Microfinance Limited (SMFL)	SMFL is a subsidiary of IIFL Finance Limited where IIFL Finance Limited holds 19,52,56,875 equity shares i.e. 73.89% of SMFL .  Also, IIFL HF holds 6,60,61,285 equity shares i.e. 25% of SMFL.
3.	IIFL Home Finance Limited (IIFL HF)	Mr. Nirmal Jain and Mr. Venkataraman Rajamani are Non-Executive Directors of IIFL HF.  IIFL Home Finance is a Wholly Owned Subsidiary of IIFL Finance Limited.

Except the above Directors, Promoters and their Relatives, 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 items No. 4 to 6.

The Board accordingly recommends the Ordinary Resolutions set out at Items No. 4 to 6 of this Notice for approval of the Members.

**Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

**Details of Director Seeking Appointment through Postal Ballot**

<b>Particulars</b>	<b>Mr. Ravindra Garikipati</b>
Date of Birth	July 01, 1965
Nationality	Indian
Date of Appointment on the Board	September 03, 2020
Qualifications	Mr. Ravindra Garikipati holds a Master of Science degree in Software Engineering from Birla Institute of Technology & Science, Pilani, India and a Masters degree in Management from Birla Institute of Technology & Science, Pilani, India.
Expertise in specific functional areas	Over 30 years of experience mostly in technology and executive leadership roles, advisor to many late stage startups and an active angel investor in deepTech, finTech and consumerTech startups.
Number of shares held in the Company (including Options granted under ESOP)	Nil

<b>Particulars</b>	<b>Mr. Ravindra Garikipati</b>
Directorships held in other companies (excluding foreign companies)	Nil
Attendance in number of Board Meetings eligible during the financial year 2020-21	Nil
Memberships/ Chairpersonships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationships between Directors inter-se	None
Remuneration details (Including Sitting Fees & Commission)	Nil

**Date:** September 03, 2020

**Place:** Mumbai

**By order of the Board  
For Spaisa Capital Limited**

**Registered Office:**

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

**Sd/-  
Namita Godbole  
Company Secretary  
Mem Num: A21056**